

August 6, 2016

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

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

Dear Sir/ Madam,

Sub: Outcome of the 28th Annual General Meeting held on August 5, 2016

We wish to inform you that the 28th Annual General Meeting of the Company (“AGM”) was duly convened on 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 400051.

In accordance with the applicable provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Regulations”), the Company had provided the facility of remote e-voting and voting at the AGM through Poll to its Shareholders on all resolutions set out in the Notice of AGM. The Company had appointed Mr. Bhumitra V. Dholakia from Dholakia and Associates LLP, Practising Company Secretary as the Scrutinizer to scrutinize the entire voting process in a fair and transparent manner. As per the Scrutinizer’s Report all resolutions contained in the Notice convening the AGM have been duly passed by the Members with requisite majority.

Pursuant to Regulation 44(3) of the SEBI Regulations, we have enclosed the consolidated voting results of the business transacted at the AGM in the prescribed format. Further, the Consolidated Report of the Scrutinizer on e-voting and voting at the AGM is also enclosed.

The aforesaid reports are being uploaded on the website of the Company at www.marico.com and on the website of CDSL at www.evoting.cdsl.com.

Request you to take the above on record and oblige.

Thank you.

Yours Faithfully

For Marico Limited



Surender Sharma

Head Legal - International Business &
Company Secretary

Encl: As above.



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7th Floor
Grande Palladium
175, CST Road, Kalina
Santacruz (E)
Mumbai 400 098, India
Tel: (91-22) 6648 0480
Fax: (91-22) 2650 0159

www.marico.com

Marico Limited-Twenty Eighth Annual General Meeting

In accordance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of voting in respect of the 28th Annual General Meeting ("AGM") of the Company are furnished below:	
Date of Annual General Meeting/ Extra Ordinary General Meeting	Friday, August 5, 2016
Total number of shareholders as on record date (As on the cut-off date i.e. Friday, July 29, 2016)	53,804
No. of shareholders present in the meeting either in person or through proxy :	63
a. Promoter & Promoter Group	a. In Person: 1 b. Through Authorised Representative: 7 c. Through Proxy/ : 0
b. Public	a. In Person: 54 b. Through Authorised Representative: 0 c. Through Proxy/ : 1
No. of shareholders attending the meeting through video	No such facility was arranged
a. Promoter and Promoter Group	
b. Public	



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Resolution Required : (Ordinary)		1 - To receive, consider and adopt the audited financial statement including audited consolidated financial statement of the Company for the financial year ended March 31, 2016 together with the reports of the Board of Directors and Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	769855040	769855040	100.0000	769855040	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		769855040	100.0000	769855040	0	100.0000	0.0000
Public Institutions	E-Voting	414232737	298028751	71.9472	298028751	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		298028751	71.9472	298028751	0	100.0000	0.0000
Public Non Institutions	E-Voting	106083421	1754285	1.6537	1754260	25	99.9986	0.0014
	Poll		60527	0.0571	60527	0	100.0000	0.0000
	Total		1814812	1.7108	1814787	25	99.9986	0.0014
Total		1290171198	1069698603	82.9114	1069698578	25	100.0000	0.0000



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Resolution Required : (Ordinary)			2 -To confirm the declaration of Interim Dividends of Rs. 1.75, Rs. 1.50 and Re. 1.00 per equity share of Re. 1 each, declared during the financial year ended on March 31, 2016.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	769855040	769855040	100.0000	769855040	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		769855040	100.0000	769855040	0	100.0000	0.0000
Public Institutions	E-Voting	414232737	298700076	72.1092	298700076	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		298700076	72.1092	298700076	0	100.0000	0.0000
Public Non Institutions	E-Voting	106083421	1754285	1.6537	1754260	25	99.9986	0.0014
	Poll		60527	0.0571	60527	0	100.0000	0.0000
	Total		1814812	1.7108	1814787	25	99.9986	0.0014
Total		1290171198	1070369928	82.9634	1070369903	25	100.0000	0.0000



