

August 2, 2019

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 and Regulation 44 of the SEBI Regulations, the Company had provided electronic voting facility (“remote e-voting”) and voting through Poll to its Members on all resolutions set out in the Notice of 31<sup>st</sup> Annual General Meeting of the Company (“31<sup>st</sup> AGM” or “the Meeting”), which was duly convened on Thursday, August 1, 2019 at 9:00 a.m. at the Mumbai Educational Trust, 1<sup>st</sup> Floor, Convention Centre, Bandra Reclamation, Bandra (West), Mumbai - 400 050.

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 31<sup>st</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 31<sup>st</sup> AGM in the prescribed format along with the Consolidated Report of the Scrutinizer on remote e-voting & voting through Poll at the Meeting.

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 NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.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, 9<sup>th</sup> Floor, Citi of Joy, J.S.D Road, Mulund (West), Mumbai – 400080, (T) 022-21678100

### Consolidated Report of Scrutinizer on remote e-voting and voting at the 31st Annual General Meeting

To,  
**Marico Limited**  
**Mr. Harsh Mariwala**  
**The Chairman,**

of 31<sup>st</sup> Annual General Meeting (“AGM”) of the Shareholders of Marico Limited “the Company”), held on Thursday, 1<sup>st</sup> August, 2019 at 9.00 a.m. at the Mumbai Educational Trust, 1<sup>st</sup> Floor, Convention Centre, Bandra Reclamation, Bandra (West), Mumbai - 400050.

Dear Sir,

**Re: Scrutinizer’s Report on voting through remote e-voting and voting at the 31<sup>st</sup> Annual General Meeting (AGM) in terms of provisions of the Companies Act, 2013 read with the Rules issued thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 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 6<sup>th</sup> May, 2019, 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) **Voting at the 31<sup>st</sup> 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 31<sup>st</sup> AGM held on Thursday, 1<sup>st</sup> August, 2019 at 9.00 a.m.
- B. The Company had availed the remote e-voting facility provided by National Securities Depository Limited (NSDL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced from Saturday, 27<sup>th</sup> July 2019 (9.00 am) to Wednesday, 31<sup>st</sup> July 2019 (5.00 pm) and the NSDL remote e-voting platform was unblocked thereafter.
- C. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and voting through Poll, I have issued separate Scrutinizer’s Report dated 1<sup>st</sup> August, 2019.

- D. After closure of the voting at the 31<sup>st</sup> AGM, the report on voting done at the 31<sup>st</sup> AGM was generated in my presence and diligently scrutinized.
- E. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and after the conclusion of the voting at the 31<sup>st</sup> AGM the votes cast thereunder were counted.
- F. The report on voting done at the 31<sup>st</sup> AGM was generated in my presence along with Mr. Omkar Dindorkar and Ms. Sonali Wagh.
- G. On the basis of the votes exercised by the shareholders of the Company by way of voting at the 31<sup>st</sup> AGM of the Company held on 1<sup>st</sup> August 2019, I have issued Scrutinizer's Report dated 1<sup>st</sup> August 2019.

<b>Date of AGM</b>	1 <sup>st</sup> August 2019
<b>Total number of shareholders on record date (i.e. as on Thursday, 25<sup>th</sup> July, 2019)</b>	93,455
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoter and Promoter group</b>	8
<b>Public</b>	60
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
<b>Promoter and Promoter group</b>	0
<b>Public</b>	0

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

To receive, consider and adopt the audited financial statements, including audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the reports of the Board of Directors and Auditors thereon:

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
<b>Promoter and Promoter Group</b>	E-Voting	770730240	770730240	100.00	770730240	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>770730240</b>	<b>100.00</b>	<b>770730240</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Institutions</b>	E-Voting	407056903	331668474	81.48	331668474	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>331668474</b>	<b>81.48</b>	<b>331668474</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Non Institutions</b>	E-Voting	113157255	15815519	13.98	15815046	473	100.00	0.00
	Poll		18679	0.02	18679	0	100.00	0.00
	<b>Total</b>		<b>15834198</b>	<b>13.99</b>	<b>15833725</b>	<b>473</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>1290944398</b>	<b>1118232912</b>	<b>86.62</b>	<b>1118232439</b>	<b>473</b>	<b>100.00</b>	<b>0.00</b>

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

To appoint a Director in place of Mr. Harsh Mariwala (DIN 00210342), who retires by rotation and being eligible, offers himself for re-appointment:

