

NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of Marico Limited will be held on Monday, August 12, 2013 at 9.00 a.m. at 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 Balance Sheet as at March 31, 2013 and the Statement of Profit and Loss of the Company for the year ended on that date together with the Reports of the Directors and the Auditors.
2. To confirm interim dividends of Re. 0.50 and Re. 0.50 per equity share of Re. 1 each, declared for the financial year ended March 31, 2013.
3. To appoint a Director in place of Mr. Rajen Mariwala, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Atul Choksey, who is liable to retire, and being eligible, offers himself for re-appointment.
5. To appoint M/s. Price Waterhouse, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration for the said period.

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 and rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities the existing Articles of Association of the Company be amended as under:
 - i. The following Article be inserted after the existing Article 110 as Article 110A:

Article 110 (A)

Notwithstanding anything contrary contained in the Articles of Association, the Director(s) of the Company may participate in Meetings of the Board and Committees thereof, through Video Conference facility and/or other permissible electronic or virtual facilities for communication. Such participation by the Director(s) at Meetings of the Board and Committees thereof, through Video Conference facility and/or use of other permissible electronic or virtual facilities for communication shall be governed by such legal or regulatory provisions as applicable to the Company for the time being in force.

Provided further that a Director participating in a Meeting through use of Video Conference or any other permissible electronic mode of communication shall be counted for the purpose of quorum, subject to Section 287 of the Act, notwithstanding anything contrary contained in the Articles of Association.

- ii. The following Article be inserted after the existing Article 112 as Article 112(A)

Article 112(A)

Notwithstanding anything contrary contained in the Articles of Association, notice in writing shall mean and include a document that may be served by the Company on any member of the Board and Committee thereof by any electronic mode of communication and in such manner as is/ may be permitted by any law. Where a document is served by any such electronic mode, the service thereof shall be deemed to be effected at the usual address of such Member of the Board and Committee thereof, and in the manner as is/may be provided by any law.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee or any person which the Board may constitute/ nominate to exercise its powers, including the powers by this Resolution) be authorised to carry out the above mentioned amendments in the existing Articles of Association of the Company and that the Board may take all such steps as may be necessary to give effect to this resolution."

NOTES:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of the limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.**

2. Members/proxies should bring duly filled attendance slips sent herewith to attend the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, August 8, 2013 to Monday, August 12, 2013, both days inclusive, for the purpose of the Annual General Meeting.
4. All dividends declared for and upto the Third Interim Dividend 2005-06 on equity shares and the preference shares of the Company & preference shares redemption amount, which remained unclaimed for a period of seven years as per Section 205A of the Companies Act, 1956 (the Act), have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government under Section 205C of the Act.

Members, who have not yet encashed their dividend warrant(s), for any dividends declared after the aforesaid dividends, are requested to forward their claims to the Registrar and Share Transfer Agents, M/s. Link Intime India Pvt. Ltd. or the Company at its registered address.

It may be noted that once the unclaimed dividend is transferred to the IEPF, as above, no claim shall lie against the Company or the aforesaid Fund in respect of such amount.

5. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updations of bank mandates (details of bank name and account no.) to their respective Depository Participants. Members other than those holding shares in electronic mode are requested to direct change of address notification and updation of bank mandates, if any, to the Registrar and Share Transfer Agents, M/s. Link Intime India Pvt. Limited (Unit: Marico Ltd.), C -13 Pannalal Silk Mills Compound, LBS Road, Bhandup (West), Mumbai 400 078. Tel.: 022-25946970, Fax: 022-25946969, E-mail id: rnt.helpdesk@linkintime.co.in
6. Additional information on Directors seeking re-election at the Annual General Meeting is available in the Corporate Governance Report forming part of the Annual Report for the year 2012 - 13.
7. In compliance with the Secretarial Standards and as a good governance practice, your Company does not give gifts to its members and also does not offer its products at discounted rates. However, your Company is committed to shareholders' wealth maximization through superior performance reflected in corporate benefits like dividend and increased market capitalization.
8. Your Company solicits your support to the "Go-Green Initiative" introduced by the Ministry of Corporate Affairs ("MCA"). The Company has already approached the members for their consent to allow paperless compliances by serving documents through electronic mode. The Company proposes to send documents like the notice calling the general meetings, audited financial statements, directors' report, auditors' report, etc. in electronic form, at the email address provided by you and/or made available to us by the Depositories and as confirmed with you. Members holding shares in demat mode who have not registered their e-mail address are requested to register the same with their respective Depository Participants. Members holding shares in physical form are requested to provide with their email address to the Company or M/s. Link Intime India Pvt. Ltd, the Registrar & Share Transfer Agents.

