

annual report
annual report
annual report
2008-09



UNCOMMON SENSE

Apply
conventional
thinking and
you'll only
come up with
conventional
solutions. But
open your mind,
and you'll find
a world of
opportunities
opening up
before you.

UNCOMMON SENSE

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Company Information

BOARD OF DIRECTORS

Chairman

Harsh Mariwala

Managing Director

Debashish Neogi

Directors

Milind Sarwate

Vijay Subramaniam

Kunal Gupta

COMPANY SECRETARY

Iqbal Chowdhury

AUDIT COMMITTEE

Chairman

Debashish Neogi

Members

Vijay Subramaniam

Kunal Gupta

Secretary

Iqbal Chowdhury

CHIEF FINANCIAL OFFICER

Souvik B. Mazumdar

HEAD OF INTERNAL AUDITOR

Balaji K.S.

REGISTERED & CORPORATE OFFICE

House-1, Road-1, Sector-1,
Uttara, Dhaka-1230, Bangladesh

FACTORY

Mouchak, Kaliakoir, Gazipur

AUDITORS

Rahman Rahman Huq
Chartered Accountants
9, Mohakhali C/A, Dhaka

LEGAL ADVISORS

Khairul Alam Chowdhury
Barrister-at-law, Law Valley
Saiham Sky View Tower,
45, Bijoy Nagor, Suite # 11A, (11th Floor)
Dhaka - 1000, Bangladesh.

PRINCIPAL BANKERS

Citibank N.A.
HSBC
Standard Chartered Bank
Commercial Bank of Ceylon

WEBSITES

www.maricobd.com
www.marico.com
www.kayaclinic.com

Chairman's Letter to Shareholders

A Personal Message

Dear Shareholders,

Your Company, Marico Bangladesh Limited, has undergone a change in its shareholding structure in the year under report. On the auspicious day of 16th September, the company went public and its shares were listed in the DSE and CSE. We feel humbled by the great enthusiasm we observed amongst investors when the company's subscription was opened. I take this opportunity to thank you and congratulate you all.

From FY 04 to FY 08, Your Company maintained a top line CAGR of 33%. In fiscal year 2009, the overall growth of GDP was 5.9%, which was lower than the 6.2% growth in fiscal year 2008. Despite this drop in economy, Your Company has well managed its robust performance with a top line year on year growth of 53% in FY 08-09.

Your Company is well focused on maintaining a high rate of growth. This will be continued by expansion of its market share of brands which already have strong presence in the market. Your Company plans to launch first Kaya Skin Care Clinic in Bangladesh by early 2010. In India, Kaya is operated as a separate company under Kaya Limited. For the first time, it will be operated under Your Company in Bangladesh. Based on the response to the first clinic, Your Company will decide on its expansion plan. Kaya is expected to reach the Break Even Point within three to four years of period.

It gives me immense pleasure to inform you all that Your Company has achieved the ISO 9001-2008 certification on October 26, 2009. This certification has enhanced Your Company's image amongst all our stakeholders.

The strengths that have aided us in attaining our past achievements are expected to help us preparing for the future. We remain committed in reaping long term value for our investors through value propositions to consumers, widening of retail reach, excellence in operations, innovative technology and continuous effort in brand building.

Thank you for believing in Your Company. I also thank the members of Marico Bangladesh Limited and all its associates, whose dedication and ingenuity has fuelled our progress. I look forward to continuous support from all as we steer the Company further ahead on the path of sustainable profitable growth.

With best wishes for a rewarding year,



Harsh Mariwala
Chairman

Financials at a Glance-2009

	Taka in Crore		Taka
TURNOVER	405.67	EARNING PER SHARE	16.45
	+53%		+74%
GROSS PROFIT	107.77	NAV* PER SHARE	49.86
	+38%		+85%
PROFIT FROM OPERATION	49.50	NOPCFPS**	21.65
	+20%		+31%
PROFIT BEFORE TAX	57.95		
	+35%		
NET PROFIT AFTER TAX	47.09		
	+76%		
TOTAL DIVIDEND	7.88		
	+150%		

* Net Asset Value

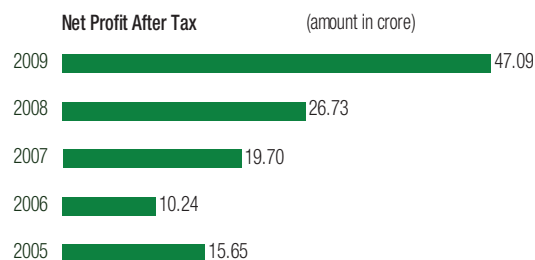
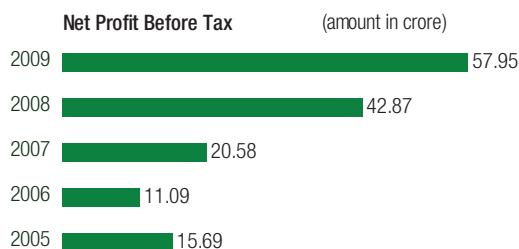
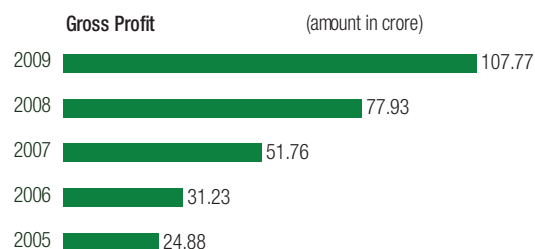
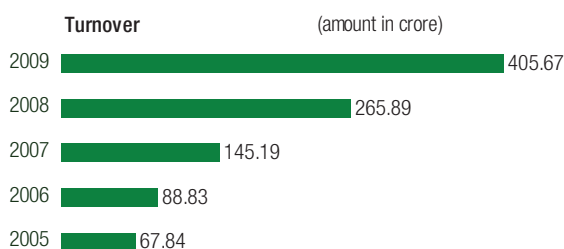
** Net Operating Cash Flow Per Share

