



**MARICO**

ANNUAL REPORT 1996-97



## MARICO INDUSTRIES LIMITED

**Notice**

NOTICE is hereby given that the Ninth Annual General Meeting of MARICO INDUSTRIES LIMITED will be held on Wednesday, 6th August 1997 at 3 p.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai 400 001 to transact the following business:

**AGENDA****ORDINARY BUSINESS :**

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 1997 and the Profit and Loss Account of the Company for the year ended on that date together with the Reports of the Directors and Auditors.
2. To declare a final dividend.
3. To appoint a Director in place of Mr. Charandas V. Mariwala who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Harsh C. Mariwala who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and fix their remuneration.

**SPECIAL BUSINESS :**

6. To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution : -

"RESOLVED that the Authorised Share Capital of the Company be increased from Rs. 15,00,00,000 (Rupees Fifteen crores only) divided into 149,00,000 (One hundred and forty nine lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 10,000 (Ten thousand) 14% Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One hundred only) each to Rs. 30,00,00,000 (Rupees Thirty crores only) by creation of further 150,00,000 (One hundred and fifty lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and that the Memorandum and Articles of Association of the Company be altered in the manner following:

- a. In Clause V of the Memorandum of Association, for the words and figures 'Rs. 15,00,00,000 (Rupees Fifteen crores only)' and '149,00,000 (One hundred and forty nine lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each' the words and figures "Rs. 30,00,00,000 (Rupees Thirty crores only)" and "299,00,000 (Two hundred and ninety nine lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each" be substituted.
- b. In Clause 3(i) of the Articles of Association, for the words and figures 'Rs. 15,00,00,000 (Rupees Fifteen crores only)' and '149,00,000 (One hundred and forty nine lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each' the words and figures "Rs. 30,00,00,000 (Rupees Thirty crores only)" and "299,00,000 (Two hundred and ninety nine lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each" be substituted.

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RESOLVED FURTHER that save and except for the amendments approved hereat, all existing provisions of the said clauses in the Memorandum and Articles of Association shall remain unchanged."

## NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.** The proxies to be effective, should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.
2. Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of the Special Business under Item No. 6 is annexed hereto.
3. Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 30th July, 1997 to Wednesday, 6th August, 1997 (both days inclusive) for the purpose of Annual General Meeting and for payment of final dividend, if approved by the Members.
4. Members are requested to address all their communications regarding transfer of shares, change of address, etc. directly to Karvy Consultants Ltd., Registrars and Share Transfer Agents at 7 Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai 400 058. Change of address, if any, may please be intimated to the Registrars and Share Transfer Agents immediately.
5. Members are requested to bring their copies of Annual Report to the Meeting as the same will not be distributed at the Meeting.
6. Dividend, if declared, will be payable to the Members whose name appears on the Company's Register of Members on August 6, 1997.

By Order of the Board of Directors

Place : Mumbai

Dated : June 11, 1997

**P. SANKER**

*General Manager (Legal) & Company Secretary*

## MARICO INDUSTRIES LIMITED

## ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 173 of the Companies Act, 1956.

**ITEM NO. 6**

The present Authorised Share Capital of the Company is Rs. 15 crores divided into 149,00,000 Equity Shares of Rs. 10/- each and 10,000 Redeemable Cumulative Preference Shares of Rs. 100 each.

The Paid-up Capital of Rs. 14.50 crores being nearly equal to the Authorised Capital, your Directors are of the opinion that the Authorised Capital needs revision to correspond with the size and scale of operations.

With that in view, your Directors recommend an enabling Special Resolution increasing the Authorised Capital from Rs. 15 crores to Rs. 30 crores in the manner stated in Item No. 6 of the accompanying Notice.

None of the Directors may be considered to be interested or concerned in the passing of the Special Resolution.

By Order of the Board of Directors



Place : Mumbai

**P. SANKER**

Dated : June 11, 1997

General Manager (Legal) & Company Secretary

**Registered Office :**

"Rang Sharda"

Krishnachandra Marg

Bandra Reclamation,

Bandra (West),

Mumbai 400 050.



*A measure of brand equity*

In our factory, we fill little blue bottles with coconut oil.

In the marketplace, Parachute is a symbol of purity.

On the shop shelf, we stack safflower oil. On the kitchen shelf,

Saffola is an essential ingredient for healthy eating.

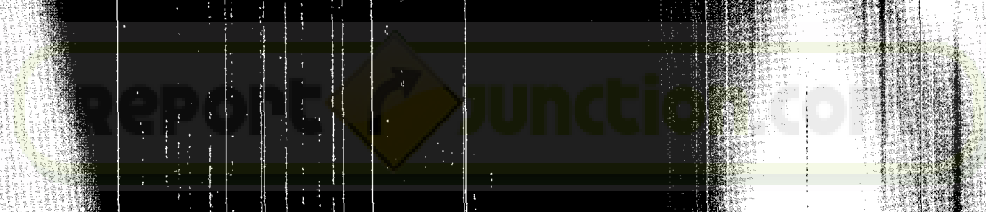
Revive. Sweekar. Hair & Care. Sil. They all have similar stories to tell.

Of how they have gone beyond being mere packaged products.

And have become a part of everyday living.

It is this property that makes each of Marico's brands unique.

A point driven home on the pages that follow.



## The blue plastic bottle that doesn't contain coconut oil.

Strip away the brand name, the qualifiers, the small print. Place the bottle on a shelf. Ask a faithful to identify its contents. Pat will come the answer.

Parachute. For 50 million loyalists, it's more than coconut oil, it's a symbol of unmistakable purity. It's dominance over the market can be gauged by two insights. The trade and consumers alike have supplanted 'Parachute' for the word coconut oil. And mention a blue plastic bottle, and invariably people know it's Parachute you're referring to.