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Resolution Required : (Ordinary)			3. To appoint a Director In place of Mr. Rajen Mariwala (DIN 00007246), who retires by rotation and being eligible, offers himself for re-appointment.					
Whether promoter/ promoter group are Interested in the agenda/resolution?			Yes					
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]= $\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} \times 100$	[7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	769855040	769855040	100.0000	769855040	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		769855040	100.0000	769855040	0	100.0000	0.0000
Public Institutions	E-Voting	414232737	298700076	72.1092	285513276	13186800	95.5853	4.4147
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		298700076	72.1092	285513276	13186800	0.0000	4.4147
Public Non Institutions	E-Voting	106083421	1754285	1.6537	1754260	25	99.9986	0.0014
	Poll		60237	0.0568	60237	0	100.0000	0.0000
	Total		1814522	1.7105	1814497	25	99.9986	0.0014
Total		1290171198	1070369638	82.9634	1057182813	13186825	98.7680	1.2320



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Resolution Required : (Ordinary)			4 - To ratify the appointment of M/s. Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E) as Statutory Auditors of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	769855040	769855040	100.0000	769855040	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		769855040	100.0000	769855040	0	100.0000	0.0000
Public Institutions	E-Voting	414232737	298580076	72.0803	286357043	12223033	95.9063	4.0937
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		298580076	72.0803	286357043	12223033	95.9063	4.0937
Public Non Institutions	E-Voting	106083421	1754285	1.6537	1750260	4025	99.7706	0.2294
	Poll		60527	0.0571	60527	0	100.0000	0.0000
	Total		1814812	1.7108	1810787	4025	99.7782	0.2218
Total		1290171198	1070249928	82.9541	1058022870	12227058	98.8576	1.1424



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Resolution Required : (Special)			5 - To ratify the remuneration payable to M/s. Ashwin Solanki & Associates, Cost Accountants (Firm Registration Number 100392), the Cost Auditors of the Company for the financial year ending March 31, 2017.					
Whether promoter/ promoter group are Interested in the agenda/resolution?			No					
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	769855040	769855040	100.0000	769855040	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		769855040	100.0000	769855040	0	100.0000	0.0000
Public Institutions	E-Voting	414232737	298700076	72.1092	298700076	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		298700076	72.1092	298700076	0	100.0000	0.0000
Public Non Institutions	E-Voting	106083421	1754285	1.6537	1754260	25	99.9986	0.0014
	Poll		60527	0.0571	60527	0	100.0000	0.0000
	Total		1814812	1.7108	1814787	25	99.9986	0.0014
Total		1290171198	1070369928	82.9634	1070369903	25	100.0000	0.0000



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Resolution Required : (Special)		6 - To approve the Marico Employee Stock Option Plan 2016 and grant of stock options to the eligible employees of the Company under the Plan.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	769855040	769855040	100.0000	769855040	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		769855040	100.0000	769855040	0	100.0000	0.0000
Public Institutions	E-Voting	414232737	296659076	71.6165	184245139	112413937	62.1067	37.8933
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		296659076	71.6165	184245139	112413937	62.1067	37.8933
Public Non Institutions	E-Voting	106083421	1754285	1.6537	1754160	125	99.9929	0.0071
	Poll		60527	0.0571	60527	0	100.0000	0.0000
	Total		1814812	1.7108	1814687	125	99.9931	0.0069
Total		1290171198	1068328928	82.8052	955914866	112414062	89.4776	10.5224



Resolution Required : (Special)			7 - To approve the grant of stock options to the eligible employees of the Company's subsidiaries under the Marico Employee Stock Option Plan 2016.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
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	769855040	769855040	100.0000	769855040	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		769855040	100.0000	769855040	0	100.0000	0.0000
Public Institutions	E-Voting	414232737	296659076	71.6165	184245139	112413937	62.1067	37.8933
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		296659076	71.6165	184245139	112413937	62.1067	37.8933
Public Non Institutions	E-Voting	106083421	1754285	1.6537	1753430	855	99.9513	0.0487
	Poll		60527	0.0571	60527	0	100.0000	0.0000
	Total		1814812	1.7108	1813957	855	99.9529	0.0471
Total		1290171198	1068328928	82.8052	955914136	112414792	89.4775	10.5225



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Combined Report of Scrutinizer for Remote e-Voting and Poll

To,

Mr. Harsh Mariwala

The Chairperson of 28th Annual General Meeting of Marico Limited

Held on Friday, the 5th August, 2016 at 9.00 a.m. at the National Stock Exchange of India Ltd., Ground Floor, Dr. R. H. Patil Auditorium, Exchange Plaza, G-Block, Plot No. C1, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.