Five Year Financial Performance

Taka in Crore

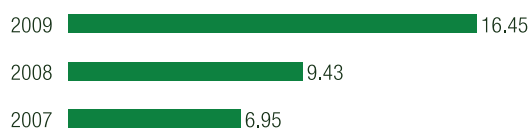
Particulars	30-Sep-09 Taka	30-Sep-08 Taka	30-Sep-07 Taka	30-Sep-06 Taka	30-Sep-05 Taka
Turnover	405.67	265.89	145.19	88.83	67.84
Cost of sales	(297.90)	(187.96)	(93.43)	(57.60)	(42.96)
Gross profit	107.77	77.93	51.76	31.23	24.88
Net profit before interest exp	49.50	41.31	21.58	12.20	14.86
Net profit after interest exp	48.81	40.72	20.01	9.49	14.86
Net profit before taxation	57.95	42.87	20.58	11.09	15.69
Net profit after taxation	47.09	26.73	19.70	10.24	15.65
Earnings before interest & tax	58.64	43.47	22.15	13.79	15.69

Performance at a glance



Key Financial Ratios

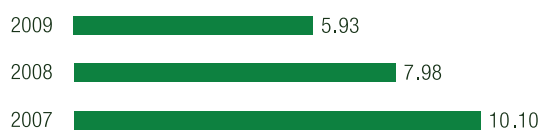
Earnings Per-Share Ratio (EPS)



Quick Ratio



Inventory Turnover Ratio



Current Ratio



Gross Margin Ratio



Operating Income Ratio



Net Income Ratio



Our Purpose

Be more. Every day.

To transform in a sustainable manner,
the lives of all those we touch,
by nurturing and empowering them
to maximise their true potential.

Marico today is more than just a business.

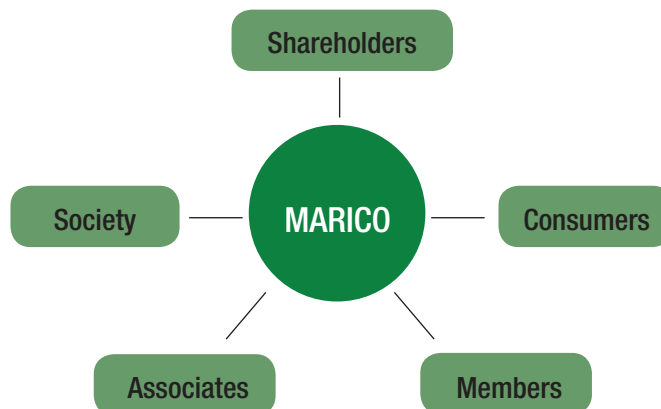
It is a principal agent of social change.

We have the responsibility of defining, creating
and distributing value to each of our stakeholders:
Shareholders, Consumers, Members, Associates and
Society.

Our purpose addresses why we exist for each
of our stakeholders, and how we impact their lives. It
is something that's true to our culture, unique to our
DNA, yet profitable to our business.

It is something we live by every single day.

OUR STAKEHOLDERS



Our Values

Values help us realise the true potential of all members of the corporate ecosystem and also help us fulfil our purpose.

CONSUMER CENTRIC

Keeping consumer as the focus and a partner in creating and delivering solutions.

TRANSPARENCY & OPENNESS

Allowing diversity of opinion by listening without bias, giving & receiving critique, with mutual respect and trust for the other.

OPPORTUNITY-SEEKING

Identifying early opportunity signals in the environment to generate growth options.

BIAS FOR ACTION

Preference for quick thoughtful action as opposed to delayed action through analysis.

EXCELLENCE

Continuous improvement of performance standards and capability building for sustained long-term success.

BOUNDARYLESSNESS

Seeking support & influencing others beyond the function & organization to achieve a better outcome/ decision, without diluting one's accountability.

INNOVATION

Experimentation and calculated risk-taking to increase success probability of radical/pioneering ideas to get quantum results.

GLOBAL OUTLOOK

Sensitivity and adaptability to cultural diversity and learning from different cultures.

THINK CONSUMER

Consumer-Centric

TO

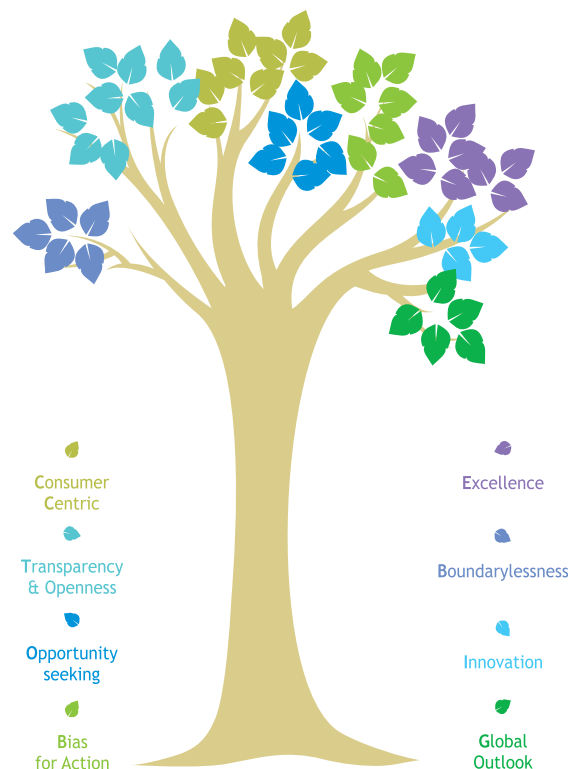
Transparency & Openness | Opportunity-seeking

BE

Bias for Action | Excellence

BIG

Boundarylessness | Innovation | Global Outlook



Management Discussion and Analysis

The report has been presented in line with the requirements of Sec 184 of The Companies Act, 1994, SEC Notification, Listing Regulations of Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE). This discussion covers the financial results and other developments during October'08 - September'09 in respect of Marico Bangladesh Limited (hereinafter referred to as "Marico")

Some statements in this discussion describing projections, estimates, expectations or outlook may be forward looking. Actual results may however differ materially from those stated on the account of various factors such as changes in government regulations, tax regimes, economic developments of the country, exchange rate and interest rate movements, impact of competing products and their pricing, product demand and supply constraints.

