

August 30, 2020

The Secretary,  
Listing Department  
BSE Limited,  
1<sup>st</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
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 - 400 051  
Scrip Symbol: MARICO

Dear Sir/Madam,

**Sub.: Intimation under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Regulations”)**

This is to inform you that in accordance with the applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder, the relevant circulars issued by the Ministry of Corporate Affairs and Regulation 44 of the SEBI Regulations, the Company had provided remote e-voting facility to its Members on all resolutions set out in the Notice of 32<sup>nd</sup> Annual General Meeting of the Company (“32<sup>nd</sup> AGM” or “the Meeting”), which was duly convened on Friday, August 28, 2020 at 10:00 a.m. through two way Video Conference/ Audio Visual Means.

The Board had appointed M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, Mumbai, as the Scrutinizer to scrutinize the entire voting process. As per the Scrutinizer’s Report, all resolutions contained in the Notice of 32<sup>nd</sup> AGM have been duly passed by the Members with requisite majority.

Pursuant to Regulation 44(3) of the SEBI Regulations, please find enclosed the consolidated voting results of the business transacted at 32<sup>nd</sup> AGM in the prescribed format along with the Consolidated Report of the Scrutinizer on remote e-voting & e- voting at Meeting of the Company.

The aforementioned documents are being uploaded on the website of the Company at [www.marico.com](http://www.marico.com) and on the website of CDSL [www.evoting.cdsl.com](http://www.evoting.cdsl.com).

Kindly take above on record.

Thank you.

Yours faithfully,  
For **Marico Limited**

**Hemangi Ghag**  
**Company Secretary & Compliance Officer**

Encl: As above.

# MAKARAND M. JOSHI & CO.

## Company Secretaries

Ecstasy, 803/804, 8<sup>th</sup> Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080 (Ph) 022-21678136

### **Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the Annual General Meeting (AGM)**

To  
Mr. Harsh Mariwala  
Chairman

of 32<sup>nd</sup> Annual General Meeting of the shareholders of **Marico Limited (herein after the "Company")**, held on Friday, 28<sup>th</sup> August, 2020, through Video Conferencing ("VC") /Other Audio-Visual Means (OVAM)

### **Consolidated Scrutinizer's Report on voting through Remote E-voting and electronic voting at the AGM in terms of provisions of the Companies Act, 2013 (herein after the "ACT") read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

- A. I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on Monday, 4<sup>th</sup> May, 2020 to conduct the following:
- (i) **Remote e-voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
  - (ii) **Electronic Voting at the AGM** under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 32<sup>nd</sup> AGM held on Friday, 28<sup>th</sup> August, 2020.
- B. Pursuant to Section 101, 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Company has confirmed that the Electronic copy of the Notice convening the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company along with the process of electronic voting at the AGM and the remote e-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes in compliance with MCA Circulars dated 5<sup>th</sup> May, 2020 read with circulars dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 and SEBI Circular dated 12<sup>th</sup> May, 2020.
- C. The Company had appointed Central Depository Services (India) Limited ("CDSL") for conducting the Electronic voting by the shareholders of the Company at the AGM. After the time

fixed for closing of Electronic voting at AGM by the Chairman, voting was closed and votes cast were unblocked.

- D. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited (“CDSL”) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Monday, 24<sup>th</sup> August, 2020 at 9.00 a.m. and ended on Thursday, 27<sup>th</sup> August, 2020 at 5.00 p.m. and the Central Depository Services (India) Limited (“CDSL”) remote e-voting portal was blocked for voting thereafter.
- E. On the basis of the votes exercised by the shareholders of the Company by way of electronic voting at the AGM of the Company held on Friday, 28<sup>th</sup> August, 2020, I have issued Scrutinizer’s Report dated 29<sup>th</sup> August, 2020.
- F. On the basis of the votes exercised by the shareholders of the Company through remote e-voting. I have issued separate Scrutinizer’s Report dated 29<sup>th</sup> August, 2020.

<b>Date of AGM</b>	<b>28<sup>th</sup> August 2020</b>
<b>Total number of shareholders on record date (i.e. as on 21<sup>st</sup> August 2020)</b>	<b>179717</b>
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoter and Promoter group	NA
Public	NA
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoter and Promoter group	12
Public	78

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

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.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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
1	Promoter and Promoter Group	E-Voting	769727740	769727740	100.0000	769727740	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>769727740</b>	<b>100.0000</b>	<b>769727740</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
2	Public - Institutional holders	E-Voting	439290944	348700561	79.3780	348700561	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>348700561</b>	<b>79.3780</b>	<b>348700561</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
3	Public-Others	E-Voting	82062934	7663160	9.3382	7661621	1539	99.9799	0.0201
		E-Voting at AGM		91101	0.1110	91101	0	100.0000	0.0000
		<b>Total</b>		<b>7754261</b>	<b>9.4492</b>	<b>7752722</b>	<b>1539</b>	<b>99.9802</b>	<b>0.0198</b>
<b>Total</b>			<b>1291081618</b>	<b>1126182562</b>	<b>87.2278</b>	<b>1126181023</b>	<b>1539</b>	<b>99.9999</b>	<b>0.0001</b>

**Resolution on Item No. 2 - Ordinary Resolution:**

Re-appointment of Mr. Rishabh Mariwala (DIN 03072284), Director retiring by rotation.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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
1	Promoter and Promoter Group	E-Voting	769727740	769727740	100.0000	769727740	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>769727740</b>	<b>100.0000</b>	<b>769727740</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
2	Public - Institutional holders	E-Voting	439290944	349334459	79.5223	336698094	12636365	96.3827	3.6173
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>349334459</b>	<b>79.5223</b>	<b>336698094</b>	<b>12636365</b>	<b>96.3827</b>	<b>3.6173</b>
3	Public-Others	E-Voting	82062934	7663160	9.3382	7660212	2948	99.9615	0.0385
		E-Voting at AGM		91101	0.1110	91099	2	99.9978	0.0022
		<b>Total</b>		<b>7754261</b>	<b>9.4492</b>	<b>7751311</b>	<b>2950</b>	<b>99.9620</b>	<b>0.0380</b>
<b>Total</b>			<b>1291081618</b>	<b>1126816460</b>	<b>87.2769</b>	<b>1114177145</b>	<b>12639315</b>	<b>98.8783</b>	<b>1.1217</b>

**Resolution on Item No. 3 - Ordinary Resolution:**

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.