Dear Sir,

I, **CS Bhumitra V. Dholakia, Designated Partner of M/s. Dholakia & Associates LLP, Company Secretaries** was appointed as a Scrutinizer by the Board of Directors of **Marico Limited ("the Company")** vide Letter dated 11th July, 2016 pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules made thereunder to scrutinize the electronic voting (Remote e-Voting) and the Poll Process for the resolutions contained in the Notice of 28th Annual General Meeting ("the Meeting") of the Company, submit my combined report as under:

1. The Management of the Company is responsible for the compliance of Sections 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favour or against for respective Resolution.
2. After the time fixed for the poll by the Chairperson, 2 (Two) empty ballot boxes kept for polling were locked in my presence and members who were present.
3. The locked ballot boxes were subsequently opened in my presence and in the presence of Ms. P. Evelin Suba Latha and Mr. Mahesh Yadav who are not in the employment of the Company. **(Declaration attached)** The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and M/s. Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorizations and proxies lodged with the Company.
4. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
5. The Remote e-Voting commenced on Monday, August 1, 2016 (9:00 am) and was closed on Thursday, August 4, 2016 (5.00 pm).



6. The Remote e-Voting Result was unblocked at Mumbai from the website of M/s. Central Depository Services (India) Limited i.e. www.evotingindia.com after votes cast by Poll at the Meeting was counted by me and the Excel File containing the Result was opened in the presence of Mr. Vishvesh G. Bhagat and Mr. Vidyut R. Vasavada who are not in the employment of the Company. **(Declaration attached)**
7. The Votes cast by Corporate/Institutional Members who have uploaded the scanned certified true copy of the Board Resolution/Authority Letter, etc. on the website of M/s. Central Depository Services (India) Limited i.e. www.evotingindia.com have been considered valid.
8. The Members who have abstained from voting in the Remote e-Voting has been treated as Invalid in order to combine the Results of Remote E-Voting and Poll.
9. **The Combined Result (Remote e-Voting + Poll) is as under :**

- (a) **Item No 1: To receive, consider and adopt the Audited Financial Statement including Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon.**

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Re. 1/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	483	1,09,20,70,740
Less: Total Number of Invalid Votes	8	2,24,32,664
Total Number of Valid Votes	475	1,06,96,38,076
B. Poll		
Total Votes received by Poll	17	60,527
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	17	60,527
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	500	1,09,21,31,267
Less: Total Number of Invalid Votes	8	2,24,32,664
Total Number of Valid Votes	492	1,06,96,98,603



(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
474	1,06,96,38,051	99.9999977
B. Poll		
17	60,527	100.00
C. Combined (A+B)		
491	1,06,96,98,578	99.9999977

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
1	25	0.0000023
B. Poll		
Nil	Nil	Nil
C. Combined (A+B)		
1	25	0.0000023



(b) Item No 2: To confirm the declaration of Interim Dividends of Rs. 1.75, Rs. 1.50 and Re. 1 each, declared during the financial year ended on March 31, 2016.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Re. 1/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	483	1,09,26,25,952
Less: Total Number of Invalid Votes	6	2,23,16,551
Total Number of Valid Votes	477	1,07,03,09,401
B. Poll		
Total Votes received by Poll	17	60,527
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	17	60,527
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	500	1,09,26,86,479
Less: Total Number of Invalid Votes	6	2,23,16,551
Total Number of Valid Votes	494	1,07,03,69,928



(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
476	1,07,03,09,376	99.9999977
B. Poll		
17	60,527	100.00
C. Combined (A+B)		
493	1,07,03,69,903	99.9999977

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
1	25	0.0000023
B. Poll		
Nil	Nil	Nil
C. Combined (A+B)		
1	25	0.0000023



- (c) Item No 3: To appoint a Director in place of Mr. Rajen Mariwala (DIN: 00007246) who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Re. 1/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	483	1,09,26,25,952
Less: Total Number of Invalid Votes	6	2,23,16,551
Total Number of Valid Votes	477	1,07,03,09,401
B. Poll		
Total Votes received by Poll	17	60,527
Less: Total Number of Invalid Votes	2	290
Total Number of Valid Votes	15	60,237
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	500	1,09,26,86,479
Less: Total Number of Invalid Votes	8	2,23,16,841
Total Number of Valid Votes	492	1,07,03,69,638



(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
435*	1,05,71,22,576	98.7679427
B. Poll		
15	60,237	100.00
C. Combined (A+B)		
450	1,05,71,82,813	98.768012

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
45*	1,31,86,825	1.2320573
B. Poll		
Nil	Nil	Nil
C. Combined (A+B)		
45	1,31,86,825	1.2319878

* 3 Members voted partially in favour and against the resolution.



