



MARICO LIMITED

Regd. Office: 7th Floor, Grande Palladium, 175 CST Road, Kalina, Santacruz (East), Mumbai 400098.

Tel: 022-6648 0480 Fax: 2654 2636. Website: www.marico.com

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extra-ordinary General Meeting of the Equity Shareholders of Marico Limited will be held at Indian Education Society, Manik Sabhagriha, M.D. Lotlikar Vidya Sankul, Opposite Lilavati Hospital, Bandra Reclamation, Bandra (West), Mumbai - 400050 on Tuesday, 30th July, 2013 at 11.00 a.m. or immediately after the conclusion of the Court Convened Meeting of the Equity Shareholders to be held on the directions of Hon'ble High Court of Judicature at Bombay for approving the Scheme of Arrangement between Marico Limited and Marico Kaya Enterprises Limited and their respective shareholders and creditors ('Scheme') whichever is later, for the purpose of transacting the following Special Business:

1. UTILIZATION OF SECURITIES PREMIUM ACCOUNT

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

"RESOLVED THAT pursuant to the provisions of Sections 78 read with Sections 100 to 103 and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act"), and Article 3 of the Articles of Association of the Company and subject to sanction of the Scheme of Arrangement between Marico Limited and Marico Kaya Enterprises Limited and their respective shareholders and creditors ("the Scheme") by the Hon'ble High Court of Judicature at Bombay under Sections 391 to 394 read with Sections 78, 100 to 103 and other applicable provisions, if any, of the Act, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble High Court of Judicature at Bombay or by any of the regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded for utilizing the Securities Premium Account of the Company for adjusting the difference, being the excess of book value of assets over the book value of liabilities of the Kaya Business of Marico being demerged into Marico Kaya.

RESOLVED FURTHER that for the purpose of giving effect to the above Resolution and for removal of any difficulties or doubts, the Board, Mr. Milind Sarwate, Group Chief Financial Officer, Mr. Suresh M. S. Jagirdar, Executive Vice President & Head Legal, Mr. Vivek Karve, Executive Vice President & Head Corporate Finance, Mr. Ravin Mody, Head Direct Tax & Secretarial, Mr. Vishal Barot, Head – Corporate Accounts and Treasury, Ms. Hemangi Ghag, Company Secretary & Compliance Officer, Ms. Bhavika Ranparia, Assistant Company Secretary or such other person as may be authorised by the Board in this regard, be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper."

NOTE:

- (a) The relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of the business set out above is annexed hereto.
- (b) 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. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.
- (c) All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on any working days between 11.00 am and 1.00 pm excluding Saturdays upto one day prior to the date of the Extra-ordinary General Meeting.

By order of the Board of Directors
For **Marico Limited**

Date : 1st July, 2013
Place : Mumbai

Harsh Mariwala
Chairman & Managing Director

Registered office:

7th Floor, Grande Palladium,
175 CST Road, Kalina,
Santacruz (East),
Mumbai 400098.