Industry Structure and Development

The Fast Moving Consumer Goods (FMCG) sector, comprises goods of daily use like soaps and detergents, personal care products, food & beverages, oils and dairy products.

The FMCG market can be divided into two segments – urban and rural. The urban segment is characterized by high penetration levels and high spending propensity of the urban resident. The rural economy is largely agrarian – directly or indirectly dependent on agriculture as a means of livelihood – with relatively lower levels of penetration and a large unorganized sector.

The FMCG Industry caters to the needs of the consumers located across the country and deep in its heartland through a well developed and efficient supply chain model comprising C&F Agents, distributors, wholesalers and retailers. With access to the rural economy gradually improving with investments in physical infrastructure, it is likely that it shall continue to be the focal point of interface of the FMCG companies with the retail consumer.

The consumer aspires to reach a level of consumption that commensurates with the consumption pattern of those in more developed economies even as he is cautious about extravagance and over indulgence. This provides the FMCG companies with opportunities for growing the market.

Low capital requirements, simple manufacturing processes and sub-contracting of manufacturing activities are characteristics of the Industry. As a result, several small local brands tend to compete with well established Multinational Companies. FMCG Companies have to continuously innovate and also advertise in order to build the equity of their brands and create mass pull. Brand building, product innovation and product differentiation are critical to the growth of FMCG companies.

Opportunities and Threats

- **Demographic profile**

The country has a population in excess of 150 million. This provides the FMCG companies with a large consumer base. The median age continues to be in mid to late twenties. The youth of today is conscious

of the importance of being well groomed and looking good. With increasing focus on education and empowerment of women, their lifestyle and propensity to consume is undergoing a change; they are becoming more fashion conscious and open to experimenting with new products.

- **Urban economy**

Rapid urbanization has resulted in large markets getting concentrated in urban centers. Increasing disposable incomes and exposure to media have shaped aspirations of the urban consumer while consumerism has led to satisfaction of wants. Availability of credit and changed mindset towards consumption has further fuelled the demand for consumables.

The high growth trajectory in the urban economy of the past few years has shown some slowdown on account of the global economic crisis, particularly for discretionary spending. However, the impact has been muted for items of daily consumption.

- **Rise of the rural economy**

The economic scenario in the country has undergone a change in the recent past. Nearly two-thirds of the Bangladesh population resides in sub-urban and rural villages and mainly practices agriculture besides trading activities. With the facilities and government subsidies in inputs of agriculture, diversification from basic farming to fisheries, poultry, live stocks, dairies and organized branded marketing of several of these items continues to keep the rural economy in good circulation. Rural Bangladesh now forms a sizeable share of the demand for FMCG products, consumer durables and consumer discretionary products.

Increased spending power of the rural people coupled with relatively lower degree of penetration of branded FMCG products in these markets, have provided the Industry players with an opportunity to drive growth. Established Brands are tapping in to the rural economy to encourage up-trading by the consumer from unbranded products to branded ones with assured quality and purity.

- **Lifestyle and awareness**

The present day consumer is savvy, has higher aspirations and is brand & lifestyle conscious. She does not mind spending on quality products and seeks value for money spent. FMCG Companies have recognized the opportunity available by introducing “Value for Money” as well as “Premium” product variants aimed at catering to varying needs of different consumers.

Products aimed at delivering healthy lifestyle solutions have been introduced to woo the health conscious consumers.

- **Branded solutions sector**

The increase in the propensity to consume and the increasing consciousness for adopting healthy lifestyle offerings have led to the development of branded solutions including leveraging of existing brand identities and creating extensions around them.

The quality conscious consumer is willing to pay premium for effective solutions, improved services and a superior experience.

The focus is to provide consumers with a holistic solution for their needs in the form of a consolidated offering of various products and services.

- **Impact of National Economy over Marico Business**

GDP growth for last 5 years reveals that economy of Bangladesh has been growing at steady rate of 5-6 percents. Foreign exchange remittance has increased (by migrant workers and NRBs) rapidly and touched almost US\$10 billion in recent past. This has had a positive impact on demand side on mass consumption especially in the rural areas, which are major recipients of overseas remittances. Moreover, growing disposable incomes and increased media exposure are ushering in a revolution in consumer behavior, presenting exciting growth opportunities for companies. Despite the global economic recession, the growth of demand in the rural market especially in FMCG space was phenomenal. Marico is well represented across the price spectrum and has been able to perform well despite relatively soft macro conditions.

Risks & Concerns

- **Input Costs**

Commodity prices are often linked to international indices and volatility in these benchmarks causes fluctuations in the product prices.

The past 2 years have witnessed a wide fluctuation in the price of commodities. Crude Oil touched a record high of USD 140 per barrel before crashing to below USD 50 per barrel. Similar volatility was experienced in other commodities. The overall level of uncertainty in the environment has gone up.

Input costs comprise nearly 60% of the production costs in the FMCG sector. Inflationary tendencies in the economy directly impact the input costs and could create a strain on the operating margins of the FMCG companies. Brands with greater equity may find it easier to adjust prices in line with fluctuating commodity prices and input costs.

- **Competition**

The FMCG environment in Bangladesh is dominated by a few large MNCs. Growing entrepreneurship among local operators is seeing newer entrants thereby making the market competitive. Therefore, focus on branding, product differentiation, distribution and innovation is of higher importance, to build a loyal consumer franchise.