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
<b>Promoter and Promoter Group</b>	E-Voting	770730240	738627340	95.83	738627340	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>738627340</b>	<b>95.83</b>	<b>738627340</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Institutions</b>	E-Voting	407056903	331150216	81.35	306942823	24207393	92.69	7.31
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>331150216</b>	<b>81.35</b>	<b>306942823</b>	<b>24207393</b>	<b>92.69</b>	<b>7.31</b>
<b>Public Non Institutions</b>	E-Voting	113157255	15815313	13.98	15812374	2939	99.98	0.02
	Poll		18679	0.02	18679	0	100.00	0.00
	<b>Total</b>		<b>15833992</b>	<b>13.99</b>	<b>15831053</b>	<b>2939</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>1290944398</b>	<b>1085611548</b>	<b>84.09</b>	<b>1061401216</b>	<b>24210332</b>	<b>97.77</b>	<b>2.23</b>

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

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 31<sup>st</sup> March, 2020:

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
<b>Promoter and Promoter Group</b>	E-Voting	770730240	770730240	100.00	770730240	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>770730240</b>	<b>100.00</b>	<b>770730240</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Institutions</b>	E-Voting	407056903	332533551	81.69	332533551	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>332533551</b>	<b>81.69</b>	<b>332533551</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Non Institutions</b>	E-Voting	113157255	15815206	13.98	15810462	4744	99.97	0.03
	Poll		18679	0.02	18679	0	100.00	0.00
	<b>Total</b>		<b>15833885</b>	<b>13.99</b>	<b>15829141</b>	<b>4744</b>	<b>99.97</b>	<b>0.03</b>
<b>Total</b>		<b>1290944398</b>	<b>1119097676</b>	<b>86.69</b>	<b>1119092932</b>	<b>4744</b>	<b>100.00</b>	<b>0.00</b>

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

To approve the re-appointment of Mr. Saugata Gupta (DIN 05251806) as the Managing Director and CEO of the Company:

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
<b>Promoter and Promoter Group</b>	E-Voting	770730240	770730240	100.00	770730240	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>770730240</b>	<b>100.00</b>	<b>770730240</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Institutions</b>	E-Voting	407056903	332520551	81.69	317965678	14554873	95.62	4.38
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>332520551</b>	<b>81.69</b>	<b>317965678</b>	<b>14554873</b>	<b>95.62</b>	<b>4.38</b>
<b>Public Non Institutions</b>	E-Voting	113157255	15815273	13.98	15811530	3743	99.98	0.02
	Poll		18679	0.02	18679	0	100.00	0.00
	<b>Total</b>		<b>15833952</b>	<b>13.99</b>	<b>15830209</b>	<b>3743</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>1290944398</b>	<b>1119084743</b>	<b>86.69</b>	<b>1104526127</b>	<b>14558616</b>	<b>98.70</b>	<b>1.30</b>

**Resolution Item No. 5 - Special Resolution:**

To approve the remuneration payable to Mr. Harsh Mariwala (DIN 00210342), Chairman of the Board and Non-Executive Director of the Company, for the Financial Year 2019-20:

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
<b>Promoter and Promoter Group</b>	E-Voting	770730240	738627340	95.83	738627340	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>738627340</b>	<b>95.83</b>	<b>738627340</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Institutions</b>	E-Voting	407056903	332520551	81.69	331036168	1484383	99.55	0.45
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>332520551</b>	<b>81.69</b>	<b>331036168</b>	<b>1484383</b>	<b>99.55</b>	<b>0.45</b>
<b>Public Non Institutions</b>	E-Voting	113157255	15815188	13.98	15614357	200831	98.73	1.27
	Poll		18679	0.02	18679	0	100.00	0.00
	<b>Total</b>		<b>15833867</b>	<b>13.99</b>	<b>15633036</b>	<b>200831</b>	<b>98.73</b>	<b>1.27</b>
<b>Total</b>		<b>1290944398</b>	<b>1086981758</b>	<b>84.20</b>	<b>1085296544</b>	<b>1685214</b>	<b>99.84</b>	<b>0.16</b>



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

To approve the re-appointment of Mr. Nikhil Khattau (DIN 00017880) as an Independent Director of the Company from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024:

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
<b>Promoter and Promoter Group</b>	E-Voting	770730240	770730240	100.00	770730240	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>770730240</b>	<b>100.00</b>	<b>770730240</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Institutions</b>	E-Voting	407056903	285673621	70.18	252169080	33504541	88.27	11.73
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>285673621</b>	<b>70.18</b>	<b>252169080</b>	<b>33504541</b>	<b>88.27</b>	<b>11.73</b>
<b>Public Non Institutions</b>	E-Voting	113157255	15815303	13.98	11529962	4285341	72.90	27.10
	Poll		18679	0.02	18679	0	100.00	0.00
	<b>Total</b>		<b>15833982</b>	<b>13.99</b>	<b>11548641</b>	<b>4285341</b>	<b>72.94</b>	<b>27.06</b>
<b>Total</b>		<b>1290944398</b>	<b>1072237843</b>	<b>83.06</b>	<b>1034447961</b>	<b>37789882</b>	<b>96.48</b>	<b>3.52</b>

