NOTICE

MARICO LIMITED

CIN: L15140MH1988PLC049208

Reg. Office: 7th 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

NOTICE is hereby given that the **Twenty Ninth Annual General Meeting** of Marico Limited will be 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, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt 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. To confirm the declaration of Interim Dividends of ₹ 1.50 and ₹ 2.00 per equity share of Re. 1 each, declared during the financial year ended on March 31, 2017.

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

4. To consider the appointment of B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) as the Auditor of the Company in place of the retiring Auditor, M/s. Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E) and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) be and are hereby appointed as the Auditor of the Company in place of the retiring Auditor M/s. Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E) who shall hold office from the conclusion of this 29th Annual General Meeting for a term of consecutive five years till conclusion of the 34th Annual General Meeting (subject to ratification of their appointment by the Members at every Annual General Meeting held after this Annual General Meeting) on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor."

SPECIAL BUSINESS

5. To ratify the remuneration payable to M/s. Ashwin Solanki & Associates, Cost Accountants (Firm Registration No. 100392), the Cost Auditor of the Company for the financial year ending March 31, 2018 and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, including any statutory modification(s)or re-enactment(s) thereof for the time being in force, the remuneration of ₹ 8,25,000 p.a. (Rupees Eight Lakhs Twenty Five Thousand only), excluding taxes and reimbursement of out of pocket expenses at actual incurred, if any, in connection with the audit to M/s. Ashwin Solanki & Associates, Cost Accountants (Firm Registration No. 100392), as approved by the Board of Directors of the Company for conducting audit of the cost records of the Company for the financial year ending March 31, 2018, be and is hereby ratified."

6. To appoint Mr. Rishabh Mariwala (DIN: 03072284) as Non-Executive Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time; Mr. Rishabh Mariwala (DIN 03072284), who was appointed as an Additional (Non-Executive) Director at the meeting of the Board of Directors of the Company held on May 2, 2017 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member along with the requisite deposit under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company and the period of his office shall be liable to determination by retirement by rotation".

7. To appoint Mr. Ananth Narayanan (DIN: 07527676) as an Independent Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time; Mr. Ananth Narayanan (DIN: 07527676), who was appointed as an Additional (Independent) Director vide resolution passed by circulation by the Board of Directors of the Company on June 26, 2017 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member along with the requisite deposit under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years ending June 25, 2022".

By Order of the Board
For **Marico Limited**

Surender Sharma
Company Secretary &
Compliance Officer

Place: Mumbai
Date: June 29, 2017

Registered Office:
7th Floor, Grande Palladium, 175, CST Road,
Kalina, Santacruz (East), Mumbai 400 098
Tel No.: +91-022-6648 0480, Fax No.: +91- 022 2650 0159
CIN: L15140MH1988PLC049208
Website: www.marico.com , Email: investor@marico.com

NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") in respect of the special business under Item Nos. 5, 6 and 7of the Notice is annexed hereto.
2. Relevant documents referred to in this Notice and the explanatory statement are available for inspection at the Registered Office of the Company during business hours on all working days except Saturdays and Sundays upto the date of the Annual General Meeting ("Meeting") i.e. August 1, 2017.
3. In terms of Section 152 of the Act, Mr. Harsh Mariwala (DIN 00210342), Director, retires by rotation at the Meeting and being eligible has offered himself for re-appointment. Accordingly, a brief profile of Mr. Mariwala and the information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is provided in the Corporate Governance Report,forming part of the Annual Report.
4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
5. The instrument appointing the proxy, in order to be effective, must be deposited at the registered office of the Company, duly completed, signed and stamped not less than **48 HOURS** before the commencement of the Meeting (i.e. on or before July 30, 2017, 4.30 p.m. IST). A proxy form for the Meeting is enclosed.
6. Pursuant to Section 105 of the Act, a person shall not act as a proxy for more than 50 (fifty) Members and holding in aggregate, not more than 10% (ten percent) of the total share capital of the Company. However, a single person may act as a proxy for a Member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person.
7. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution in terms of Section 113 of the Act, together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting, to the Company's Registrar and Transfer Agents.
8. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamps have not been cancelled, will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid.
9. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with

conclusion of the Meeting, a Member can inspect the proxies lodged at any time during business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

10. The proxy-holder shall prove his identity at the time of attending the Meeting.

11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

12. Pursuant to Section 91 of the Act, Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 28, 2017 to Tuesday, August 1, 2017, both days inclusive, for the purpose of the Meeting.

