November 10, 2015

marico
make a difference

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

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: Submission of Notice of Postal Ballot under relevant clauses of Listing Agreement

Pursuant to the relevant clauses of the Listing Agreement, we enclose the Notice of Postal Ballot & Explanatory Statement dated November 4, 2015 along with the Postal Ballot Form (together referred to as "Notice") for seeking Member's approval to transact the following Special Business:

i. Reclassification of the Authorized Share Capital and consequent alteration of Clause V. i.e. Capital Clause of the Memorandum of Association of the Company; and

ii. Capitalization of securities premium and/or free reserves of the Company for issue of Bonus Shares in the ratio of one equity share for every one equity share held by the Member (i.e. in the ratio of 1:1).

In this regard, we wish to inform you that the Notice has been dispatched to all Members whose names appeared in the Register of Members/ List of Beneficial Owners as on November 5, 2015, in the following manner:

i. In electronic form through email on November 7, 2015 to those Members whose e-mail addresses were registered with the Depository Participants or with the Company;

ii. In physical form through speed post/ registered post on November 10, 2015 to those Members whose e-mail addresses were not registered with the Depositories or with the Company or who had opted to receive documents served by the Company in physical form.

You are requested to take note of the above and oblige.

Thank you,

Yours faithfully,

For **Marico Limited**

BRanparia

Bhaveka Ranparia
Assistant Company Secretary

MARICO LIMITED marico MUMBAI

Encl: A/a

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

CIN: L15140MH1988PLC049208
Email: investor@maricoindia.net

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@maricoindia.net

Postal Ballot Notice

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, Secretarial Standard 2 ("SS2") on General Meetings, Clause 35B of the Listing Agreement with Stock Exchanges and other applicable laws and regulations, that the resolutions set out below, for reclassification of the authorized share capital of the Company, consequential amendment to the Memorandum of Association of the Company and issue of bonus shares, are proposed to be passed by the Members through Postal Ballot / electronic voting (e-voting).

An explanatory statement with reference to the aforesaid resolutions setting out material facts concerning each item and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration. The Notice along with explanatory statement and the Postal Ballot Form is also available on the website of the Company at www.marico.com. In terms of the Companies (Management and Administration) Rules, 2014 and SS2, an advertisement shall be published in the newspapers specifying the relevant information.

The Board of Directors of the Company ("Board") at its meeting held on November 4, 2015 approved the matters proposed in the Notice subject to your approval. At the said meeting the Board also appointed M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, Mumbai, as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner and Central Depository Services (India) Limited ("CDSL") as the agency for providing e-voting facility to Members.

A facility is provided to the Members to cast their vote electronically on the resolutions set out in the Notice. The detailed instructions on the e-voting facility are given in the notes forming part of the Notice.

Members desirous of exercising their votes by Postal Ballot are requested to read the instructions printed in the accompanying Postal Ballot Form and return the same along with assent (**FOR**) or dissent (**AGAINST**), in the enclosed self-addressed postage pre-paid business reply envelope so as to reach the Scrutinizer not later than **5:00 p.m.(IST) on Saturday, December 12, 2015.** Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed business reply envelope. No other form or photocopy thereof is permitted.

The Scrutinizer will submit his report to the Chairman of the Board after completion of the scrutiny of the Postal Ballots (including remote e-voting).The results of the Postal Ballot will be declared by the Chairman or any Director of the Company not later than **5.00 p.m. (IST) Monday, December 14, 2015** at the Registered Office of the Company situated at 7th Floor, Grande Palladium, 175, CST Road, Kalina, Santacruz (East), Mumbai 400 098. The results would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed and hosted on the website of the Company at www.marico.com.

The resolutions passed by the Members through Postal Ballot including through e-voting shall be deemed to have been passed as if they have been passed at a General Meeting of Members convened in that behalf.

