

August 2, 2017

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
BSE Scrip Code: 531642

The National Stock Exchange of India Limited
'Exchange Plaza', C-1 Block G
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
NSE Scrip Symbol: MARICO

Dear Sir/Madam,

Sub: Proceeding of the 29th Annual General Meeting of the Company held on August 1, 2017

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 proceeding of the 29th AGM duly convened on Tuesday, August 1, 2017 at the Indian Education Society ("IES"), Manik Sabhagriha, Vishwakarma, M. D. Lotlikar Vidya Sankul, Opp. Lilavati Hospital, Bandra Reclamation, Bandra (West), Mumbai 400 050.

Request you to take the above on record and oblige.

Thank you.

Yours faithfully,
For **Marico Limited**


 **Vivek Karve**
Chief Financial Officer



Encl: As above.

SUMMARY OF PROCEEDINGS OF AGM

The 29th Annual General Meeting (“29th AGM” or “the Meeting”) of the Members of Marico Limited (“the Company”) was duly held on Tuesday, August 1, 2017 at 4.30 p.m. at the Indian Education Society (“IES”), Manik Sabhagriha, Vishwakarma, M. D. Lotlikar Vidya Sankul, Opp. Lilavati Hospital, Bandra Reclamation, Bandra (West), Mumbai 400 050.

Mr. Harsh Mariwala, the Chairman of the Board presided over the meeting and welcomed the Members to the 29th AGM. After ascertaining that the requisite quorum was present, the Chairman declared the meeting to order. The Chairman then introduced the Key Managerial Personnel and Directors sitting on the dias and stated that Mr. Nikhil Khattau, Independent Director & Chairman of the Audit Committee and Stakeholder’s Relationship Committee and Ms. Hema Ravichandar, Independent Director & Chairperson of the Corporate Governance Committee were present at the Meeting to answer queries of the Members. The Chairman then informed the Members that the registers and documents referred to in the Notice of 29th AGM were available for inspection during the Meeting.

The Notice of the 29th AGM and the Report of the Statutory Auditor and Secretarial Auditor was taken as read with the permission of the Members present as it did not contain any qualification, observation or comment. Thereafter, the Chairman apprised the Members on “Our People Our Pride”, the theme of Company’s Annual Report and touched upon the performance of the Company during the financial year 2016-17 (“the year”).

Mr. Saugata Gupta, Managing Director & CEO of the Company, then briefed the Members about the operational performance of the Company during the year including the advent of Goods and Service Tax and its impact on the Company. Mr. Gupta also apprised the Members on the financial results of the Company for the quarter ended June 30, 2017, which were approved by the Board at its meeting concluded earlier during the day on August 1, 2017. He expressed his gratitude to all shareholders for their unrelenting dedication, support and commitment to the Company.

Thereafter, Mr. Vivek Karve, Chief Financial Officer of the Company apprised the Members on the corporate developments during the year which included dividend distributed and adoption of new accounting standards i.e. IND AS by the Company with effect from April 1, 2016.

The Chairman then proceeded to explain the conduct of the meeting and placed following agenda items for proposal and secondment briefly explaining the objective and implications, wherever necessary, except for Agenda Item Nos. 3 & 6, where he was interested. Mr. Saugata Gupta presided over the meeting for Agenda Item Nos. 3 & 6.

Ordinary Business:

1. Adoption of the 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 of Rs. 1.50 and Rs. 2.00, per equity share of Re. 1 each, declared during the financial year ended on March 31, 2017.



3. Appointment of Mr. Harsh Mariwala (DIN: 00210342), Director retiring by rotation.
4. Appointment of B S R & Co. LLP Chartered Accountants (Firm Registration No. 101248W/W-100022) as the Auditor of the Company to hold office from the conclusion of 29th AGM till the conclusion of the 34th AGM in place of the retiring Auditor and authorize Board to fix their remuneration.

Special Business:

5. Ratification of the remuneration payable to M/s. Ashwin Solanki & Associates, Cost Accountants, (Firm Registration No. 100392), Cost Auditor of the Company for the financial year ending March 31, 2018.
6. Appointment of Mr. Rishabh Mariwala (DIN: 03072284) as the Non- Executive Director of the Company.
7. Appointment of Mr. Ananth Narayanan (DIN: 07527676) as an Independent Director of the Company with effect from June 26, 2017 to hold office for a term of 5 (five) consecutive years ending June 25, 2022.

All the above agenda matters were duly proposed and seconded by the Members present. The Chairman then provided an opportunity to the Members to speak at AGM and Members raised queries on Agenda Items set-out in the Notice of 29th AGM. The Management provided necessary clarifications and addressed all the queries raised by Members.

Thereafter, the Chairman informed that the Company provided electronic voting facility (“remote e-voting”) to the Members to cast their votes electronically on all resolutions set out in the Notice of 29th AGM. He then informed that remote e-voting commenced on Friday, July 28, 2017 at 9.00 a.m. IST and concluded on Monday, July 31, 2017 at 5.00 p.m. IST. A poll was then ordered by the Chairman to provide an opportunity to the Members who were present at the Meeting and could not cast their vote through remote e-voting. Members whose name appeared in the Register of Members as on the cut-off date i.e. Tuesday, July 25, 2017 were entitled to vote at the Meeting in proportion to their shareholding.

The Board of Directors had appointed Mr. Bhumitra Dholakia from Dholakia and Associates LLP, Practicing Company Secretaries, Mumbai, as the Scrutinizer. The Members were informed that a consolidated report on total votes cast in favour and against would be submitted by the Scrutinizer within 48 hours of the conclusion of 29th AGM and the same would be forthwith declared by the Company by publishing it on its website www.marico.com, the website of NSDL www.evoting.nsdl.com and by notifying to the Stock Exchanges where the shares of the Company are listed.

The AGM concluded with a vote of thanks to those present.

Thank you.

Yours faithfully,
For Marico Limited


Vivek Karve
Chief Financial Officer



Marico Limited
Regd Office:
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