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

1. The Board of Directors of Marico Limited ('Marico' or 'the Demerged Company') at their meeting held on 7th January, 2013 had approved the Scheme of Arrangement between Marico Limited ('Marico' or 'the Demerged Company') and Marico Kaya Enterprises Limited ('Marico Kaya' or 'the Resulting Company') and their Respective Shareholders and Creditors ('the Scheme' or 'this Scheme') a copy whereof is attached to the explanatory statement under Section 393 of the Companies Act, 1956 and annexed to the Notice of Court convened meeting of the Equity Shareholders of the Company simultaneously sent to you along with this Notice.
2. Marico along with its nominees hold 100% of the equity share capital of Marico Kaya.
3. The proposed Scheme provides for the demerger of Kaya Business of Marico into Marico Kaya and cancellation of Marico's investment in Marico Kaya.
4. The Appointed date for the Scheme is April 1, 2013.
5. In terms of Clause 7 of the Scheme, Marico would adjust the difference, between the excess of book value of assets over the book value of liabilities of the Kaya Business as at the Appointed date, transferred to Marico Kaya against the Securities Premium Account of Marico in the standalone and consolidated accounts.
6. Since the Scheme would result in utilization of the Securities Premium Account of the Company, the approval of the equity shareholders by a Special Resolution would be required in terms of Section 78, 100 to 103 of the Companies Act, 1956.
7. The utilization of the Securities Premium Account as above shall be effected as an integral part of this Scheme without having to follow the process under Section 78 read with Sections 100 to 103 of the Act separately and the Order of the High Court sanctioning the Scheme shall be deemed to be also the Order under Section 102 of the Act for the purpose of confirming the reduction. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital and hence the provisions of Section 101 of the Act will not be applicable. Marico shall not be required to add the words "and reduced" as a suffix to its name consequent upon such reduction.
8. The proposed restructuring will not cause any prejudice to the creditors of the Company, since it does not involve any financial outlay/outgo on the part of the Company. For the sake of clarity, it is specified that the reduction of capital does not involve either the diminution of any liability in respect of unpaid capital or the payment to any shareholder of any paid-up capital. Further, the proposed restructuring would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honor its commitments or to pay its debts in the ordinary course of business.
9. The above restructuring will have no impact on the shareholding pattern and the capital structure of the Company. The pre and post restructuring share capital of the Company as on 31st March, 2013 is captured in the table below which would remain the same.

SN	Description	Pre-Demerger Shareholding		Post-Demerger Shareholding	
		Equity Shares	%	Equity Shares	%
A	Promoter and Promoter Group				
1	Indian				
a	Individuals/ HUF	37,62,96,520	58.36	37,62,96,520	58.36
b	Central Government/State Government(s)	0	0	0	0
c	Bodies Corporate	88,22,000	1.37	88,22,000	1.37
d	Financial Institutions / Banks	0	0	0	0
e	Any Other (specify)	0	0	0	0
2	Foreign				
a	Individuals (Non-Resident Individuals/Foreign Individuals)	0	0	0	0
b	Bodies Corporate	0	0	0	0
c	Institutions	0	0	0	0
d	Qualified Foreign Investors	0	0	0	0
e	Any Other (specify)	0	0	0	0
	Sub-Total (A)	38,51,18,520	59.73	38,51,18,520	59.73

SN	Description	Pre-Demerger Shareholding		Post-Demerger Shareholding	
		Equity Shares	%	Equity Shares	%
B	Public shareholding				
1	Mutual Funds/UTI	84,83,720	1.32	84,83,720	1.32
2	Financial Institutions / Banks	11,970	0.00	11,970	0.00
3	Central Government/State Government(s)	0	0	0	0
4	Venture Capital Funds	0	0	0	0
5	Insurance Companies	47,09,092	0.73	47,09,092	0.73
6	Foreign Institutional Investors	18,05,01,050	27.99	18,05,01,050	27.99
7	Foreign Venture Capital Investors	2,20,58,823	3.42	2,20,58,823	3.42
8	Qualified Foreign Investors	0	0	0	0
9	Any Other (specify)	0	0	0	0
	Sub-Total (B)	21,57,64,655	33.46	21,57,64,655	33.46
C	Non-institutions				
1	Bodies Corporate	1,87,04,704	2.90	1,87,04,704	2.90
2	Individuals - shareholders holding nominal share capital up to Rs 1 Lakh	1,96,49,742	3.05	1,96,49,742	3.05
3	Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	35,52,566	0.55	35,52,566	0.55
4	Qualified Foreign Investors	0	0	0	0
	Sub-Total (C)	4,19,07,012	6.50	4,19,07,012	6.50
D	Others				
1	NRI	18,10,435	0.28	18,10,435	0.28
2	Clearing Member	9,11,77	0.02	9,11,77	0.02
3	Trusts	80,000	0.01	80,000	0.01
	Sub-Total (D)	19,81,612	0.31	19,81,612	0.31
	Grand Total (A+B+C+D)	64,47,71,799	100.00	64,47,71,799	100.00

