

NOTICE OF THE TWENTY-THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given to all Members/Shareholders of **Marico Bangladesh Limited** that the 23rd Annual General Meeting (AGM) of the Company will be held on **Wednesday, 26th July 2023 at 10.00 A.M.** via digital platform hosted from the Corporate Office of the Company to transact the following businesses:

AGENDA

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2023 together with the Reports of the Directors and the Auditors thereon.
2. To approve Dividend for the year ended March 31, 2023 as recommended by the Board of Directors of the Company.
3. To elect/re-elect Directors due to rotation & retirement.
4. To re-appoint A. Qasem & Co as Statutory Auditors of the Company and fix their remuneration for the financial year ending March 31, 2024.
5. To appoint the Compliance Auditor for the year 2023-2024 under the BSEC CG Code.

Special Business

6. Pursuant to BSEC notification no. BSEC/CMRRCD/2009-193/10/Admin/118 dated 22 March 2021, to consider and approve the related party transactions among the Company and its associated company, Marico Limited Marico Consumer Care Products S.A.E, Marico Gulf LLC, ZED Lifestyle Pvt Ltd and Marico Middle East FZE as set out in Note 27 of the Auditor's Report & Financial Statements of the Company to approve related party transactions in the Financial Year 2023-24, for sale or purchase of assets in excess of 1% and for the sale or purchase of raw material, packaging material or finished goods in excess of 10% of the Company's revenue for Financial Year 2022-23, in the normal course of business and on an arm's length basis.

Dhaka

Date: 4 July 2023

By Order of the Board

For, **Marico Bangladesh Limited**

Corporate Office:

Marico Bangladesh Limited

The Glass House, Level-06, Plot-02, Block-SE(B)

Gulshan Avenue, Dhaka-1212



Md. Sahabuddin FCS
Company Secretary

NOTES:

1. Members whose names appear in the member/Depository Register of the company as recorded in the CDBL database on the Record Date i.e. Thursday, May 25, 2023 as per BSEC guideline are eligible to attend the 23rd Annual General Meeting (AGM) and receive the final dividend approved at the AGM.
2. A Member entitled to attend and vote at the AGM may appoint a Proxy to attend and vote in his/her stead. The "Proxy Form", duly filled, signed and stamped at BDT 20 must be sent through email to the Company's secretarial department at secretarial.mbl@marico.com no later than 72 hours before commencement of the AGM.
3. Members/Shareholders are requested to update their respective BO Accounts with their relevant information including 12-digit Taxpayers' Identification Number (TIN), bank account details including routing number, e-mail address, cell phone number and mailing address, through their respective Depository Participants.
4. Pursuant to the Bangladesh Securities and Exchange Commission's Directives dated 23rd March 2021 under Reference Number: BSEC/CMRRCD/2009-193/12 the 23rd Annual General Meeting will be a virtual meeting conducted via live webcast through digital platform.
5. The Company will send the Annual Report 2023 with Proxy Form and Attendance Slip in soft format to the e-mail of the shareholders as per their BO account details maintained with CDBL. In case of non-receipt of Annual Report 2023 sent through email, shareholders may collect the same from the company's website: www.marico.com/bangladesh.
6. The joining details and Frequently Asked Questions (FAQs) will be available in the Annual Report and published on the Investor Relations section of the Company's website at: <https://marico.com/bangladesh>. It will also be communicated to the e-mail address and cell phone number of Shareholders' as per the details in their BO accounts.
7. Members/Shareholders can join virtual AGM from Laptop, PC, Mobile or Tab with following link at <https://agmbd.live/marico2023> or by scanning the QR Code below.

**Proposed Ordinary Resolution for Agenda No. 6**

"RESOLVED THAT, approval is hereby granted for the related party transactions between the Company and its associated companies, Marico Limited Marico Consumer Care Products S.A.E, Marico Gulf LLC, ZED Lifestyle Pvt Ltd and Marico Middle East FZE as set out in the Auditor's Report & Financial Statements of the Company;

FURTHER RESOLVED THAT, approval is further granted for related party transactions in the Financial Year 2023-24, for sale or purchase of assets in excess of 1% and for the sale or purchase of raw material, packaging material, finished goods or services in excess of 10% of the Company's revenue for Financial Year 2022-23, in the normal course of business and on an arm's length basis."

Explanatory Statement for Agenda No. 6

The Company carries out a number of transactions with its parent and associated companies in the normal course of business and on an arm's length basis including the purchase of raw material, packaging material, finished goods, machinery or equipment as well as recharges for services, sale of finished goods and packaging materials and remittance of royalty and technical assistance fees. The purchase from associated companies is done to achieve economies of scale, technical and strategic gains, supply assurance and consistent quality. Considering its growth plans, the Company envisages that transactions with related parties being associated companies, Marico Limited Marico Consumer Care Products S.A.E, Marico Gulf LLC, ZED Lifestyle Pvt Ltd and Marico Middle East FZE, would either individually or in the aggregate, likely exceed the 10% threshold in the case of sale or purchase of raw materials and may exceed the 1% threshold for the purchase of assets being machinery and equipment particularly as the Company progresses towards the commercial operations of its 3rd manufacturing unit at Bangabandhu Shilpanagar. Hence approval is being sought from the Shareholders for the aforesaid related party transaction(s) proposed to be entered into by the Company in the financial year 2023-24. The Board, as such, recommends the above ordinary resolution for members' approval.