(d) Item No 4: To ratify the appointment of M/s. Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E) as Statutory Auditors of the Company.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Re. 1/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	483	1,09,26,25,952
<u>Less:</u> Total Number of Invalid Votes	7	2,24,36,551
Total Number of Valid Votes	476	1,07,01,89,401
B. Poll		
Total Votes received by Poll	17	60,527
<u>Less:</u> Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	17	60,527
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	500	1,09,26,86,479
<u>Less:</u> Total Number of Invalid Votes	7	2,24,36,551
Total Number of Valid Votes	493	1,07,02,49,928



(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
444	1,05,79,62,343	98.8574865
B. Poll		
17	60,527	100.00
C. Combined (A+B)		
461	1,05,80,22,870	98.8575511

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
32	1,22,27,058	1.1425135
B. Poll		
Nil	Nil	Nil
C. Combined (A+B)		
32	1,22,27,058	1.1424489



(e) Item No 5: To ratify the remuneration payable to M/s. Ashwin Solanki & Associates, Cost Accountants (Firm Registration Number 100392), the Cost Auditors of the Company for the financial year ending March 31, 2017.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Re. 1/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	483	1,09,26,25,952
<u>Less:</u> Total Number of Invalid Votes	6	2,23,16,551
Total Number of Valid Votes	477	1,07,03,09,401
B. Poll		
Total Votes received by Poll	17	60,527
<u>Less:</u> Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	17	60,527
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	500	1,09,26,86,479
<u>Less:</u> Total Number of Invalid Votes	6	2,23,16,551
Total Number of Valid Votes	494	1,07,03,69,928



(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
476	1,07,03,09,376	99.9999977
B. Poll		
17	60,527	100.00
C. Combined (A+B)		
493	1,07,03,69,903	99.9999977

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
1	25	0.0000023
B. Poll		
Nil	Nil	Nil
C. Combined (A+B)		
1	25	0.0000023



(f) Item No 6: To approve the Marico Employee Stock Option Plan 2016 and grant of stock options to the eligible employees of the Company under the Plan.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Re. 1/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	483	1,09,26,25,952
Less: Total Number of Invalid Votes	11	2,43,57,551
Total Number of Valid Votes	472	1,06,82,68,401
B. Poll		
Total Votes received by Poll	17	60,527
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	17	60,527
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	500	1,09,26,86,479
Less: Total Number of Invalid Votes	11	2,43,57,551
Total Number of Valid Votes	489	1,06,83,28,928



(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
197*	95,58,54,339	89.4769833
B. Poll		
17	60,527	100.00
C. Combined (A+B)		
214	95,59,14,866	89.4775795

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
277*	11,24,14,062	10.5230167
B. Poll		
Nil	Nil	Nil
C. Combined (A+B)		
277	11,24,14,062	10.5224205

* 2 Members voted partially in favour and against the resolution.



(g) Item No 7: To approve the grant of stock options to the eligible employees of the Company's subsidiaries under the Marico Employee Stock Option Plan 2016.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Re. 1/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	483	1,09,26,25,952
Less: Total Number of Invalid Votes	11	2,43,57,551
Total Number of Valid Votes	472	1,06,82,68,401
B. Poll		
Total Votes received by Poll	17	60,527
Less: Total Number of Invalid Votes	Nil	Nil
Total Number of Valid Votes	17	60,527
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	500	1,09,26,86,479
Less: Total Number of Invalid Votes	11	2,43,57,551
Total Number of Valid Votes	489	1,06,83,28,928



(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
193*	95,58,53,609	89.476915
B. Poll		
17	60,527	100.00
C. Combined (A+B)		
210	95,59,14,136	89.4775111

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
281*	11,24,14,792	10.523085
B. Poll		
Nil	Nil	Nil
C. Combined (A+B)		
281	11,24,14,792	10.5224889

* 2 Members voted partially in favour and against the resolution.