13. The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, will be made available for inspection by the Members at the Meeting.

14. Members who hold shares in demat form are requested to direct any change of address/bank mandate to their respective Depository Participant(s). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividend.

15. Members holding shares in physical form are requested to notify/send any change in their address/bank mandate to the Company's Registrar and Transfer Agents at:

    Link Intime India Private Limited,
    C - 101, 247 Park, LBS Marg,
    Vikhroli West, Mumbai - 400 083.
    Tel No.: +91-22-49186270 Fax No.: +91-22-4918 6060
    E-mail :rnt.helpdesk@linkintime.co.in
    Website: www.linkintime.co.in

    Members may also address all other correspondence to the Registrar and Transfer Agents at the address mentioned above.

16. Members / proxies / authorised representatives should bring duly filled Attendance Slip enclosed herewith along with a valid identify proof such as PAN card, Passport, AADHAAR card or driving license to enter the venue and attend the Meeting.

17. Members seeking any information or clarification on the Annual Report are requested to send written queries to the Company, at least twenty four hours before the date of the Meeting to enable the Company to compile the information and provide replies at the Meeting.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agents.

19. Pursuant to Section 72 of the Act read with the Rules made thereunder, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 duly filled to the Registrar and Transfer Agents, Link Intime India Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

20. Members who wish to claim dividends that remain unclaimed/ unpaid are requested to write to the Company's Registrar and Transfer Agents (at details mentioned herein) or the Company Secretary, at the Company's Registered Office. Members are requested to note that dividends that are not claimed or remain unpaid within seven years from the date of transfer to the Company's unpaid dividend account will be / is transferred to the Investor Education and Protection Fund (IEPF). **Further, equity shares in respect whereof dividend remains unclaimed/unpaid for seven consecutive years or more will be transferred to the demate account of the IEPF Authority as per Section 124 of the Act read with Rules notified thereunder, as may be amended from time to time.**

21. The Company does not give gifts, gift coupons or cash in lieu of gifts to its Members and also does not offer its products at discounted rates. The Company also does not organize any plant visits for its Members. However, the Company is committed to the Members' wealth maximization through superior performance reflected in corporate benefits like dividend and increased market capitalization.

22. Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). Accordingly, the Notice of the Meeting alongwith the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent through permitted modes.

23. Members may note that the Notice of the Meeting and the Annual Report 2016-17 is available on the Company's website www.marico.com and also on the website of the National Securities Depository Limited (NSDL) www.evoting.nsdl.com. The physical copies of the same will also be available at the Company's Registered Office for inspection during the business hours on working days except Saturdays and Sundays upto the date of the Meeting i.e. August 1, 2017.

24. Pursuant to Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a facility is provided to the Members to cast their votes using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") in respect of the resolutions proposed in the accompanying Notice.

25. A facility for voting by Poll or otherwise will also be made available to the Members attending the Meeting and who have not already cast their votes by remote e-voting prior to the Meeting. Members who have cast their votes by remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their votes at the Meeting.

