marico
make a difference

July 30, 2014

The Secretary,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Fax: 22722037/39/41

Scrip Code: 531642

The Manager
Listing Department
National Stock exchange of India Limited
'Exchange Plaza', C-1Block G
Bandra Kurla Complex, Bandra(E)
Mumbai 400 051
Fax: 26598237/38

Scrip Code: Marico

Sub: Proceedings of the 26th Annual General Meeting of Marico Limited held on Wednesday, July 30, 2014

Dear Sir/Madam,

The 26th Annual General Meeting ("the 26th AGM") of the Company was held on July 30, 2014 at 10.00 a.m. at Indian Education Society ("IES"), Manik Sabhagriha, Vishwakarma, M.D. Lotlikar Vidya Sankul, Opp. Lilavati Hospital, Bandra (West), Mumbai 400 050.

The meeting was chaired by Mr. Harsh Mariwala, Chairman. Total 87 members (out of which 72 were present in person and 15 through proxies) attended the meeting as per the records of attendance.

The Chairman gave an overview of the financial performance of the Company for the financial year 2013-14 and its future outlook. He then apprised the members on product launch and new initiatives and dividend disbursement during the financial year 2013-2014. Further, Mr. Vivek Karve, CFO briefly touched upon the corporate developments, CSR initiatives and awards won by the Company during the financial year.

On invitation by the Chairman, several members addressed the meeting, gave their suggestions and raised queries on the Company's financial statements and business operations which were then replied to by the Chairman and the CFO.

The Chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act 2013 read with rule 20 of the Companies (Management and Administration) rules, 2014, the Company had provided an electronic voting facility to members of the Company in respect of businesses to be transacted at the 26th AGM. The e-voting period commenced on July 24, 2014 at 9.00 a.m. and ended on July 26, 2014 at 6.00 p.m. The Chairman also informed about the Ballot annexed to the Notice of the 26th AGM to enable shareholders who do not have access to e-voting to cast their votes.

The members were informed of the appointment of Ms. Amita Desai, Company Secretary in Practice as the Scrutinizer for scrutinizing the process of electronic and ballot voting in a fair and transparent manner.

BR

MARICO LIMITED
Marico
MUMBAI

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175, CST Road, Kalina
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Mumbai 400 098, India
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The Chairman informed the members that the Scrutinizer has submitted her report on the results of electronic and ballot voting on July 29, 2014 and that all the resolutions contained in the Notice of the 26th AGM had received the requisite majority.

Members conveyed their support on all the resolutions contained in the Notice of 26th AGM and there being no Poll demanded by any member all resolutions contained in the Notice of 26th AGM were considered as duly passed.

The resolutions passed by the members are as follows:

Ordinary Business

1. Adoption of the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss of the Company for the year ended on that date together with the Reports of the Auditors thereon and Directors Report (Ordinary Resolution).

2. Confirmation of interim dividends of declared during the financial year ended March 31, 2014 (Ordinary Resolution).

3. Appointment of Mr. Rajen Mariwala (DIN 00007246), Director retiring by rotation (Ordinary Resolution).

4. Appointment of M/s. Price Waterhouse, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this 26th Annual General Meeting until the conclusion of the 29th Annual General Meeting (Ordinary Resolution).

Special Business

5. Appointment of Mr. Nikhil Khattau (DIN 00017880) as an Independent Director of the Company to hold office for a term 5 (Five) consecutive years ending March 31, 2019 (Ordinary Resolution).

6. Appointment of Mr. Rajeev Bakshi (DIN 00044621) as an Independent Director of the Company to hold office for a term 5 (Five) consecutive years ending March 31, 2019 (Ordinary Resolution).

7. Appointment of Mr. Atul Choksey (DIN 00002102) as an Independent Director of the Company to hold office for a term 5 (Five) consecutive years ending March 31, 2019 (Ordinary Resolution).

8. Appointment of Ms. Hema Ravichandar (DIN 00032929) as an Independent Director of the Company to hold office for a term 5 (Five) consecutive years ending March 31, 2019 (Ordinary Resolution).

9. Appointment of Mr. B. S. Nagesh (00027595) as an Independent Director of the Company to hold office for a term 5 (Five) consecutive years ending March 31, 2019 (Ordinary Resolution).

10. Appointment of Mr. Anand Kripalu (DIN 00118324) as an Independent Director of the Company to hold office for a term 5 (Five) consecutive years ending March 31, 2019 (Ordinary Resolution).

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11. Appointment of Mr. Saugata Gupta as Managing director of the Company, designated as "MD & CEO" for the period of 5 years (Ordinary Resolution).

12. Structuring and Implementation of Marico MD & CEO Stock Options Plan 2014 (Special Resolution).

13. Increase in the Borrowing Powers of the Company (Special Resolution).

14. Issue and Offer of Non-Convertible Debentures (Special Resolution).

15. Ratification of the remuneration payable to the Cost Auditors of the Company for the financial year ending March 31, 2015 (Ordinary Resolution).

Thereafter, the Chairman informed the members that the results of the electronic and ballot voting will be notified to the Stock Exchanges and will also be uploaded on the Company's website.

The meeting then concluded with a vote of thanks.

Thank you.

Yours faithfully,
For **Marico Limited**

Bhaveka Ranparia
Asst. Company Secretary

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