9. A Compact Disc (CD) containing a list of equity shareholders who voted by Poll at the Meeting and who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.
10. The aforesaid Combined Report is tabulated on the basis of Acceptance and Rejection and Report on Invalid Remote e-Voting Votes and Poll Papers provided in the Annexure attached herewith which forms an integral part of this Report.
11. The poll papers and all other relevant records were sealed and handed over to Mr. Surender Sharma, Company Secretary of the Company authorized by the Board for safe keeping.
12. You may accordingly declare the result of the Remote e-Voting and Poll.
13. The Register of Remote e-Voting will be e-mailed to the Chairperson and the Company Secretary of the Company after the Chairperson considers, approves and signs the minutes of the Annual General Meeting in compliance with Rule 20(4)(xv) of Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully,



CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 977 CP No: 507

Place : Mumbai

Date : 5th August, 2016



ANNEXURE**A. BASIS OF ACCEPTANCE****I. PHYSICAL POLL FORM:**

1. The assent or dissent has been given by any other mark, the Poll Paper has been considered.
2. Joint shareholder(s) has/ have signed the Poll Paper instead of first named shareholder; the vote(s) cast by the joint named shareholders has/have been considered.
3. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
4. Shareholder has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.
5. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.
6. If the Shareholder has voted both in Remote e-Voting and Poll, then Voting done through Remote e-Voting has been considered and Voting done through Poll has been treated as Invalid.

II. VOTING THROUGH ELECTRONIC MODE:

7. Member has voted only through Remote e-Voting i.e. electronic mode.

B. BASIS OF REJECTION**I. PHYSICAL POLL FORM:**

1. Shareholder has not put any mark on either assent or dissent.
2. Poll paper is not signed.
3. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Poll Papers.
4. The specimen signature of the beneficial owner is not provided to the Registrar and Share Transfer Agent by the Depositories and consequently there is no way to verify the signature with the specimen.



5. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
6. In case where a Poll Paper has been signed by Authorised Signatory / Power of Attorney Holder and certified true copy of Board Resolution / Power of Attorney / Letter of Authority not provided to the Company / Registrar and Share Transfer Agent.
7. The Poll Paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizers to identify either the Member or the number of votes.
8. If both Shareholder and Proxy have signed and deposited the Poll Paper, the Poll Paper of the Proxy has been rejected and treated as invalid.
9. If the Name of the Person is not found in the Register of Members or Proxy Register or as an Authorised Representative of the Body Corporate, the Poll Paper has been rejected and treated as invalid.
10. If the Identity of the Person voting is not known and there is no other way to trace his/her Identity due to incomplete Poll Paper, then the Poll paper has been rejected and treated as invalid.
11. If the Shareholder has voted both in Remote e-Voting and Poll, then Voting done through Remote e-Voting has been considered and voting done through Poll has been treated as Invalid.

II. VOTING THROUGH ELECTRONIC MODE:

12. Institutional Member (other than Individuals, HUF, NRI etc.) who has not uploaded scanned copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc. on the website of M/s. Central Depository Services (India) Limited i.e. www.evotingindia.com have been considered invalid.



C. REPORT FOR INVALID POLL PAPERS.**i. For Item No. 1:**

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Re. 1/- each)
I. PHYSICAL POLL FORM:			
1.	No votes polled.	Nil	Nil
SUB-TOTAL - I		Nil	Nil
II. ELECTRONIC VOTES			
2.	Authority Letter / Board Resolution / Power of Attorney not sent.	6	2,23,16,551
3.	No votes polled.	2	1,16,113
SUB-TOTAL - II		8	2,24,32,664
TOTAL (I + II)		8	2,24,32,664

ii. For Item No. 2:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Re. 1/- each)
I. PHYSICAL POLL FORM:			
1.	No votes polled.	Nil	Nil
SUB-TOTAL - I		Nil	Nil
II. ELECTRONIC VOTES			
2.	Authority Letter / Board Resolution / Power of Attorney not sent.	6	2,23,16,551
3.	No votes polled.	Nil	Nil
SUB-TOTAL - II		6	2,23,16,551
TOTAL (I + II)		6	2,23,16,551



iii. For Item No. 3:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Re. 1/- each)
I. <u>PHYSICAL POLL FORM:</u>			
1.	No votes polled.	2	290
<u>SUB-TOTAL - I</u>		2	290
II. <u>ELECTRONIC VOTES</u>			
2.	Authority Letter / Board Resolution / Power of Attorney not sent.	6	2,23,16,551
3.	No votes polled.	Nil	Nil
<u>SUB-TOTAL - II</u>		6	2,23,16,551
TOTAL (I + II)		8	2,23,16,841