You may also note that M/s. Link Intime India Pvt. Ltd. has provided a facility on its website <http://www.linkintime.co.in/newsite/goGreen.jsp> to enable shareholders to register their e-mail address(s) in order to participate in the "Go-Green Initiative". You may please use this facility to register your e-mail address(s).

For the members who desire to receive the above mentioned documents in physical form only, they may send a request in writing to the Company for the same.

Further, you may note that the members who have registered their email addresses with the Company in support of the Green Initiative may anytime request for any of the documents mentioned above in physical form by sending a request in writing to the Company. The Company shall upon such request furnish free of cost copies of such documents requested for.

Place: Mumbai
Date: April 30, 2013

By Order of the Board
For **MARICO LIMITED**

Registered Office:

"Rang Sharda"
Krishnachandra Marg, Bandra Reclamation,
Bandra (West), Mumbai - 400 050

Hemangi Ghag
Company Secretary and
Compliance Officer

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

The Explanatory Statement for item No.6 of the accompanying Notice set out hereinabove is as under:

Item No. 6

Ministry of Corporate Affairs vide its General Circular No: 28/2011 dated May 20, 2011 has permitted the participation of Directors in the Meetings of Board and Committee(s) thereof under the Companies Act, 1956 through video conferencing, keeping this in view your Company thought it fit to insert/alter the necessary clauses in the Articles of Association enabling the Directors to participate in the Board/ Committee Meetings of the Company through electronic mode i.e. Video Conference facility or other permissible electronic or virtual facilities. Director(s) who are present through electronic mode shall also form part of the necessary quorum for transaction of any business of the Board/ Committee thereof.

With a view to support the Go-Green initiative of MCA under Corporate Governance and in order to encourage maximum participation at the Meetings of the Board of Directors and Committees thereof, your Company commends to embrace required enabling provisions in the Articles of Association of the Company for adopting electronic modes like video conferencing and other modern electronic systems.

In terms of Section 31 of the Companies Act, 1956, approval of the Members by way of a Special Resolution is required to amend the Articles of Association of the Company. A copy of the existing Memorandum and Articles of Association of the Company alongwith the proposed draft amendments to the Articles of Association is available for inspection by any Member at the Registered Office of the Company between 2:00 p.m. and 5:00 p.m. on all working days (except Saturdays, Sundays and Public Holidays).

The Directors commend the passing of this Resolution at Item No.6 as a Special Resolution, for approval of Members.

None of the Directors of the Company is, in any way, concerned or interested in the Resolution.

Place: Mumbai
Date: April 30, 2013

By Order of the Board
For **MARICO LIMITED**

Registered Office:

"Rang Sharda"
Krishnachandra Marg, Bandra Reclamation,
Bandra (West), Mumbai - 400 050

Hemangi Ghag
Company Secretary and
Compliance Officer



CHANGE IN THE REGISTERED OFFICE OF MARICO LIMITED

This is for the general information of the Shareholders that the registered office of Marico Limited has been shifted from "Rang Sharda", Krishnachandra Marg, Bandra Reclamation, Bandra (West), Mumbai - 400 050 to 7th Floor, Grande Palladium, 175 CST Road, Kalina, Santacruz (East), Mumbai 400 098, **with effect from June 17, 2013.**

In view of the aforementioned change in the registered office of Marico Limited, Shareholders are requested to route all correspondence addressed to the Company Secretarial Department at 7th Floor, Grande Palladium, 175 CST Road, Kalina, Santacruz (East), Mumbai 400 098.

Thanking you,

Best Regards,

Bhaveka Ranparia
Assistant Company Secretary



MARICO LIMITED

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

ATTENDANCE SLIP

TWENTY FIFTH ANNUAL GENERAL MEETING ON MONDAY, AUGUST 12, 2013 AT 9:00 A.M.

Regd. Folio No. / DP Client ID

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No. of shares held

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I certify that I am a registered shareholder /proxy for the registered shareholder of the Company.

I hereby record my presence at the **TWENTY FIFTH ANNUAL GENERAL MEETING** of the Company to be held at Indian Education Society ("IES"), Manik Sabhagriha, Vishwakarma, M. D. Lotlikar Vidya Sankul, Opp. Lilavati Hospital, Bandra Reclamation, Bandra (West), Mumbai 400 050 at 9.00 a.m. on Monday, August 12, 2013.