- **Product innovation and new product launches**

Success rate for new product launches in the FMCG sector is low. Superior consumer understanding and differentiated propositions are major priorities that the sector needs to focus in order to minimise the risk and cost involved in such initiatives. Marico has adopted the prototyping approach to new product introductions that helps maintain a healthy pipeline and at the same time limits the downside risks.

- **Discretionary spending / Down trading**

In situations of economic duress, items which are in the nature of discretionary spending are the first to be curtailed. This is relevant for the lifestyle solutions offered by the companies.

In an extended recession, down trading from branded products to non-branded ones could also occur and affect the financial performance of the company.

Internal Control Systems and Adequacy

Marico has a well established and comprehensive internal control structure across the value chain to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition that transactions are authorised, recorded and reported correctly and that operations are conducted in an efficient and cost effective manner. The key constituents of the internal control system are:

- Establishment and review of business plans
- Identification of key risks and opportunities
- Policies on operational and strategic risk management
- Clear and well defined organization structure and limits of financial authority
- Continuous identification of areas requiring strengthening of internal controls
- Operating procedures to ensure the effective business process
- Systems of monitoring compliance with statutory regulations
- Well-defined principles and procedures for evaluation of new business proposals/capital expenditures
- A robust management information systems
- A robust internal audit and review systems

Marico has appointed Mr. Balaji K.S. as Head of Internal Audit. He coordinates and supervises all internal control systems. We have two internal auditors- M/s Hossain Farhad & Co., a local Chartered Accountant Firm who conducts audit throughout the year and M/s Aneja Associates, a Chartered Accountant Firm of India, who is the internal auditors of the parent company.

Internal Audit is undertaken on a continuous basis covering areas across the value chain like manufacturing operations, sales and distribution, marketing, finance etc. Reports of the internal auditor are regularly reviewed by the management and corrective actions are initiated to strengthen the controls and enhance the effectiveness of the existing systems.

The SAP suite of ERP (SAP R/3, SCM, and APO) provides a real time check on various transactions emanating from various business processes of the company. Marico-Net, the web-enabled architecture that links to Marico to its biggest business associates, namely its distributors, also helps the company exercise similar controls over its sales system.

Human Resources & Development

Marico is professionally managed organization that has built for itself a stimulating work culture that empowers people, promotes team building and encourages new ideas.

The organization believes that great people deliver great results and lay foundation for the sustainable profitable growth.

The organization lays emphasis on recruiting right talent. It believes in recruiting the talent not for present but for future.

It has recently started with its campus program. The focus is to recruit the best talent from the premier institutes of the country. The organization believes in grooming the talent by providing challenge and early responsibility at work. A strong business linkage of all Human Resource processes and initiatives are maintained at Marico. The organization has created a favorable work environment that motivates performance. Marico has a process of performance enhancement through deployment of MBR (Management By Results) to create an environment of challenge and stretch. It is also linked to a variable element of performance based compensation.

The organization believes in investing in people to develop and expand their capability. Marico's strategies are based, inter alia, on processes of continuous learning and improvement. Personal development plans focus upon how each individual's strength can be best leveraged so as to help each one to deliver to his/her full potential. External training programs and cross functional exposures provide the extra edge.

Marico had formulated a contemporary set of values four years ago and it is important that all members in the organization are not only aware of but also consciously practice and "walk the talk" on all its values. To build this consciousness and commitment to Value, Workshops are held for teams to identify their focus areas and plan actions accordingly.

Marico always welcomes openness and transparency. Every year a program, “Organization Communication” (OC), is held in which every member attends. Apart from performance reviews and plans ahead, OC includes motivational speakers, recognition for Outstanding Performances by Members etc. OC involves a session recognized as open house, where any member can raise any query. These queries lead to greater transparency and accountability. Marico makes sure that “Marico Values” and beliefs are practiced.

Marico believes in member empowerment. A member is always encouraged to be forthcoming in sharing ideas. Such practices have led to constant innovation in Marico. This year with the IPO launch, 0.5% of the issue was set aside for its employees. This is not only a boost to the spirit, it has also raised the feeling of ownership in members and reinforced the need to keep moving towards better performance and make stake holder value creation /enhancement an ongoing process.

Every year, Marico organizes a Mid Year Review. In this occasion, a comprehensive analysis is done by the head of functions and the sales team on where the organization stands in terms of reaching the concerned year’s goals. Detailed reporting is done along with analysis of what needs to be done in the future, or what initiatives can be taken.

As on September 30, 2009, the employee strength of Marico Bangladesh was 93.

Brands and Marketing

The company’s flagship brand Parachute turned in very healthy volume growth during the year. Parachute Advansed and Parachute Beliphool Light both saw a very active year.

In the soap portfolio, Aromatic Gold & Camelia faced stiff competition and cost push due to global price hike of inputs. Both the brands are being sustained for future growth.

The company is now moving towards the mass market with a comprehensive marketing plan under its motivated marketing team. “Parachute” its flagship brand has attained dominant leadership position in the coconut oil category and is synonymous with pure coconut oil in the market. Last year, its market share has improved by 3% which now stands at 75% in branded coconut oil. After acquiring soap brands “Aromatic” and “Camelia” the company re-launched: “Aromatic” by rebranding it as “Aromatic Gold” though it is yet to achieve high brand recognition as compared to its competitors. The entire marketing campaign involves communication plans, embracing television, print media and bill boards throughout the length and breadth of the country.

Distribution

Distribution facilities and timely reach of products to consumers is one of the key strengths of a FMCG company. Marico has a full-fledged distribution channel. Currently, the company has a good distribution network coverage comprising its own four depots and distribution partners across the country, in order to keep sufficient level of products available all around the country. These four depots are located at Gazipur, Chittagong, Jessore

and Bogra enabling a strong presence across the country, both in rural and urban areas. Marico's own sales professionals support and scrutinize the entire distribution channel. At present, there are 320 distribution partners all over the country. Marico's own employees like RSM (Regional Sales Manager), ASM (Area Sales Manager) and ASE (Area Sales Executive) physically monitor and rigorously control the distributors' functions from time to time.