26. **Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date i.e. Tuesday, July 25, 2017. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date, i.e. Tuesday, July 25, 2017, only shall be entitled to avail the facility of remote e-voting/voting facility provided at the Meeting.**

27. **The remote e-voting period commences on Friday, July 28, 2017 from 9:00 a.m. IST and ends on Monday, July 31, 2017 at 5:00 p.m. IST. During this period Members holding shares either in physical form or in dematerialized form, as on Tuesday, July 25, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.**

28. **Voting Results**

    The Board of Directors of the Company has appointed Mr. Bhumitra V. Dholakia and in his absence, Mr. Nrupang B. Dholakia from Dholakia and Associates LLP, Practising Company Secretaries, from Mumbai, as the Scrutinizer to scrutinize the voting including remote e-voting process in a fair and transparent manner.

29. The Scrutinizer shall immediately after the conclusion of voting at the Meeting will first count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director or Company Secretary of the Company authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

30. Once declared, the results along with the consolidated Scrutinizer's report shall be placed on the Company's website www.marico.com and on the website of NSDL www.evoting.nsdl.com. The Company shall also forward the results to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.

31. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. **Tuesday, August 1, 2017.**

32. **The instructions for remote e-voting are enclosed.**

33. Any person becoming a Member of the Company after the dispatch of the Notice of the Meeting and holds shares as on the cut-off date i.e. Tuesday, July 25, 2017, can exercise their voting rights through remote e-voting by following the instructions listed hereinabove or by voting facility provided at the meeting.

34. Route Map showing direction to reach the venue of the Meeting of the Company is enclosed.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5

The Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, mandate audit of the cost accounting records of the Company in respect of certain products. Accordingly, the Board of Directors, based on the recommendation of the Audit Committee, at its meeting held on May 2, 2017 appointed M/s. Ashwin Solanki & Associates, Cost Accountants (Firm Registration No. 100392) as the Cost Auditor of the Company for the financial year ending March 31, 2018 at a remuneration of ₹ 8,25,000 (Rupees Eight Lakhs Twenty Five Thousand Only) plus applicable taxes and out of pocket expenses at actual, if any, incurred in connection with the audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company. Accordingly, approval of the Members is sought by way of Ordinary Resolution set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2018 as stated above.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for approval of the Members.

No Director, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested either financially or otherwise, in passing of the said resolution.

Item No. 6

The Board of Directors of the Company at its meeting held on May 2, 2017, based on the recommendation of the Corporate Governance Committee appointed Mr. Rishabh Mariwala (DIN: 03072284) as an Additional (Non- Executive) Director of the Company with effect from May 2, 2017. As per Section 161 of the Companies Act, 2013 ("the Act") read with Article 21 (xii) of the Articles of Association of the Company, Mr. Rishabh Mariwala holds office up to the date of this Annual General Meeting of the Company and his appointment as Non-Executive Director is subject to the approval of Members.

A brief profile of Mr. Rishabh Mariwala and the information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is provided in the Corporate Governance Report forming part of the Annual Report.

The Company has received a notice in writing from a Member along with the requisite deposit pursuant to Section 160 of the Act, proposing the candidature of Mr. Rishabh Mariwala as Non-Executive Director of the Company.

Further, the Company has received from Mr. Rishabh Mariwala (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

Accordingly, the Ordinary Resolution proposed in Item No. 6 seeks the approval of Members for the appointment of Mr. Rishabh Mariwala as Non-Executive Director of the Company liable to retire by rotation.

Except Mr. Harsh Mariwala and Mr. Rishabh Mariwala and their relatives (who may be deemed to be interested in the respective resolution, to the extent of their shareholdings, if any, in the Company) none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in passing of the said Resolution.

Item No. 7

The Board of Directors of the Company based on the recommendation of Corporate Governance Committee vide resolution passed by circulation on June 26, 2017 appointed Mr. Ananth Narayanan (DIN: 07527676) as an Additional (Independent) Director of the Company with effect from the said date i.e. June 26, 2017.

As per Section 161 of the Companies Act, 2013 ("the Act") read with Article 21 (xii) of the Articles of Association of the Company, Mr. Ananth Narayanan holds office only up to the date of Annual General Meeting of the Company and his appointment as an Independent Director is subject to the approval of Members.