SPECIAL BUSINESS

Item No. 1
Reclassification of Authorized Share Capital and consequent alteration of the Memorandum of Association of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital & Debentures), Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, and subject to such permissions, sanctions and approvals as may be required in this regard, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee of the Board) to reclassify the existing Authorized Share Capital of Rs. 215,00,00,000 (Rupees Two Hundred and Fifteen Crore) divided into 115,00,00,000 (One Hundred and Fifteen Crore) Equity Shares of Re. 1 (Rupee One) each and 10,00,00,000 (Ten Crore) Preference Shares of Rs. 10 (Rupees Ten) each to Rs. 215,00,00,000 (Rupees Two Hundred and Fifteen Crore) divided into 150,00,00,000 (One Hundred and Fifty Crore) Equity Shares of Re. 1 (Rupee One) each and 6,50,00,000 (Six Crore and Fifty Lacs) Preference Shares of Rs. 10 (Rupees Ten) each and consequently Clause V of the Memorandum of Association of the Company be altered by substituting the following new Clause V in place of the existing Clause thereof:

V. The Authorized Share Capital of the Company is Rs. 215,00,00,000 (Rupees Two Hundred and Fifteen Crore) divided into 150,00,00,000 (One Hundred and Fifty Crore) Equity Shares of Re. 1 (Rupee One) each aggregating to Rs.150,00,00,000 (Rupees One Hundred and Fifty Crore) and 6,50,00,000 (Six Crore and Fifty Lacs) Preference Shares of Rs. 10 (RupeesTen) each aggregating to Rs. 65,00,00,000 (Rupees Sixty Five Crore), with the power to the Company to increase or reduce or modify the share capital of the Company and/or divide all or any of the shares in the capital for the time being into several classes and classify and reclassify such shares from the shares of one class into shares of other class or classes and attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may be permitted by the legislative provisions or by the Articles of Association of the Company for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 2

Approval for Issue of Bonus Shares

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with section 63 and other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital & Debentures), Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Foreign Exchange Management Act, 1999 including the Rules, Regulations, Circulars, etc. made/issued thereunder, relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and such permissions, sanctions and approvals as may be required in this regard, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter refferred to as the "Board" which term shall be deemed to include any Committee of the Board) for capitalization of such sum standing to the credit of securities premium and / or free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of one bonus share of Re. 1 (Rupee one) each, credited as fully paid-up equity shares to the holders of the equity shares of the Company, whose names appear in the Register of Members maintained by the Company / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on such record date as may be fixed by the Board, for 1 (one) existing equity share of Re. 1 each (Rupee One) held by the Members and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each Member and not as income;

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus shares and that the certificate(s) in respect of bonus shares shall be completed and thereafter be dispatched to the allottees thereof within the period prescribed or that may be prescribed on this behalf, from time to time, except in respect of those allottees who hold shares in dematerialized form;

RESOLVED FURTHER THAT issue and allotment of the said bonus shares to the extent that they relate to Non-Resident Indians, Persons of Indian Origin, Foreign Nationals, Overseas Corporate Bodies and other foreign investors of the Company will be subject to the approval of the Reserve Bank of India or any other regulatory authority, if required;

RESOLVED FURTHER THAT bonus shares so allotted shall rank *pari-passu* in all respects with the fully paid-up equity shares of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and execute all such deeds, documents, instruments and writings as it may in its sole discretion deem necessary, expedient or incidental in regard to the issue of bonus shares, including but not limited to make appropriate adjustment to the stock options (whether vested, unvested and yet to be granted) under the existing employee stock option / stock appreciation rights plan / scheme (whether vested, unvested and yet to be granted), filing of any documents with SEBI, Stock Exchanges where the specified securities of the Company are listed, Depositories, Ministry of Corporate Affairs, the Reserve Bank of India and/ or concerned authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in regard thereto."