Uncommon Sense is what we believe in, hence it is no surprise that a significant chunk of Marico's soap sale is generated by non-traditional sales channels – which include cycle distribution, partnering with self help groups in rural areas, Gram Shebok, direct selling etc.

Capacity Building

Investments were made in building capacity. Two new tanks of capacity 1000kl and 500kl have been erected. Augmentation of capacity has been necessiated by increase in demand couple with necessity of maintaining buffer stocks for better risk management.

Quality Assurance

Quality & good manufacturing practices along with following legal parameters dictating quality aspects, as laid out by regulatory bodies, Marico practices Q-CERT, an inhouse Quality Assurance model developed on the lines of ISO 9000. This allows consistent quality of products. Q-CERT aids in minimising break downs while supporting maximum possible output. Further, such initiatives have helped Marico in preventing accidents and curtailing overhead costs.

The company has strong focus on the quality control of its products. All products are in accordance to BSTI's given parameters. Marico ensures quality of product thorough inspection and surveillance. Standard Operating Procedures (SOP) for every step of the production process are followed, enabling Marico to acquire ISO certification in an astounding four months period. On October 26, 2009, Marico successfully received ISO 9001-2008 certification for its continual improvement of the Quality Management System. Marico places great emphasis on managing quality control and careful steps are taken to ensure that the standard of the products provided to its customers are consistent, reliable and meets their needs.

Marico practices good Housekeeping & Good Manufacturing Practices (GMP) at its factory sites. Housekeeping helps to maintain a healthy environment. Housekeeping means keeping the right object in the right place and removing unwanted objects from the work place. This is pivotal in maintaining quality of finished goods and in order to keep a clean environment for labors to work.

Technology in Marico

The entire sales commercial, factory commercial, finance operation runs through SAP based integrated ERP system. Use of this package makes it possible to track and manage, in real-time, sales, production, finance & accounting and human resources in an enterprise.

eVAT is another milestone initiative that saves paperwork and time. VAT is processed at the factory on eVAT software where all the transactions are recorded and processed. A hard copy of VAT Register is maintained where transactions are recorded and VAT is calculated, manually. The VAT Register is needed for reference by VAT officials.

In most of the metro cities, the sales representatives or rather known as Distributor's Sales Men (DBSMs) carry Personal Digital Assistant (PDA), which makes the sales process much more efficient. PDA is installed with a software that makes the sales process easier for both retailers and DBSMs. The PDA has been customised so that the medium of interface is in Bengali. Such a PDA assists DBSMs in recalling all the brands, SKUs and aids in seeing whether sufficient stock is available or not.

Corporate Social Responsibility (CSR)

- **Traffic Umbrella**

Umbrellas were given to traffic policemen in Dhaka and Chittagong as a part of CSR initiatives being undertaken by Marico. Marico tied up with the Metropolitan Police to provide umbrellas as shelters for these policemen. Marico handed over 200 umbrellas for traffic police Dhaka Metropolitan Police. The event took place at the Police Headquarter, Dhaka. Inspector General of Police Mr. Nur Mohammad along with other senior police officials was present at the event.

- **Contribution for Flood Victims**

BDT 11.10 lac (Marico contributed Tk. 10 lac and remaining amount Tk. 1.10 Lac was contributed by the members) was handed over to the Chief Advisor of the Caretaker Government of Bangladesh for flood affected people.

- **Contributions to the "Shorkari Shishu Poribar"**

Marico donated 300 packs of Parachute, Aromatic and Camelia to the children at "Shorkari Shishu Poribar".

- **Contribution to the SIDR Affected**

Bangladesh was badly hit by cyclone SIDR. Marico & its Members donated quilts worth Tk 3 lac in Jhalokathi, Barisal Division. Marico has given quilts to army for proper distribution of the same to the affected people.

Marico Performance in the year

Marico Bangladesh Limited recorded a turnover of Tk. 406 crore for the year ended 30th September, 2009 (FY 08-09), a growth of 53% over the previous year. Profit Before Tax (PBT) during the year was Tk. 58 crore, while the Profit After Tax (PAT) was at Tk. 47 Crore, a growth of 35% and 76% over the previous year PBT and PAT respectively.

Financial results for the company are summarised in the following chart.

Particulars	September 30, 2009 BDT in Crore	September 30, 2008 BDT in Crore	% Change
Revenue	405.67	265.89	53%
Profit before tax	57.95	42.87	35%
Tax expense	10.86	16.14	-33%
Net profit	47.09	26.73	76%
Dividend	7.88	3.15	150%
Shareholders' equity	157.07	84.78	85%
Net fixed assets	34.92	39.83	-12%
Earnings per share (EPS)	16.45	9.43	74%

During the year, the company has written off deferred expenses to the tune of Tk. 6.63 crore, which has led to substantial increase in General and Administration Expenses.

Below are comparative figures of key parameters of Marico:

Description	September 30, 2009	September 30, 2008
Net Asset Value (NAV)	TK. 49.86	TK. 26.90
Net Operating Cash Flow Per Share (NOCFPS)	TK. 21.65	TK. 16.57
PBT as a % of Sales	14.28%	16.12%
PAT as a % of Sales	11.60%	10.05%

It may be noted that Marico has surpassed its deliverables more than what was projected in the prospectus for FY 08-09 in following manner:-

FY 08-09	Actual	Projection
Sales (Tk. In Crore)	406	338
PBT (Tk. In Crore)	58	55
PAT (Tk. In Crore)	47	41
EPS (Tk.)	16.45	13.81

On Behalf of the Board of Directors



Harsh Mariwala
Chairman



Debashish Neogi
Managing Director

Corporate Governance Report

In order to enhance corporate governance in the interest of investors and stakeholders, Marico follows Securities & Exchange Commission Corporate Governance guideline notification no-SEC/CMRRCD/2006-158/Admin/02-08 dated February 20, 2006.