Member's / Proxy's name in **BLOCK** letters

Member's / Proxy's signature

Note : Please fill in the attendance slip and hand it over at the entrance of the Meeting Hall.



MARICO LIMITED

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

PROXY FORM

TWENTY FIFTH ANNUAL GENERAL MEETING ON MONDAY, AUGUST 12, 2013 AT 9:00 A.M.

Regd. Folio No. / DP Client ID

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No. of shares held

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I/We _____ of _____ being a member of the above-named Company hereby appoint _____ of _____ or failing him _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the **TWENTY FIFTH ANNUAL GENERAL MEETING** of the Company to be held at Indian Education Society ("IES"), Manik Sabhagriha, Vishwakarma, M. D. Lotlikar Vidya Sankul, Opp. Lilavati Hospital, Bandra Reclamation, Bandra (West), Mumbai 400 050 at 9.00 a.m. on Monday, August 12, 2013 and at any adjournment(s) thereof.

Signed this _____ day of _____ 2013

Signature _____

Affix
One
Rupee
Revenue
Stamp

Notes:

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself.
2. A Proxy need not be a Member.
3. 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.

Dear Shareholder(s),

SUB: DIVIDEND DISBURSEMENT THROUGH NATIONAL ELECTRONIC CLEARING SERVICE (NECS)

Currently, as per directive from Securities and Exchange Board of India, all companies use Electronic Clearing Service (ECS) facility introduced by Reserve Bank of India (RBI) for disbursing dividends. In this system, the shareholder's bank account is directly credited under advice to the shareholder.

As advised by the Reserve Bank of India (RBI), the remittance of money through ECS is proposed to be replaced by National Electronic Clearing Service (NECS). The advantages of NECS over ECS include faster credit of remittances to beneficiary's account, coverage of more branches as also ease of operation.

NECS essentially operates on the new and unique bank account number, allotted by banks post implementation of Core Banking Solutions (CBS) for centralized processing of inward instructions and efficiency in handling bulk transactions.

Please follow the below mentioned procedure for updating your new CBS bank account number:

A. For shareholders holding shares in Demat form

In case you hold your shares in demat form, please furnish your new bank account number allotted to you by your bank after implementation of CBS, along with a photocopy of a cheque pertaining to the concerned account, to your Depository Participant (DP).

Please do not send the same to the company or to the R&T Agent.

B. For shareholders holding shares in physical form

In case you hold your shares in physical form, please furnish the new Bank Account Number allotted to you by your bank after implementation of CBS, in the form printed overleaf.

Please do not e-mail or fax the same.

In your own interest please comply with the above requirement at the earliest possible, so that the bank details are updated before the payment of future dividends.

If you do not provide your new bank account number, allotted after implementation of CBS by your Bank, then please note that ECS to your old account may either be rejected or returned, which will delay the payment of dividend to you.

In case you have already provided your new bank account number, this communication may be ignored. Assuring you of our best services at all times.

Yours faithfully,

For Marico Limited

Hemangi Ghag
Company Secretary and
Compliance Officer

MARICO LIMITED

To be filled, signed and returned in original by a shareholder holding shares in physical form. Shareholders holding shares in demat form are requested to give the bank details to their DP and not to the Company.

M/s Link Intime India Pvt Limited
Unit: Marico Limited
C -13 Pannalal Silk Mills Compound,
LBS Road, Bhandup (West),
Mumbai 400 078.
Tel.: 022 - 25946970

Dear Sirs,

Sub: Updation of new bank account number for dividend payment through NECS

This has reference to your communication regarding National Electronic Clearing Service (NECS), printed overleaf. Since banks have changed the customer account number post migration to Core Banking Solution (CBS), I request you to update the bank details against my folio as per details given below:

Folio No.										
No. of Shares										
First Holder's Name										
Contact Telephone Number (with STD code)										
Personal E-mail ID										
New Account no. after implementation of CBS										
Bank Name										
Bank Branch & Address										
9 Digit Bank Code No. (as printed on the cheque leaf)	<table><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>									
RTGS / NEFT IFSC Code (as printed on the cheque leaf)										

(A cancelled cheque leaf from the cheque book issued by bank for the operation of the above account is enclosed)

If the payment transaction is delayed or not effected at all for any reason(s) beyond the control of the Company, I would not hold the company responsible.

Yours truly,

(Signature of first named shareholder)