

August 5, 2016

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

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

Dear Sir/Madam,

**Sub: Summary of proceedings of the 28<sup>th</sup> Annual General Meeting of the Company pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Regulations") read with Part A of Schedule III to the Regulations, we have enclosed a summary of proceedings of the 28th Annual General Meeting of the Company ("AGM") duly convened on August 5, 2016 at 9.00 a.m. at National Stock Exchange of India Ltd, Gr. Floor Dr. R. H. Patil Auditorium, Exchange Plaza, G-Block, Plot No. C1, Bandra Kurla Complex, Bandra (East), Mumbai 400051.

Request you to take the above on record and oblige.

Thank you.

Yours faithfully,  
For Marico Limited

*B Ranparia*

Bhaveka Ranparia  
Asst. Company Secretary



Encl: As above.

## Summary of proceedings of the 28<sup>th</sup> Annual General Meeting of the Company held on August 5, 2016

The 28<sup>th</sup> Annual General Meeting of the Company (“AGM” or “the Meeting”) was duly held on August 5, 2016 at 9.00 a.m. at the National Stock Exchange of India Ltd, Gr. Floor Dr. R. H. Patil Auditorium, Exchange Plaza, G-Block, Plot No. C1, Bandra Kurla Complex, Bandra (East), Mumbai 400051.

The meeting was chaired by Mr. Harsh Mariwala, Chairman. As per the attendance records, in aggregate, Sixty Three (63) Members were present at the AGM, out of which Sixty Two (62) Members were present in person and One (1) Member was present through proxy. The quorum being present, the Chairman called the meeting to order. The Members were informed that the requisite registers and documents referred to in the Notice of AGM were available for inspection during the Meeting.

The Chairman addressed the Members present by giving an overview of the performance of the Company during the financial year 2015-16 and also explained that the Company had made several changes in the format and the quality of the Annual Report after taking the suggestions of the Members in the past.

Mr. Saugata Gupta, Managing Director & CEO, then took the Members through operational performance during the year and informed the Members about new products launched by the Company in India and internationally during the financial year 2015-16. He also apprised the Members on the five key future focus areas of the Company and thanked the Members for their continuous confidence and trust in the Management.

Thereafter, Mr. Vivek Karve, Chief Financial Officer apprised the members about the Corporate developments during the last year which included dividend disbursement during the financial year 2015-16 and the allotment of Bonus equity shares. He also briefly touched upon the awards won by the Company during the financial year 2015-16.

The Chairman then placed the following agenda matters before the Members for Proposal and Secondment, briefly explaining the objective and implications, wherever necessary.

### Ordinary Business

1. Adoption of the audited financial statements including audited consolidated financial statements of the Company for the financial year ended March 31, 2016 together with the reports of the Board of Directors and Auditors thereon.
2. Confirmation of interim Dividends of Rs. 1.75, Rs. 1.50 each and Re. 1.00, per equity share of Re. 1, declared during the financial year ended on March 31, 2016.
3. Appointment of Mr. Rajen Mariwala (Holding DIN 00007246), Director retiring by rotation.
4. Ratification of appointment of M/s. Price Waterhouse, Chartered Accountants, as Statutory Auditors of the Company.



### Special Business

5. Ratification of the remuneration payable to M/s. Ashwin Solanki & Associates, Cost Accountants for the financial year ended March 31, 2017.
6. Approval of Marico Employee Stock Option Plan 2016 and grant of stock options to the eligible employees of the Company.
7. Approval of grant of Stock options to the eligible employees of the Company's subsidiaries under the Marico Employee Stock Option Plan 2016.

All the above agenda items were duly proposed by and seconded to by the Members present at the Meeting. The Chairman then provided an opportunity to the Members to speak at the AGM and raise queries on the agenda matters, if any. Members who spoke were appreciative of the quality of business performance and shareholder rewards. They also appreciated the quality and contents of the Annual Report. They requested the management to change the venue and timing of the AGM to be more convenient for members to attend. There were some queries around new-age competition and the Company's skin care business.

The Management thanked the Members for their kind comments and the Chairman and the Managing Director & CEO replied to the concerns and queries raised by the Members. The Members were satisfied by the response of the Management and thanked the Management for the same. The other suggestions of the Members were taken on record by the Management.

The Chairman informed the Members about the remote e-voting facility provided by the Company. He then stated that the remote e-voting period commenced on Monday, August 1 from 9.00 a.m. and concluded on Thursday, August 4, 2016 at 5.00 p.m. (both IST). A Poll was then ordered by the Chairman to provide an opportunity to Members present at the Meeting to cast their votes, in case they were unable to vote through remote e-voting. The Members accordingly had cast their votes through Poll.

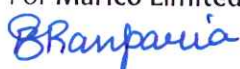
Mr. Bhumitra Dholakia from Dholakia and Associates LLP, Practising Company Secretaries, Mumbai, the Scrutinizer, appointed by the Board of Directors of the Company diligently scrutinized the entire voting process in a fair and transparent manner.

Thereafter, the Members were informed that a consolidated report on total votes cast in favour and against would be submitted by Scrutinizer to the Chairman within 48 hours of the conclusion of the AGM and the same would be forthwith declared by the company by publishing it on its website, the website of CDSL 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



**Bhaveka Ranparia**  
Asst. Company Secretary