- **Board of Directors:** Marico's Board of Directors consists of 5 (five) members. Managing Director sits as a member of the Board of Directors. The attendance of the Board of Directors' members in the meetings held for last year is captured in the table below:

Annexure I

Board Meeting Attendance			
Name of Directors	Position	No. of Meeting Held	No. of Meetings Attended
Debashish Neogi	Director	11	11
Kunal Gupta	Director	11	11
Harsh Mariwala	Chairman	11	-
Milind Sarwate	Director	11	11*
Vijay Subramaniam	Director	11	-

* Through alternate Director, Mr. Kunal Gupta

- **Chief Financial Officer, Head of Internal Audit and Company Secretary:** At present, the Board of Directors has appointed Souvik B. Mazumdar as CFO, Balaji K.S. as Head of Internal Audit and Iqbal Chowdhury as Company Secretary of the company.
- **Audit Committee:** The Board of Directors has constituted an Audit Committee as a sub-committee of the Board. The committee consists of 3 members excluding the Company Secretary.

Constitution of Audit Committee:

Debashish Neogi	Chairman
Vijay Subramaniam	Member
Kunal Gupta	Member
Iqbal Chowdhury	Secretary to the committee

The Audit Committee reports to the Board of Directors. It usually notifies Board of Directors along with oversight of the company's financial reporting process and disclosures of its financial information to ensure that the financial statement is correct, sufficient and credible on the following findings, if any:-

- Report on conflicts of interests
- Suspected or presumed fraud or irregularity or material defect in the internal control system

- c) Suspected infringement of laws, including securities related laws, rules and regulations
 - d) Any other matter which should be disclosed to the Board of Directors immediately
- **External/Statutory Auditors:** M/s Rahman Rahman Huq has been appointed as the statutory auditor for the company. They are not involved with any other services of the company.
 - **Status of Compliance:** with Securities and Exchange Commission's Notification No. SEC/CMRRCD/2006-158/Admin/02-08 dated 20th February, 2006 The checklist are attached hereunder as Annexure-II

Annexure II

Condition No.	Title	Compliance Status	Explanation
1.1	Board's Size: Board members should not be less than 5 (five) or more than 20 (twenty)	Complied	
1.2 (i)	Independent Director: At least 1/10th	Not Complied	Appointment is under process
1.2 (ii)	Appointment of Independent Director by Elected Directors	N/A	
1.3	Individual Chairman of the Board and Chief Executive Officer, with defined roles and responsibilities	Complied	
1.4	The Directors to report shareholder on:		
1.4 (a)	Fairness of Financial Statements	Complied	
1.4 (b)	Maintenance of proper Books of Accounts	Complied	
1.4 (c)	Adaptation of proper accounting policies and estimates	Complied	
1.4 (d)	Compliance with BAS & BFRS	Complied	
1.4 (e)	Soundness on Internal Control Systems	Complied	
1.4 (f)	Ability to continue as a Going Concern	Complied	
1.4 (g)	Significant deviation from last year	Complied	
1.4 (h)	Presentation of last three years data	Complied	
1.4 (i)	Declaration of Dividend	Complied	
1.4 (j)	Details of Board Meetings	Complied	
1.4 (k)	Shareholding Pattern	Complied	
2.1	Appointment of CFO, Head of Internal Audit, and Company Secretary and defining their roles and responsibilities	Complied	

Condition No.	Title	Compliance Status	Explanation
2.2	Attendance of CFO and the Company Secretary at Board of Directors Meetings	Complied	
3	Audit Committee		
3.1 (i)	Constitution of Committee	Complied	
3.1 (ii)	Constitution of Committee with Board Members including one Independent Member	Not Complied	Ref. 1.2 (i)
3.1 (iii)	Filling of Casual Vacancy in Committee	N/A	
3.2 (i)	Chairman of the Committee	Complied	
3.2 (ii)	Professional qualification and experience of the Chairman of the Committee	Complied	
3.3.1 (i)	Reporting to the Board of Directors	N/A	
3.3.1 (ii) (a)	Reporting of Conflict of Interest to the Board of Directors	N/A	
3.3.1 (ii) (b)	Reporting of any fraud or irregularity to the Board of Directors	N/A	
3.3.1 (ii) (c)	Reporting of violation of laws to the Board of Directors	N/A	
3.3.1 (ii) (d)	Reporting of any other matter to the Board of Directors	N/A	
3.3.2	Reporting of qualified points to commission	N/A	
3.4	Reporting to the Shareholders and General Investors	Complied	
4.0	External/Statutory Auditors	Complied	
4.00 (i)	Non-engagement in appraisal or valuation	Complied	
4.00 (ii)	Non-engagement in designing of Financial Information System	Complied	
4.00 (iii)	Non-engagement in Book-Keeping	Complied	
4.00 (iv)	Non-engagement in Broker-Dealer Service	Complied	
4.00 (v)	Non-engagement in Actuarial Services	Complied	
4.00 (vi)	Non-engagement in Internal Audit	Complied	
4.00 (vii)	Non-engagement in any other services	Complied	