**Resolution Item No. 7 - Special Resolution:**

To approve the re-appointment of Ms. Hema Ravichandar (DIN 00032929) as an Independent Director of the Company from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024:

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
<b>Promoter and Promoter Group</b>	E-Voting	770730240	770730240	100.00	770730240	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>770730240</b>	<b>100.00</b>	<b>770730240</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Institutions</b>	E-Voting	407056903	321146750	78.89	286454470	34692280	89.20	10.80
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>321146750</b>	<b>78.89</b>	<b>286454470</b>	<b>34692280</b>	<b>89.20</b>	<b>10.80</b>
<b>Public Non Institutions</b>	E-Voting	113157255	15814933	13.98	11531053	4283880	72.91	27.09
	Poll		18679	0.02	18679	0	100.00	0.00
	<b>Total</b>		<b>15833612</b>	<b>13.99</b>	<b>11549732</b>	<b>4283880</b>	<b>72.94</b>	<b>27.06</b>
<b>Total</b>		<b>1290944398</b>	<b>1107710602</b>	<b>85.81</b>	<b>1068734442</b>	<b>38976160</b>	<b>96.48</b>	<b>3.52</b>

**Resolution Item No. 8 - Special Resolution:**

To approve the re-appointment of Mr. B. S. Nagesh (DIN 00027595) as an Independent Director of the Company from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2022:

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
		<b>(1)</b>	<b>(2)</b>	<b>(3)= [(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)= [(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]* 100</b>
<b>Promoter and Promoter Group</b>	E-Voting	770730240	770730240	100.00	770730240	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>770730240</b>	<b>100.00</b>	<b>770730240</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Institutions</b>	E-Voting	407056903	332520551	81.69	331369111	1151440	99.65	0.35
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>332520551</b>	<b>81.69</b>	<b>331369111</b>	<b>1151440</b>	<b>99.65</b>	<b>0.35</b>
<b>Public Non Institutions</b>	E-Voting	113157255	15815242	13.98	15599841	215401	98.64	1.36
	Poll		18679	0.02	18679	0	100.00	0.00
	<b>Total</b>		<b>15833921</b>	<b>13.99</b>	<b>15618520</b>	<b>215401</b>	<b>98.64</b>	<b>1.36</b>
<b>Total</b>		<b>1290944398</b>	<b>1119084712</b>	<b>86.69</b>	<b>1117717871</b>	<b>1366841</b>	<b>99.88</b>	<b>0.12</b>

**Resolution Item No. 9 - Special Resolution:**

To approve the re-appointment of Mr. Rajeev Bakshi (DIN 00044621) as an Independent Director of the Company from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2020:

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
<b>Promoter and Promoter Group</b>	E-Voting	770730240	770730240	100.00	770730240	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>770730240</b>	<b>100.00</b>	<b>770730240</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public Institutions</b>	E-Voting	407056903	321146750	78.89	292864788	28281962	91.19	8.81
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>321146750</b>	<b>78.89</b>	<b>292864788</b>	<b>28281962</b>	<b>91.19</b>	<b>8.81</b>
<b>Public Non Institutions</b>	E-Voting	113157255	15815183	13.98	12313870	3501313	77.86	22.14
	Poll		18679	0.02	18679	0	100.00	0.00
	<b>Total</b>		<b>15833862</b>	<b>13.99</b>	<b>12332549</b>	<b>3501313</b>	<b>77.89</b>	<b>22.11</b>
<b>Total</b>		<b>1290944398</b>	<b>1107710852</b>	<b>85.81</b>	<b>1075927577</b>	<b>31783275</b>	<b>97.13</b>	<b>2.87</b>

- H. All the aforesaid resolutions were passed with requisite majority.
- I. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of voting at the 31<sup>st</sup> AGM.

Thank you,  
Yours faithfully,

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

**MAKARAND**  
**MADHUSU**  
**DAN JOSHI**

Digitally signed by MAKARAND  
MADHUSUDAN JOSHI  
DN: cn=MAKARAND MADHUSUDAN  
JOSHI, c=IN, st=Maharashtra,  
o=Personal , CID = 6542057,  
serialNumber=bea4609e3992878382  
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**Makarand M Joshi**  
**Partner**  
**CP No. 3662**  
**FCS No. 5533**  
**Place: Mumbai**  
**Date: 01.08.2019**

**For Marico Limited**

**Hemangi Ghag**  
**Company Secretary**  
**Authorised Representative**  
**Place: Mumbai**  
**Date:**