10. The members are requested to read the entire text of the Scheme to get better acquainted with the provisions thereof.
11. The Applicant Company has obtained the Approval to the Scheme in the terms of Clause 24(f) of the Listing Agreement from the National Stock Exchange of India Limited and BSE Limited vide its letters dated 13th May, 2013 and 14th May, 2013 respectively.
12. The Resolution is subject to the confirmation of the Hon'ble High Court of Judicature at Bombay and / or appropriate authority as may be applicable. After obtaining approval of the shareholders, the Company would approach the Hon'ble High Court of Judicature at Bombay for its confirmation.
13. The resolution as set out in the notice will be placed before the meeting for the approval of the shareholders.
14. The Board recommends the approval of proposed resolution by the Shareholders.
15. None of the Directors of the Company are interested in the proposed Resolutions except to the extent of their shareholding as set out in Clause 16 (a) of the Explanatory Statement under Section 393 of the Companies Act, 1956.

By order of the Board of Directors
For **Marico Limited**

Date : 1st July, 2013

Place : Mumbai

Registered office:

7th Floor, Grande Palladium,
175 CST Road, Kalina,
Santacruz (East),
Mumbai 400098.

Harsh Mariwala
Chairman & Managing Director



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FORM OF PROXY

I/We, _____ the undersigned Equity Shareholder/s of Marico Limited do hereby appoint Mr./ Ms. _____ of _____ and failing him/her _____ of _____ as my/our proxy, to act for me/us at the meeting of the Equity Shareholders of the Company to be held at Indian Education Society, Manik Sabhagriha, M.D. Lotlikar Vidya Sankul, Opposite Lilavati Hospital, Bandra Reclamation, Bandra (West), Mumbai 400050 on Tuesday, 30th July, 2013 at 11.00 a.m. or immediately after the conclusion of the Court Convened Meeting of the Equity Shareholders, whichever is later, for the purpose of considering, and, if thought fit, approving with or without modification, the resolutions as set forth in the Notice of Extra Ordinary General Meeting and at any adjournment /adjournments thereof, to vote for me/us and in my/our name _____, (here if for , insert "for" if against, insert "against" and in the latter case, strike out the words either 'with or without modification' before the word resolutions), the said resolutions as my/ our proxy may approve.

*Strike out what is not necessary

Dated this _____ day of _____, 2013

Name : _____

Address : _____

Reg. Folio No. : _____ Client ID No. : _____

DP ID No. : _____ No. of shares : _____

Signatures of Shareholder(s) Sole / First Holder : _____

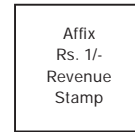
Second Holder : _____

Third Holder : _____

Signature of Proxy Proxy : _____

Notes:

1. The Proxy must be deposited at the Registered Office of the Company at 7th Floor, Grande Palladium, 175 CST Road, Kalina, Santacruz (East), Mumbai 400098 at least 48 hours before the time for holding the meeting. The proxy need not be a member of Marico Limited.
2. All alterations made in the form of Proxy should be initialed.
3. In case of multiple proxies, the proxy later in time shall be accepted.



Signature across the Stamp



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ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING, 30th JULY, 2013

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

I/We hereby record my/our presence at the EXTRA-ORDINARY GENERAL MEETING of the Equity Shareholders of the Company to be held at Indian Education Society, Manik Sabhagriha, M.D. Lotlikar Vidya Sankul, Opposite Lilavati Hospital, Bandra Reclamation, Bandra (West), Mumbai 400050 on Tuesday, 30th July, 2013 at 11 a.m. or immediately after the conclusion of the Court Convened Meeting of the Equity Shareholders, whichever is earlier

Name and Address of Member (IN BLOCK LETTERS) :	
Reg.Folio No/ Client ID*	
D.P. I.D.*	
No. of Equity Shares held	
Name of the Proxy holders/ Authorised Representative [#]	
Signature of Equity Shareholder/Proxy	

* Applicable for shareholders holding shares in dematerialized form.

[#] I hereby certify that I am a registered shareholder / proxy for the authorised shareholder of the Company.

Note:

1. Equity Shareholders attending the Meeting in person or by Proxy or through authorized representative are requested to complete and bring the Attendance Slip and hand it over at the entrance of the meeting hall.
2. Joint shareholders may obtain additional attendance slip at the venue of the meeting.