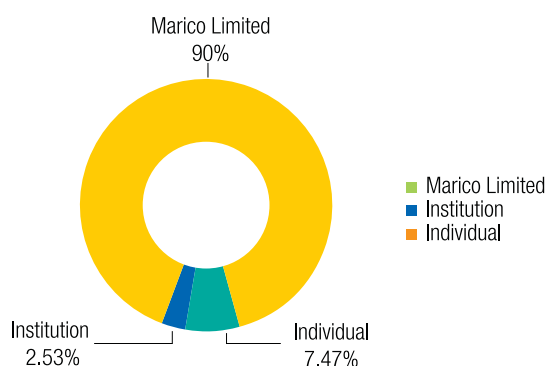
Annexure III

Pattern of Shareholding on Record Date- December 13, 2009

Particulars	No. of Shares	Percentage
Parent Company:		
Marico Limited	28349993	90.00%
Other Related Parties:		
Board of Directors:		
Harsh Mariwala, Chairman	1	-
Milind Sarwate, Director	1	-
Vijay Subramaniam, Director	1	-
Kunal Gupta, Director	1	-
Debashish Neogi, Managing Director and Spouse and Minor Children	1	-
Souvik B. Mazumdar, CFO and Spouse and Minor Children:	1750	0.0056%
Balaji K. S, Head of Internal Audit and Spouse and Minor Children:	1	-
Iqbal Chowdhury, Company Secretary and Spouse and Minor Children:	10350	0.0329%
Executives (Top 5 Salaried Person Other Than MD, CFO, HIA, CS):		
Soumendra Sankar Das	12201	0.0387%
Matiur Rahman	13600	0.0432%
Subir Das	-	-
Tarif Bin Tabib Aziz	3300	0.0105%
Tuhin Ahmed Chowdhury	3800	0.0121%

Marico Shareholding Pattern

Category	No. of Shares	Percentage
Marico Limited	28,350,000	90.00%
Institution	798,350	2.53%
Private	2,351,650	7.47%
Total	31,500,000	100 %



Directors' Report

To the Members

The Board of Directors ("Board") is pleased to present the First Annual Report of Your Company, Marico Bangladesh Limited for the year ended September 30, 2009 ('the year under review', 'the year', or 'FY08-09').

This report is prepared in compliance with section 184 of the Companies Act 1994 and Securities & Exchange Commission Order no-SEC/CMRRCD/2006-158/Admin/02-08 dated February 20, 2006.

Principal Activities

The principal activities of the company continued to be manufacturing and marketing of Fast Moving Consumer Goods (FMCG). The company is the manufacturer and marketer of well known brands like Parachute, Parachute Beliphool, Aromatic Gold, Camelia, Parachute Advansed etc.

Review of Business

The chairman's letter on page 02 and the Management Analysis on pages 08 to 17 states the company's affairs and highlights important events that occurred during the year.

Listing

Your Company has become publicly listed through Initial Public Offer (IPO) of its equity shares during the year under discussion. The company initially issued 5% of its paid up capital at a price of Tk. 90 per share (including premium of Tk. 80 per share). Later on, Marico exercised "Green Shoe Dilution Option", a first in the history of Bangladesh capital market and diluted another 5% for retail investors of the country. Out of 10% dilution, Marico has allotted 152,250 shares to its employees which are under lock-in for 3 years in a staggered way.

The issue was well received by investors with tremendous response resulting in oversubscription by more than 10 times. On the very first day of its trading, share price touched an intra-day high of Tk. 368 per share for that day and was second highest traded share in terms of value/turnover amounting to Tk. 325.811 million.

Launch of Kaya Skin Care Clinic

Marico group entered the business of offering dermatology led cosmetic skin care solutions in India in 2003 through Kaya Skin Care Clinics. Marico group was the first organized player in this segment and enjoys benefits of scale and operations. Kaya has a first mover advantage in introducing cosmetic dermatology in India. Through specialized skin care services (beauty enhancement, problem-solution and anti ageing) using world class FDA approved technology adapted for relevant skin type, Kaya has been able to offer its consumers highly efficacious solutions and a refreshing experience globally. Kaya has become the leading skin care services brand with 100 clinics overall in India and Middle East (85 clinics in India across 25 cities and 15 clinics in the Middle East

across 9 cities). Over 600,000 customers have availed services at Kaya Skin Clinic. Kaya now has over 250 dermatologists associated with it.

Your Company expects to open first clinic in Bangladesh by early 2010. It is also considering opening more clinics basis on the response to the initial offering. In this regard, the unit will be in an investment mode for next 3-4 years.

ISO 9001:2008 Certificate

Your Company has received ISO 9001:2008 Certificate, for its quality management system. US based Orion Registrar Inc. has handed over the certificate to the company.

Parachute Awarded as 2nd Best Brand

“Parachute” is awarded as the 2nd Overall Most Trusted Brand out of 1,796 Brands across categories of consumer durables and non-durable products and services (both local and MNCs) operating in Bangladesh and the Best Brand in its category in 2009 by Bangladesh Brand Forum, affiliated with Global Brand Forum, Singapore.

Corporate and Financial Reporting Framework

In accordance with Securities and Exchange Commission’s Notification No. SEC/CMRCD/2006-158/Admin/02-08 dated February 20, 2006 the Directors are pleased to confirm the following:

- (a) The financial statement together with the notes thereof have been drawn up in conformity with the Companies Act 1994 and Securities and Exchange Rules 1987. These statements present fairly the company’s state of affairs, the results of its operations cash flow and changes in equity.
- (b) Proper books of account of the company have been maintained.
- (c) Appropriate accounting policies have been consistently applied in preparation of the financial statements and the accounting estimates are based on reasonable and prudent judgment.
- (d) International Accounting Standards, as applicable in Bangladesh, have been followed in preparation of the financial statements.
- (e) The systems of internal controls are sound and have been effectively implemented and monitored effectively.
- (f) There are no significant doubts upon the company’s ability to continue as a Going Concern.
- (g) The significant deviations from last year in operating results of the company have been highlighted in the report and reasons thereof have been explained.
- (h) The key operating and financial data for the last five years are annexed.

Corporate Governance Compliance Report

Marico Bangladesh Limited adheres to good Corporate Governance principles, as described on pages 18 to 21.

The Company has also complied with all the requirements of Corporate Governance as guided by the Securities and Exchange Commission. Accordingly, Corporate Governance Compliance Report is shown in the Annexure-II of this report.