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	E-Voting	769727740	769727740	100.0000	769727740	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		769727740	100.0000	769727740	0	100.0000	0.0000
2	Public - Institutional holders	E-Voting	439290944	349343799	79.5245	349343799	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		349343799	79.5245	349343799	0	100.0000	0.0000
3	Public-Others	E-Voting	82062934	7663160	9.3382	7661078	2082	99.9728	0.0272
		E-Voting at AGM		91101	0.1110	90501	600	99.3414	0.6586
		Total		7754261	9.4492	7751579	2682	99.9654	0.0346
<b>Total</b>			<b>1291081618</b>	<b>1126825800</b>	<b>87.2777</b>	<b>1126823118</b>	<b>2682</b>	<b>99.9998</b>	<b>0.0002</b>

**Resolution on Item No. 4 - Ordinary Resolution:**

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.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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
1	Promoter and Promoter Group	E-Voting	769727740	769727740	100.0000	769727740	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>769727740</b>	<b>100.0000</b>	<b>769727740</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
2	Public - Institutional holders	E-Voting	439290944	349181110	79.4874	346514264	2666846	99.2363	0.7637
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>349181110</b>	<b>79.4874</b>	<b>346514264</b>	<b>2666846</b>	<b>99.2363</b>	<b>0.7637</b>
3	Public-Others	E-Voting	82062934	7663160	9.3382	7646734	16426	99.7856	0.2144
		E-Voting at AGM		91101	0.1110	91101	0	100.0000	0.0000
		<b>Total</b>		<b>7754261</b>	<b>9.4492</b>	<b>7737835</b>	<b>16426</b>	<b>99.7882</b>	<b>0.2118</b>
<b>Total</b>			<b>1291081618</b>	<b>1126663111</b>	<b>87.2651</b>	<b>1123979839</b>	<b>2683272</b>	<b>99.7618</b>	<b>0.2382</b>

**Resolution on Item No. 5 - Ordinary Resolution:**

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.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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
1	Promoter and Promoter Group	E-Voting	769727740	769727740	100.0000	769727740	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>769727740</b>	<b>100.0000</b>	<b>769727740</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
2	Public - Institutional holders	E-Voting	439290944	349181110	79.4874	347728237	1452873	99.5839	0.4161
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		<b>Total</b>		<b>349181110</b>	<b>79.4874</b>	<b>347728237</b>	<b>1452873</b>	<b>99.5839</b>	<b>0.4161</b>
3	Public-Others	E-Voting	82062934	7663160	9.3382	7646822	16338	99.7868	0.2132
		E-Voting at AGM		91101	0.1110	91101	0	100.0000	0.0000
		<b>Total</b>		<b>7754261</b>	<b>9.4492</b>	<b>7737923</b>	<b>16338</b>	<b>99.7893</b>	<b>0.2107</b>
<b>Total</b>			<b>1291081618</b>	<b>1126663111</b>	<b>87.2651</b>	<b>1125193900</b>	<b>1469211</b>	<b>99.8696</b>	<b>0.1304</b>



**Resolution on Item No. 6 - Special Resolution:**

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.

Sr. No	Promoter/ Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	E-Voting	769727740	769727740	100.0000	769727740	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		769727740	100.0000	769727740	0	100.0000	0.0000
2	Public - Institutional holders	E-Voting	439290944	349343799	79.5245	347369536	1974263	99.4349	0.5651
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		349343799	79.5245	347369536	1974263	99.4349	0.5651
3	Public-Others	E-Voting	82062934	7663160	9.3382	7658747	4413	99.9424	0.0576
		E-Voting at AGM		91101	0.1110	91096	5	99.9945	0.0055
		Total		7754261	9.4492	7749843	4418	99.9430	0.0570
<b>Total</b>			<b>1291081618</b>	<b>1126825800</b>	<b>87.2777</b>	<b>1124847119</b>	<b>1978681</b>	<b>99.8244</b>	<b>0.1756</b>

G. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the Electronic voting facilitated at the AGM.

It is to be noted that:

1. Voting rights on the shares transferred to 'Unclaimed Suspense Account' and those shares transferred to the 'Investor Education and Protection Fund' are frozen.
2. All the aforesaid resolutions were passed with requisite majority.

Thanking You,  
Yours faithfully,

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

Digitally signed by MAKARAND MADHUSUDAN  
JOSHI  
DN: cn=MAKARAND MADHUSUDAN JOSHI,  
c=IN, st=Maharashtra, o=Personal,  
serialNumber=caea4629e390297838241404700ee  
8d3949ae4badb642ed597e83606887ca030f  
Date: 2020.08.29 16:47:54 +05'30'

**Makarand Joshi**  
**Partner**  
**CP No. 3662**  
**Date:29/08/2020**  
**Place: Mumbai**

**For Marico Limited**

**Hemangi Ghag**  
**Company Secretary**  
**Authorized Representative**  
**Date: 29/08/2020**  
**Place: Mumbai**