

NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of Marico Limited will be held on Thursday, July 23, 2009 at 3.00 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, 2009 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.0.355 per equity share of Re. 1 each, declared for the Financial Year ended March 31, 2009.
3. To appoint a Director in place of Mr. Bipin Shah who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Atul Choksey, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Anand Kripalu, who retires by rotation, and being eligible, offers himself for re-appointment.
6. To re-appoint M/s. Price Waterhouse, Chartered Accountants, as Statutory Auditors and fix their remuneration for the financial year ending March 31, 2010.

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 Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 17, 2009 to Thursday, July 23, 2009, both days inclusive, for the purpose of the Annual General Meeting.
4. All dividends declared for and upto 4th Interim Dividend 2001-02, 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 the 4th Interim Dividend 2001-02 aforesaid, are requested to forward their claims to the Company at its registered address mentioned below.

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 (erstwhile Intime Spectrum Registry Ltd.) (Unit: Marico Ltd.), C -13 Pannalal Silk Mills Compound, LBS Road, Bhandup (West), Mumbai 400 078.
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 2008 - 09.

NOTICE

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: June 19, 2009

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

Registered Office:

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

RACHANA LODAYA
Company Secretary and
Compliance Officer



MARICO LIMITED

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

ATTENDANCE SLIP

TWENTY FIRST ANNUAL GENERAL MEETING ON THURSDAY, JULY 23, 2009 AT 3.00 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 **TWENTY FIRST 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 3.00 p.m. on Thursday, July 23, 2009.

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

TWENTY FIRST ANNUAL GENERAL MEETING ON THURSDAY, JULY 23, 2009 AT 3.00 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 **TWENTY FIRST 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 3.00 p.m. on Thursday, July 23, 2009 and at any adjournment(s)

thereof.

Signed this _____ day of _____ 2009

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.