

July 31, 2013

To
Corporate Relations Department
The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001
BSE Scrip Code: 531642

To
Corporate Relations Department
The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

NSE Scrip Code: MARICO

Dear Sir/Madam,

Sub: Clause 35A - Declaration of voting results of the Court Convened Meeting and Extraordinary General Meeting of the Equity Shareholders of Marico Limited

Ref: Scheme of Arrangement between Marico Limited and Marico Kaya Enterprises Limited and their Respective Shareholders and Creditors ('the Scheme')

Further to our letter dated July 30, 2013 intimating the Stock Exchanges about the outcome of the Court Convened Meeting ("CCM") and Extraordinary General Meeting of the Equity Shareholders (EGM") of Marico Limited held on Tuesday, 30th July, 2013 at 10.00 a.m. and 11.00 a.m. respectively, we enclose herewith Clause 35A disclosures of the CCM as "Annexure 1" and of the EGM as "Annexure 2".

We request you to take the above on record and oblige.

Thanking you,

Yours faithfully,
For Marico Limited

B Ranparia

Bhaveka Ranparia
Asst. Company Secretary



Encl: A/a

Annexure 1 - Court Convened Meeting

Date of meeting convened in terms of Order dated June 21, 2013 of the Hon'ble High Court of Bombay	July 30, 2013	
Total number of equity shareholders on July 26, 2013	33,699	
No. of Shareholders present in the meeting either in person or through proxy :		
a. Promotes and Promoter Group	24	
b. Public	73	
No. of Shareholders attending the meeting through video conferencing		
a. Promoters and Promoter Group	NIL	
b. Public	NIL	
Details of the Agenda	Resolution Required	Mode of Voting and result
Resolution moved:- "RESOLVED THAT pursuant to Sections 391 to 394 read with Sections 78, 100 to 103 of the Companies Act, 1956, Rules 67 to 87 of the Companies (Court) Rules, 1959, (including any statutory modification or re-enactment thereof, for time being in force) and other applicable provision, if any, of the Act and the Rules and subject to sanction by the Hon'ble High Court of Judicature at Bombay and other requisite consents and approvals, if any, being obtained, and subject to such terms and conditions and modifications as may be imposed, prescribed or suggested by the Hon'ble High Court or other appropriate authorities or by the Board of Directors of respective companies, the Scheme of Arrangement between Marico Limited and Marico Kaya Enterprises Limited and their respective shareholders and creditors in terms of the Draft Scheme of Arrangement laid before the meeting be and is hereby approved.	By majority in number representing three-fourths in value in terms of Section 391(2) of Companies Act, 1956.	By way of Poll. Voted in favour by requisite majority.
Show of Hands / Poll / Postal Ballot/ E- Voting	Poll	



Details of Poll:

Promoter/Public	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	38,50,68,520	37,09,52,520	96.33	37,09,52,520	0	100.00	0.00
Public Institutional holders	21,34,64,182	3,17,58,210	14.88	3,17,58,210	0	100.00	0.00
Public-Others	4,62,92,297	4,60,922	1.00	4,60,922	0	100.00	0.00
Total	64,48,24,999	40,31,71,652	62.52	40,31,71,652	0	100.00	0.00

** Only valid votes considered



Annexure 2 - Extraordinary General Meeting

Date of Extraordinary General Meeting	July 30, 2013	
Total number of equity shareholders on July 26, 2013	33,699	
No. of Shareholders present in the meeting either in person or through proxy :		
a. Promotes and Promoter Group	24	
b. Public	83	
No. of Shareholders attending the meeting through video conferencing		
a. Promoters and Promoter Group	NIL	
b. Public	NIL	
Details of the Agenda	Resolution Required	Mode of Voting and result
Resolution moved:- "RESOLVED THAT pursuant to the provisions of Sections 78 read with Sections 100 to 103 and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act"), and Article 3 of the Articles of Association of the Company and subject to sanction of the Scheme of Arrangement between Marico Limited and Marico Kaya Enterprises Limited and their respective shareholders and creditors ("the Scheme") by the Hon'ble High Court of Judicature at Bombay under Sections 391 to 394 read with sections 78, 100 to 103 and other applicable provisions, if any, of the Act, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble High Court of Judicature at Bombay or by any of the regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded for utilizing the Securities Premium Account of the Company for adjusting the difference, being the excess of book value of assets over the book value of liabilities of the Kaya Business of Marico being demerged into Marico Kaya.	Special Resolution	By show of hands Approved Unanimously
Show of hands Poll / Postal Ballot/ E- Voting	Show of hands	

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Details of Poll: Not Applicable

Promoter/Public	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							
Public Institutional holders							
Public-Others							
Total							

