

## NOTICE

**NOTICE** is hereby given that the Twenty Fourth Annual General Meeting of Marico Limited will be held on Friday, August 3, 2012 at 4.00 p.m. at The National Stock Exchange of India Limited, 'NSE Auditorium', Ground Floor, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2012 and the Profit and Loss Account 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. 0.30 and Re. 0.40 per equity share of Re. 1 each, declared for the financial year ended March 31, 2012.
3. To appoint a Director in place of Mr. Anand Kripalu, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. B. S. Nagesh, 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.

### 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 Wednesday, August 1, 2012 to Friday, August 3, 2012, both days inclusive, for the purpose of the Annual General Meeting.
4. All dividends declared for and upto the 3rd interim dividend 2004-05 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](mailto: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 2011-12.
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.

## NOTICE

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 email 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 : May 3, 2012

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**



# MARICO LIMITED

Registered Office: "Rang Sharda", Krishnachandra Marg, Bandra Reclamation, Bandra (West), Mumbai - 400 050.

## ATTENDANCE SLIP

### TWENTY FOURTH ANNUAL GENERAL MEETING ON FRIDAY, AUGUST 3, 2012 AT 4:00 P.M.

Regd. Folio No. / DP Client ID

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

No. of shares held

--	--	--	--	--	--	--	--	--	--	--	--	--

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

I hereby record my presence at the **TWENTY FOURTH ANNUAL GENERAL MEETING** of the Company to be held at The National Stock Exchange of India Limited, 'NSE Auditorium', Ground Floor, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400051 at 4.00 p.m. on Friday, August 3, 2012.

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

## PROXY FORM

### TWENTY FOURTH ANNUAL GENERAL MEETING ON FRIDAY, AUGUST 3, 2012 AT 4:00 P.M.

Regd. Folio No. / DP Client ID

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

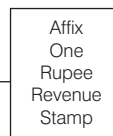
No. of shares held

--	--	--	--	--	--	--	--	--	--	--	--	--

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 FOURTH ANNUAL GENERAL MEETING** of the Company to be held at The National Stock Exchange of India Limited, 'NSE Auditorium', Ground Floor, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400051 at 4.00 p.m. on Friday, August 3, 2012 and at any adjournment(s) thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2012

Signature



#### 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.





## MARICO LIMITED

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

Registered Office: 7<sup>th</sup> 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

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

No. of shares held

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

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: 7<sup>th</sup> 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

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

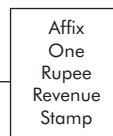
No. of shares held

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

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 \_\_\_\_\_



**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.







## MARICO LIMITED

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:

<b>Folio No.</b>										
<b>No. of Shares</b>										
<b>First Holder's Name</b>										
<b>Contact Telephone Number (with STD code)</b>										
<b>Personal E-mail ID</b>										
<b>New Account no. after implementation of CBS</b>										
<b>Bank Name</b>										
<b>Bank Branch &amp; Address</b>										
<b>9 Digit Bank Code No. (as printed on the cheque leaf)</b>	<table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>									
<b>RTGS / NEFT IFSC Code (as printed on the cheque leaf)</b>										

*(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)