A brief profile of Mr. Ananth Narayanan and the information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Regulations") and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is provided in the Corporate Governance Report forming part of the Annual Report.

The Company has received a notice in writing from a Member along with the requisite deposit pursuant to Section 160 of the Act, proposing the candidature of Mr. Ananth Narayanan as an Independent Director of the Company.

Further, the Company has also received from Mr. Ananth Narayanan (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act and (iii) a declaration to the effect that he satisfies the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Mr. Ananth Narayanan fulfills the conditions for appointment as an Independent Director as specified in the Act and the SEBI Regulations and he is independent of the Management.

Accordingly, the Ordinary Resolution proposed in Item No. 7 seeks the approval of Members for the appointment of Mr. Ananth Narayanan as an Independent Director of the Company for a term of 5 (five) consecutive years ending June 25, 2022

Except Mr. Ananth Narayanan and his relatives (who may be deemed to be interested in the respective resolutions, to the extent of their shareholdings, if any, in the Company) none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in passing of the said Resolution.

This explanatory statement may also be regarded as a disclosure under the SEBI Regulations.

By Order of the Board
For **Marico Limited**

Surender Sharma
Company Secretary &
Compliance Officer

Place: Mumbai
Date: June 29, 2017

Registered Office:
7th Floor, Grande Palladium, 175, CST Road,
Kalina, Santacruz (East), Mumbai 400 098
Tel No.: +91-022-6648 0480 , Fax No.: +91-022 2650 0159
CIN: L15140MH1988PLC049208
Website: www.marico.com, Email: investor@marico.com

REMOTE E-VOTING INSTRUCTIONS

Pursuant to Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to its Members to cast votes using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") in respect of all resolutions set out in the Notice convening the 29th Annual General Meeting to be held on Tuesday, August 1, 2017 at 4.30 p.m. The Company has engaged services of the National Securities Depository Limited (NSDL) to provide remote e-voting facility.

The Notice convening the 29th Annual General Meeting is made available on the website of the Company at www.marico.com and on the website of NSDL at www.evoting.nsdl.com

The remote e-voting period is as follows:

Remote e-voting commences on	**Friday, July 28, 2017 from 9:00 a.m. IST**
Remote e-voting ends on	**Monday, July 31, 2017 at 5:00 p.m. IST**

These remote e-voting instructions are integral part of the Notice convening the 29th Annual General Meeting. Please read the remote e-voting instructions mentioned before exercising your vote.

Instructions for remote e-voting

1. Shareholder whose email addresses are registered with the Company/ Depository Participant(s) will receive an email from NSDL informing them of their 'User ID' and 'Password'. On receiving the e-mail, Members are requested to go through the following steps to cast votes through remote e-voting.
   a. Open the email received and open the PDF file "e-voting.pdf" with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.

      Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file "e-voting.pdf"

   b. Launch internet browser by typing the URL: https://www.evoting.nsdl.com/. Click on "Shareholder – Login"
   c. Enter the User ID and password as initial password noted in step (a) above. Click Login.
   d. On clicking the related option the password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password.

e. Shareholders already registered with NSDL for e-voting can use their existing user ID and password to Login.

f. In case the user has forgotten the User Details/Password the "Forgot User Details/Password" or "Physical User Reset Password" options are available on www.evoting.nsdl.com

g. In case shareholders are holding shares in demat mode, USER-ID is the combination of DPID +Client ID and in case shareholders are holding shares in physical mode, USER-ID is the combination of E-Voting Event No. ("EVEN") + Folio No.

h. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

i. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

j. Select "EVEN" of Marico Limited.

k. Now you are ready for remote e-voting as "Cast Vote" page opens.

l. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed.

m. Once you have voted on the resolution, you will not be allowed to modify your vote.

n. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to maricoagm2017@dholakia-associates.com with a copy marked to evoting@nsdl.co.in

2. For Members whose e-mail addresses are not registered with the Depository Participants(s) or who had requested a physical copy shall follow the below mentioned steps:

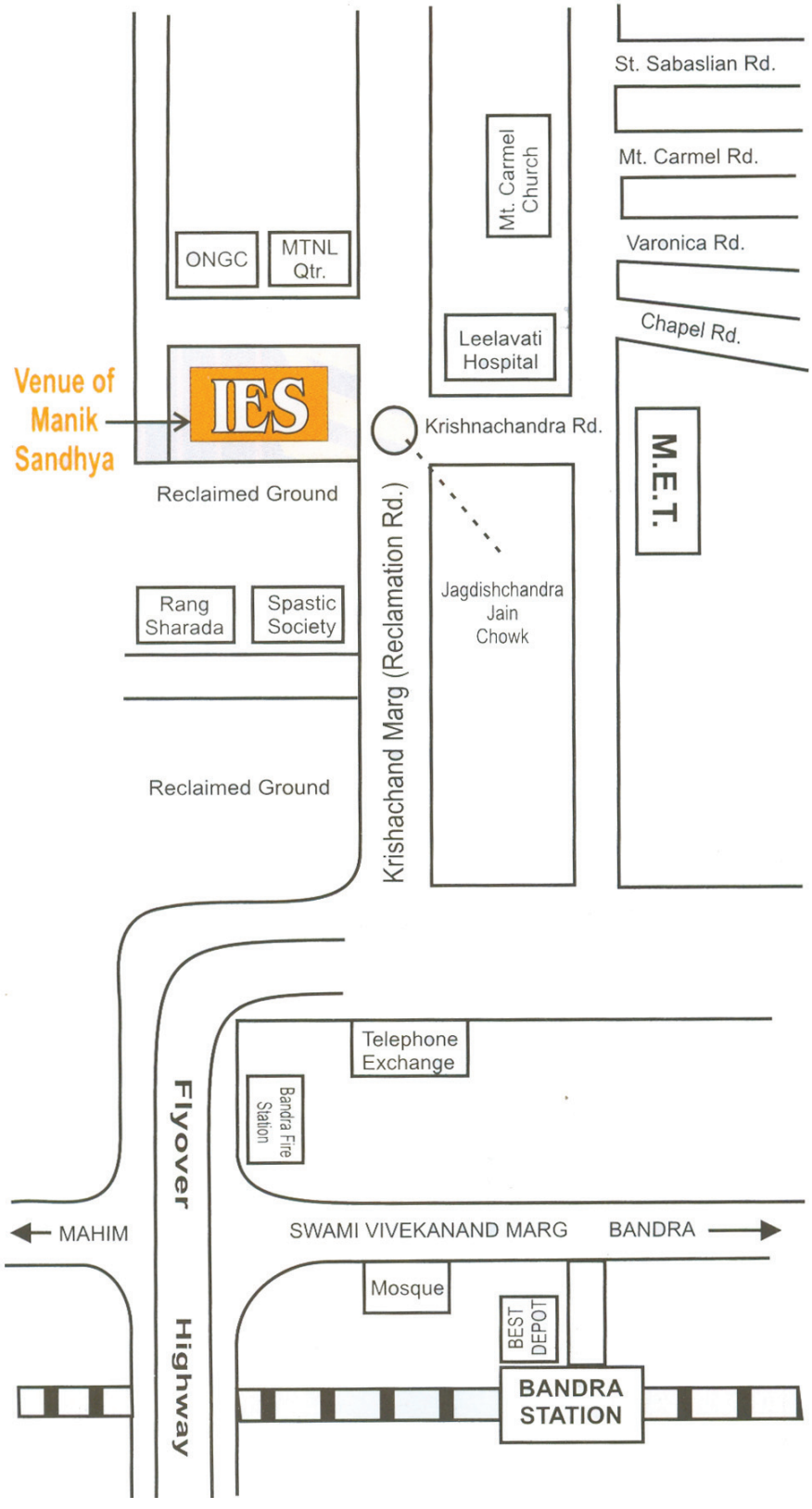
   a. Initial password is provided at the bottom of the Attendance Slip for the AGM.

   b. Please follow all steps from 1 (b) to 1 (l) as explained above, to cast your vote.