Place: Mumbai
Date: November 4, 2015

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

Hemangi Ghag
Company Secretary & Compliance Officer

Registered Office:
7th Floor, Grande Palladium,
175, CST Road, Kalina,
Santacruz (East),Mumbai 400 098

Tel no.: 022-6648 0480
Fax No.: 022 2650 0159

CIN: L15140MH1988PLC049208
Website: www.marico.com
Email: investor@maricoindia.net

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") stating all material facts concerning each item of the Notice and the reasons thereof are annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **Thursday, November 5, 2015**. The Notice along with the Postal Ballot Form is being sent to Members in electronic form at the email addresses registered with the Depository Participant (in case of electronic shareholding) and those registered with the Company / Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email addresses are not registered, physical copies of the Notice along with Postal Ballot Form are being sent by Registered Post/ Speed Post along with a self-addressed postage pre-paid Business Reply envelope.
3. Members whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date **Thursday, November 5, 2015** will be considered for the purpose of voting (including e-voting). A person who is not a Member on the cut-off date shall treat this Notice for information purposes only.
4. The facility to exercise vote by physical postal ballot form and e-voting will be available during the following period:

Commencement of voting	**From 9.00 a.m. (IST) on Friday, November 13, 2015**
End of voting	**Up to 5.00 p.m. (IST) on Saturday, December 12, 2015**

5. The e-voting module shall be disabled by CDSL after 5.00 p.m. (IST) on Saturday, December 12, 2015 and the physical postal ballot forms received after the said date and time will be treated as if the reply from the Member has not been received.
6. A Member can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
7. A Member cannot exercise his vote by proxy on postal ballot.
8. Members desirous of exercising his vote through e-voting / physical postal ballot form is requested to carefully read the instructions printed on the Postal Ballot Notice/ Form, as applicable, and cast their votes in electronic mode / return the duly completed form in the attached self-addressed business reply envelope, so as to reach the Scrutinizers M/s. Makrand Joshi & Co. at Link Intime India Private Limited, Unit- Marico Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078, Maharashtra, India not later than 5.00 p.m. (IST) Saturday, December 12, 2015.
9. Members who have received the Notice by e-mail and who wish to vote through physical ballot form, may download the Postal Ballot Form attached to the e-mail or from the Company's website www.marico.com and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer not later than 5.00 p.m. (IST) Saturday, December 12, 2015 at the address mentioned above. Alternatively, Members may request for a physical ballot form by writing to the Company at its Registered Office or through email addressed at investor@maricoindia.net or evelin.subalatha@linkintime.co.in. The Company or its Registrar and Share Transfer Agents shall make the postal ballot form along with self-addressed postage pre-paid business reply envelope available to such Member.
10. Pursuant to section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Clause 35B of the Listing Agreement with Stock Exchanges, the Company has provided facility to Members to exercise their votes through e-voting and have engaged services of Central Depository Services (India) Limited as authorized agency to provide e-voting facility. The instruction to be followed for e-voting are appended below.
11. The voting right of Members shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date i.e. **Thursday, November 5, 2015.**

12. Instructions for e-voting are as under:

i. Log on to the e-voting website www.evotingindia.com

ii. Click on "Shareholders" tab.

iii. Now Enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

iv. Next enter the Image Verification as displayed and Click on Login.

v. If you are holding shares in demat form and had logged on to www.evotingindia.comand voted on an earlier voting of any other company, then your existing password is to be used.

vi. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
Date of Birth (DOB) or Date of Incorporation (DOI)#	Enter the Date of Birth/ Incorporation as recorded in your demat account or in the Company records for the said demat account in dd/mm/yyyy format.
Dividend Bank Details or Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to log-in.

***Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot Form in the Default PAN field.**

#Please enter any one of the details relating to DOB or Dividend Bank Details in order to login. In case both the details are not recorded with the depository or company, please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

vii. After entering these details appropriately, click on "SUBMIT" tab.

viii. Members holding shares in physical form will then reach directly to the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x. Click on the EVSN for "Marico Limited" on which you choose to vote.

xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution.

xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xv. You can also take a print of the voting done by you by clicking on "Click here to print" option on the voting page.

xvi. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

xvii. Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and a valid Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same and send the scan copy of the Board resolution/ POA to investor@maricoindia.net.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

xviii. Any person having any grievances in connection with remote e-voting may write to:
Name: Mr. Wenceslaus Futardo
Designation: Deputy Manager
Address: Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Fort, Mumbai – 400001.
Email id: helpdesk.evoting@cdslindia.com
Phone No.: 18002005533

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 1 & 2

The equity shares of the Company are listed and actively traded on National Stock Exchange of India Limited and BSE Limited. The Promoters and Institutional Investors hold around 93% of the present paid-up equity share capital of the Company thereby leaving a limited free float. Thus, in order to increase the overall liquidity to enable a more broad-based investor participation, the Board of Directors recommend a bonus issue of one equity share for every one equity share held as on the 'record date' to be determined by the Board by capitalizing a part of the amount standing to the credit of Securities Premium and/or Free Reserves of the Company.

The current Authorized Share Capital of your Company is Rs. 215,00,00,000 (Rupees Two Hundred and Fifteen Crore) divided into 115,00,00,000 (One Hundred and Fifteen Crore) Equity Shares of Re. 1 (Rupee One) each and 10,00,00,000 (Ten Crore) Preference Shares of Rs. 10 (Rupees Ten) each. The issue of bonus shares as aforesaid would require increase in the Authorised Equity Share Capital of the Company. Accoudingly, the Board of Directors has proposed to reclassify the existing Authorized Share Capital of the Company to Rs. 215,00,00,000 (Rupees Two Hundred and Fifteen Crore) divided into 150,00,00,000 (One Hundred and fifty Crore) Equity Shares of Re. 1 (Rupee One) each and 6,50,00,000 (Six Crore Fifty Lacs) Preference Shares of Rs. 10 (Rupees Ten) each. Consequent to such reclassification, the Memorandum of Association of the Company is required to be altered.

The issue of bonus shares would inter-alia require appropriate adjustments to the stock options and stock appreciation rights (whether vested, unvested or yet to be granted) under the existing plan/schemes implemented by the Company. Therefore, it is proposed to authorize the Board (including a Committee thereof) to take all necessary steps and to complete all formalities in this regard. These adjustments do not impact the shareholding of existing shareholders and hence are not dilutive in nature.

Pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the reclassification of the Authorized Share Capital, consequent alteration of the capital Clause of the Memorandum of Association and the issue of bonus shares of the Company require approval of the Members. Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the approval of the Members may be taken through Postal Ballot instead of transacting such business at a General Meeting.

Accordingly, the Board recommends the resolutions set out at item no. 1 and 2 to be passed as Ordinary Resolutions by Members through Postal Ballot.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolutions set forth at item no. 1 and 2 of this Notice except to the of their shareholding, outstanding stock options and / or stock appreciation rights held by them in the Company.

Place: Mumbai
Date: November 4, 2015

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

Hemangi Ghag
Company Secretary & Compliance Officer

Registered Office:
7th Floor, Grande Palladium,
175, CST Road, Kalina,
Santacruz (East),Mumbai 400 098

Tel no.: 022-6648 0480
Fax No.: 022 2650 0159

CIN: L15140MH1988PLC049208
Website: www.marico.com
Email: investor@maricoindia.net

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Marico Limited

Last Date: 12.12.2015, 5.00 p.m. IST

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@maricoindia.net

POSTAL BALLOT FORM

Sr No. :

1.	Name & Registered Address of the Sole/ first named Member	
2.	Name(s) of the Joint Holder(s), if any	
3.	Registered Folio No./DP ID & Client ID No.* (* Applicable to Members holding shares in dematerialized mode)	
4.	No. of Equity Share(s) held	

I/ We hereby exercise my/ our vote in respect of the following resolutions to be passed through Postal Ballot for the Special Businesses stated in the Notice of Postal Ballot dated November 4, 2015 of the Company, by sending my/ our assent (**FOR**) or dissent (**AGAINST**) to the said resolution by placing a tick (√) mark at the appropriate box below:

Item No.	Particulars of Resolution	Number of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Ordinary Resolution for reclassification of the Authorized Share Capital and consequent alteration of Clause V i.e. the Capital Clause of the Memorandum of Association of the Company.			
2	Ordinary Resolution for capitalizing securities premium and/ or free reserves of the Company for issue of Bonus shares in the ratio of one equity share for every one equity share held by the Member (i.e. in the ratio of 1:1) as on the Record Date to be notified by the Company			

Place:

Date: Signature of the Member

EVSN (Electronic Voting Sequence Number)	User ID	*Default PAN/ Password
151105003		

**** Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN filed.***

NOTES:

1. If the voting rights are exercised electronically, there is no need to use this form. Please read the instructions overleaf before exercising your vote. For e-voting instructions, kindly refer the Notice of Postal Ballot.
2. The facility to exercise vote by physical postal ballot form and e-voting will be available during the following period:

Commencement of voting	**From 9.00 a.m. (IST) on Friday, November 13, 2015**
End of voting	**Up to 5.00 p.m. (IST) on Saturday, December 12, 2015**

3. The Postal Ballot Forms received after 5.00 p.m. (IST) on Saturday, December 12, 2015 will be treated as if the reply from the Member has not been received.
4. Members are requested to send the duly completed Postal Ballot Forms well before the last date, providing sufficient time for postal transit.

IMPORTANT INSTRUCTIONS:

I. The voting rights for the shares are one vote per equity share which is fully paid, registered, in the name of the Member /Beneficial Owners as on the cut-off date i.e. Thursday, November 5, 2015.

II. Voting by Postal Ballot in physical form or e-voting, can be exercised only by the Member or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person.

III. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).

IV. Voting rights in a Postal Ballot cannot be exercised by a Proxy.

V. A Member can opt only one mode for voting i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.

VI. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.

VII. The result of the postal ballot would be declared by the Company not later than 5.00 p.m. (IST) on Monday, December 14, 2015. These results will be displayed at the Registered Office of the Company, hosted on the website of the Company i.e. www.marico.com and will be simultaneously communicated to the Stock Exchanges.

VIII. Any queries/grievances pertaining to voting by physical postal ballot can be addressed to the Company Secretary & Compliance Officer at the Registered Office of the Company or by sending an e-mail at investor@maricoindia.net.

Instructions for Voting by Physical Postal Ballot Form

I. A Member desirous of exercising vote by physical postal ballot should complete the Form in all respects and send it after signature to the Scrutinizer in the enclosed self-addressed postage prepaid business reply envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.

II. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.

III. The self-addressed business reply envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.

IV. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Registrar/Depository. In case, shares are jointly held, this Postal Ballot Form should be completed and signed (as per specimen signature registered/recorded with the Registrar/Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney(POA) on behalf of Member are required to enclose an attested copy of POA. Unsigned Postal Ballot Form will be rejected.

V. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority Letter giving requisite authority to the person voting on the Postal Ballot Form.

VI. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the Member in the respective column.

VII. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed business reply envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered.

VIII. Postal Ballot Forms with following deficiencies will be rejected on the following grounds:

- If the form other than one issued by the Company has been used.
- If the Postal Ballot Form has not been signed by or on behalf of the Member.
- If the signature on the Postal Ballot Form doesn't match the specimen signatures with the Company/ Depository Participant.
- If it is not possible to determine without any doubt the assent or dissent of the Member.
- If neither assent nor dissent is mentioned.
- Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member.
- If the envelope containing the postal ballot form is received after the last date prescribed.
- If the postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority.
- If the Postal Ballot Form is defaced /mutilated in such a way that it's identity as a genuine form cannot be established.
- If a Member has made any amendment to the resolution or imposed any condition while exercising his vote.
- If the Postal Ballot Form is received after the stipulated period.