iv. For Item No. 4:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Re. 1/- each)
I. <u>PHYSICAL POLL FORM:</u>			
1.	No votes polled.	Nil	Nil
<u>SUB-TOTAL - I</u>		Nil	Nil
II. <u>ELECTRONIC VOTES</u>			
2.	Authority Letter / Board Resolution / Power of Attorney not sent.	6	2,23,16,551
3.	No votes polled.	1	1,20,000
<u>SUB-TOTAL - II</u>		7	2,24,36,551
TOTAL (I + II)		7	2,24,36,551



v. For Item No. 5:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Re. 1/- each)
I. <u>PHYSICAL POLL FORM:</u>			
1.	No votes polled.	Nil	Nil
<u>SUB-TOTAL - I</u>		Nil	Nil
II. <u>ELECTRONIC VOTES</u>			
2.	Authority Letter / Board Resolution / Power of Attorney not sent.	6	2,23,16,551
3.	No votes polled.	Nil	Nil
<u>SUB-TOTAL - II</u>		6	2,23,16,551
TOTAL (I + II)		6	2,23,16,551

vi. For Item No. 6:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Re. 1/- each)
I. <u>PHYSICAL POLL FORM:</u>			
1.	No votes polled.	Nil	Nil
<u>SUB-TOTAL - I</u>		Nil	Nil
II. <u>ELECTRONIC VOTES</u>			
2.	Authority Letter / Board Resolution / Power of Attorney not sent.	6	2,23,16,551
3.	No votes polled.	5	20,41,000
<u>SUB-TOTAL - II</u>		11	2,43,57,551
TOTAL (I + II)		11	2,43,57,551



vii. For Item No. 7:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Re. 1/- each)
I. PHYSICAL POLL FORM:			
1.	No votes polled.	Nil	Nil
SUB-TOTAL - I		Nil	Nil
II. ELECTRONIC VOTES			
2.	Authority Letter / Board Resolution / Power of Attorney not sent.	6	2,23,16,551
3.	No votes polled.	5	20,41,000
SUB-TOTAL - II		11	2,43,57,551
TOTAL (I + II)		11	2,43,57,551



[Signature]
CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 977 CP No: 507

Place : Mumbai
Date : 5th August, 2016



TO WHOMSOEVER IT MAY CONCERN

We, P. Evelyn Suba Latta and Mahesh Yadav hereby state that the Two(2) Polling Boxes, in which Equity Shareholders of Marico Limited ("the Company") cast their vote by way of Poll at the 28th Annual General Meeting of the Company held on Friday, the 5th August, 2016 at 9.00 a.m. at the National Stock Exchange of India Ltd., Ground Floor, Dr. R. H. Patil Auditorium, Exchange Plaza, G-Block, Plot No. C1, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, were opened in our presence as required under Rule 21(1)(f) of Companies (Management and Administration) Rules, 2014 and the same were in sealed condition and without any tampering.

Witness 1

Name: P. Evelyn Suba Latta

Address: Link Intime India Pvt Ltd

C-13, Pannalal silk mills Compound, LBS Marg, Dhandup (w) Mum-78.

Signature: P. Evelyn

Witness 2

Name: Mahesh Balu Yadav

Address: Link Intime India Pvt Ltd

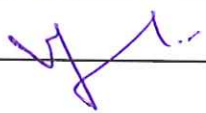
C-13, Pannalal, silk Compound, LBS Marg, Dhandup, w mums - 78

Signature: 

TO WHOMSOEVER IT MAY CONCERN

We, NISHVESH. G. BHAGAT and VIDYUT. R. VASAVADA hereby state that the Excel Sheet containing the Results of Remote e-Voting of Marico Limited ("the Company") for the 28th Annual General Meeting of the Company held on Friday, the 5th August, 2016 at 9.00 a.m. at the National Stock Exchange of India Ltd., Ground Floor, Dr. R. H. Patil Auditorium, Exchange Plaza, G-Block, Plot No. C1, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 was unblocked from the website of M/s. Central Depository Services (India) Limited i.e. www.evotingindia.com and opened in our presence as required under Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014.

Witness 1

Name: VISHVESH. G. BHAGAT
Address: C/12, PARVATI MANSION, 214, DR. D.B. MARK,
GRANT ROAD MUMBAI – 400 027
Signature: 

Witness 2

Name: VIDYUT. R. VASAVADA
Address: C-401, KRISHNA RESIDENCY,
B/H SUNDER NAGAR, MALAD (WEST), MUMBAI-400 064.
Signature: 