3. The voting rights of Shareholders shall be proportionate to their share in the paid-up share capital of the Company as on the cut-off date i.e. **Tuesday, July 25, 2017**. Any person becoming Shareholder of the Company after the dispatch of the Notice convening 29th Annual General Meeting and holding shares as on the cut-off date i.e. **Tuesday, July 25, 2017** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rnt.helpdesk@linkintime.co.in.

4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available in downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

How To Reach
MANIK SABHAGRIHA



MARICO LIMITED

CIN: L15140MH1988PLC049208

Reg. Office: 7th 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	:	

* Applicable in case shares are held in electronic form.

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

Name	:	
Address	:	
E-mail ID	:	
	:	**Signature** _____ or failing him/her

Name	:	
Address	:	
E-mail ID	:	
	:	**Signature** _____ or failing him/her

Name	:	
Address	:	
E-mail ID	:	
	:	**Signature** _____

as my / our proxy to attend and vote (on Poll) for me/us and on my/our behalf at the TWENTY NINTH ANNUAL GENERAL MEETING of the Company ("the AGM") to be held on Tuesday, August 1, 2017 at 4.30 p.m. IST at the Indian Education Society ("IES"), Manik Sabhagriha, Vishwakarma, M. D. Lotlikar Vidya Sankul, Opp. Lilavati Hospital, Bandra Reclamation, Bandra (West), Mumbai 400 050 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Reso. No.	Description	For	Against
Ordinary Business			
1	Adoption of 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 declared during the financial year ended March 31, 2017.		
3	Re-appointment of Mr. Harsh Mariwala (DIN: 00210342) as a Director.		
4	Appointment of B S R & Co. LLP, Chartered Accountants as the Auditor of the Company in place of the retiring Auditor, M/s. Price Waterhouse, Chartered Accountants, to hold office for a term of consecutive five years from the conclusion of the 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting of the Company.		
Special Business			
5	Ratification of the remuneration payable to M/s. Ashwin Solanki & Associates, Cost Accountants, Cost Auditor of the Company for the financial year ending March 31, 2018.		
6	To appoint Mr. Rishabh Mariwala (DIN: 03072284) as a Non-Executive Director of the Company.		
7	To appoint Mr. Ananth Narayanan (DIN: 07527676) as an Independent Director of the Company.		

Signed this _____ day of _____ 2017 **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 a '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 Standards 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.**

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NOTES

Marico Limited

CIN: L15140MH1988PLC049208

Reg. Office: 7th 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

ATTENDANCE SLIP
TWENTY NINTH ANNUAL GENERAL MEETING ON TUESDAY, AUGUST 1, 2017 AT 4.30 P.M.

Sr. No.:

Folio No. / DP ID & Client ID*	
Name and Address of the Members (s)	
Joint Holder 1 Joint Holder 2	
No. of shares held	

* Applicable in case shares are held in electronic form.

I certify that I am a registered Member /Proxy / Authorised Representative for the registered Member of the Company.

I hereby record my presence at the **Twenty Ninth Annual General Meeting** of the Company to be 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.

Name : _____ **Signature:** _____
Member /Proxy/ Authorised Representative

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL

REMOTE E-VOTING PARTICULARS

EVEN	User ID	Password
106417		

Note:

- Please read the remote e-voting instructions printed in the Notice of the Twenty Ninth Annual General Meeting.
- Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date i.e. Tuesday, July 25, 2017.
- The remote e-voting period commences on Friday, July 28, 2017 from 9:00 a.m. IST and ends on Monday, July 31, 2017 at 5:00 p.m. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- Please fill in the attendance slip and hand it over at the entrance of the Meeting hall. Joint hareholder(s) may obtain additional attendance slip at the venue of the meeting.