

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of Marico Limited will be held on Thursday, July 24, 2008 at 2.30 p.m. at Mayfair Rooms, 'Mayfair South', 254-C, Dr. Annie Besant Road, Worli, Mumbai – 400 030 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2008 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. 0.135, Re.0.15 and Re.0.37 per equity share of Re. 1 each, declared for the Financial Year ended March 31, 2008.
3. To appoint a Director in place of Mr. Nikhil Khattau, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Jacob Kurian, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Ms. Hema Ravichandar, who retires by rotation, and being eligible, offers herself for re-appointment.
6. To appoint M/s. Price Waterhouse, Chartered Accountants, as Statutory Auditors and fix their remuneration for the financial year ending March 31, 2009.

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 must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.**
2. Members/proxies should bring duly filled attendance slips sent herewith to attend the meeting.
3. The Company has already notified closure of Register of Members and Share Transfer Books of the Company from Tuesday, June 24, 2008 to Friday, June 27, 2008, both days inclusive, for the purpose of the Annual General Meeting.
4. All dividends declared for and upto 1st Interim Dividend 2000-01, 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 the dividend warrant(s), for any dividends declared after 1st Interim Dividend 2000-01 aforesaid, are requested to forward their claims to the Company at its registered office.

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 Intime Spectrum Registry Limited (Unit: Marico Ltd.), C -13 Pannalal Silk Mills Compound, LBS Road, Bhandup (West), Mumbai 400 078.

NOTICE

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 2007 - 08.
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.

Place: Mumbai
Date: April 24, 2008

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

Registered Office:

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

VINOD KAMATH
Chief – Finance & IT and
Compliance Officer



MARICO LIMITED

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

ATTENDANCE SLIP

TWENTIETH ANNUAL GENERAL MEETING ON THURSDAY, JULY 24, 2008 AT 2.30 P.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 **TWENTIETH ANNUAL GENERAL MEETING** of the Company to be held at Mayfair Rooms, 'Mayfair South', 254-C, Dr. Annie Besant Road, Worli, Mumbai - 400 030 at 2.30 p.m. on Thursday, July 24, 2008.

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

Member's / Proxy's signature

Note : Please fill in the attendance slip and had 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

TWENTIETH ANNUAL GENERAL MEETING ON THURSDAY, JULY 24, 2008 AT 2.30 P.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 / members of the above-named Company hereby appoint _____

of _____ or failing him _____

of _____ as my/our proxy to vote for me/us on my/

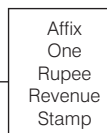
our behalf at the **TWENTIETH ANNUAL GENERAL MEETING** of the Company to be held at Mayfair Rooms, 'Mayfair South',

254-C, Dr. Annie Besant Road, Worli, Mumbai - 400 030 at 2.30 p.m. on Thursday, July 24, 2008 and at any adjournment(s)

thereof.

Signed this _____ day of _____ 2008

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.