

# MARICO LIMITED

CIN: L15140MH1988PLC049208

Reg. Office: 7<sup>th</sup> 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	:	

I/We, being the holder(s) of \_\_\_\_\_ shares of **MARICO LIMITED**, hereby appoint:

Name	:	
Address	:	
E-mail ID	:	
	:	<b>Signature</b> <input type="text"/> or failing him/her

Name	:	
Address	:	
E-mail ID	:	
	:	<b>Signature</b> <input type="text"/> or failing him/her

Name	:	
Address	:	
E-mail ID	:	
	:	<b>Signature</b> <input type="text"/> or failing him/her

as my / our proxy to attend and vote (on Poll) for me/us and on my/our behalf at the THIRTY FIRST ANNUAL GENERAL MEETING ("the AGM") of the Company to be held on Thursday, August 1, 2019 at 9:00 a.m. at the Mumbai Educational Trust, 1st Floor, Convention Centre, Bandra Reclamation, Bandra (West), Mumbai - 400 050, Maharashtra and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Description	For	Against
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the audited financial statements including audited consolidated financial statements of the Company for the financial year ended March 31, 2019, together with the reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Harsh Mariwala (DIN 00210342), who retires by rotation and being eligible, offers himself for re-appointment.		
<b>Special Business</b>			
3.	To ratify 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, 2020.		
4.	To approve re-appointment of Mr. Saugata Gupta (DIN 05251806) as the Managing Director & CEO of the Company.		
5.	To approve the remuneration payable to Mr. Harsh Mariwala (DIN 00210342), Chairman of the Board and Non-Executive Director of the Company for the FY 2019-20.		
6.	To approve the re-appointment of Mr. Nikhil Khattau (DIN 00017880) as an Independent Director of the Company from April 1, 2019 to March 31, 2024.		
7.	To approve the re-appointment of Ms. Hema Ravichandar (DIN 00032929) as an Independent Director of the Company from April 1, 2019 to March 31, 2024.		
8.	To approve the re-appointment of Mr. B. S. Nagesh (DIN 00027595) as an Independent Director of the Company from April 1, 2019 to March 31, 2022.		
9.	To approve the re-appointment of Mr. Rajeev Bakshi (DIN 00044621) as an Independent Director of the Company from April 1, 2019 to March 31, 2020.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019 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 an '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 Standard-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.