Financial Results and Appropriations

The Directors are pleased to report the financial results for the year ended September 30, 2009 and recommended the following appropriations:-

	Taka in Crore	
	Sep 30, 2009 Taka	Sep 30, 2008 Taka
Profit before taxation	57.95	42.87
Less: Provision for tax	10.86	16.14
Profit after tax	47.09	26.73
Less: appropriations		
dividend	7.88	3.15
Total appropriation	7.88	3.15
Un-appropriated profit C/F	39.21	23.58

Dividend

Based on the performance of the company, the Board of Directors recommended cash dividend @ 25% for the year ended September 30, 2009. Total Dividend for the year amounting to Tk. 7.88 Crore, which is 150% higher than the dividend amount, paid in the previous year.

Contribution to National Exchequer

During the year under review Your Company paid Tk. 90.94 Crore to the National Exchequer in the form of Corporate Income Tax, Customs Duties, Supplementary Duties and VAT.

Recommendations for Re-Election

The Directors who retire by rotation in accordance with Articles 98, 99, 100 and 107, are Harsh Mariwala and Milind Sarwate. Harsh Mariwala and Milind Sarwate, being eligible for re-election are recommended by the Board of Directors.

Reserves

The total reserves of the company stood Tk. 100.37 Crore.

Subsequent Events after Balance Sheet Date

No events have occurred since the balance sheet date other than cash dividend declaration, which would require adjustment or disclosure in the financial statements. The declaration of cash dividend has been included in notes 38 of financial statements.

Shareholder Information

The distribution of shareholding in different categories is given on page 21.

Appointment of Auditors

The auditors, M/s Rahman Rahman Huq, Chartered Accountants, will retire at the conclusion of ensuing the Annual General Meeting and being eligible under Section 210 of the Companies Act, 1994 read with Securities and Exchange Commission Order No. SEC /CFD-71/2001/Admin/02/05 dated January 03, 2002, offered themselves for re-appointment with Audit Fees of Tk. 300,000.

Management Appreciation

The members of the Board of Directors would like to take this opportunity to express their heartfelt thanks to all stakeholders such as Employees, Customers, Consumers, Banks and Financial Institutions, Regulatory Bodies, Auditors, SEC, DSE, CSE, CDBL, ISSL, Business Associates and finally the Shareholders for their immense support and contribution towards the success of the company.

On Behalf of the Board of Directors



Harsh Mariwala
Chairman



Debashish Neogi
Managing Director

Auditors' Report

To the Shareholders of Marico Bangladesh Limited

We have audited the accompanying balance sheet of Marico Bangladesh Limited (the "Company") as at 30 September 2009 and the related profit and loss account, statement of changes in equity, cash flow statement and a summary of significant accounting policies and other explanatory notes for the year then ended. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

Scope:

We conducted our audit in accordance with Bangladesh Standards on Auditing (BSA). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

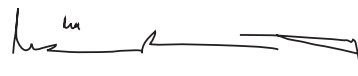
Opinion:

In our opinion, the financial statements, prepared in accordance with Bangladesh Accounting Standards (BAS) and Bangladesh Financial Reporting Standards (BFRS), give a true and fair view of the state of the company's affairs as at 30 September 2009 and of the results of its operations and cash flows for the year then ended and comply with the applicable sections of the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

We also report that:

- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
- b) in our opinion, proper books of account as required by law have been kept by the company so far as it appeared from our examination of those books;
- c) the company's balance sheet and profit and loss account dealt with by the report are in agreement with the books of accounts; and
- d) the expenditure incurred was for the purposes of the company's business.

Dhaka, 23 December 2009



Rahman Rahman Huq
Chartered Accountants

Marico Bangladesh Limited

Balance Sheet

as at 30 September 2009

	Notes	2009 Taka	2008 Taka
Assets			
Non-current assets			
Property, plant and equipment			
Cost	4	358,129,851	305,885,167
Less: Accumulated depreciation		87,168,786	65,647,625
		270,961,065	240,237,542
Asset under construction	5	65,000,000	65,000,000
Intangible assets	6	12,610,744	15,298,714
Deferred tax assets	17	609,231	-
Other assets	7	-	77,791,645
		78,219,975	158,090,359
Total non-current assets		349,181,040	398,327,901
Current assets			
Inventories	8	455,461,843	175,874,007
Goods in transit		179,072,508	193,876,114
Accrued interest	9	48,406,023	4,150,411
Trade debtors	10	-	4,208,637
Investments	11	100,000,000	100,000,000
Advances and deposits	12	41,474,311	120,589,326
Advance income tax	13	86,021,441	47,758,202
Fixed deposit	14	1,037,340,522	280,000,000
Cash and cash equivalents	15	238,727,661	164,701,711
		2,186,504,309	1,091,158,408
Total current assets		2,535,685,349	1,489,486,309
Total assets		2,535,685,349	1,489,486,309
Equity and liabilities			
Shareholders equity			
Share capital	16	315,000,000	90,000,000
Proposed dividend		-	31,500,000
Share premium		252,000,000	-
Accumulated profit		1,003,704,892	726,339,799
Total shareholders equity		1,570,704,892	847,839,799
Non-current liabilities			
Deferred tax liabilities	17	-	8,290,921
Provision for gratuity		7,112,926	2,235,457
Total non-current liabilities		7,112,926	10,526,378
Current liabilities			
Short term loan	18	77,179,122	30,766,667
Liability for expenses	19	275,044,840	189,308,845
Interest payable		193,000	-
Income tax payable	20	168,272,288	172,667,019
Trade creditors	21	341,116,259	190,018,426
Payable to holding company	22	70,682,949	45,016,335
Other liabilities	23	25,379,072	3,342,840
		957,867,530	631,120,132
Total current liabilities		957,867,530	631,120,132
Total equity and liabilities		2,535,685,349	1,489,486,309

The accompanying notes 1 to 39 form an integral part of these financial statements.


Company Secretary


Director


Managing Director

As per our annexed report of same date


Auditors

Marico Bangladesh Limited

Profit and Loss Account

for the year ended 30 September 2009

	Notes	2009 Taka	2008 Taka
Turnover	24	4,056,700,695	2,658,852,912
Cost of goods sold	25	(2,979,011,189)	(1,879,585,931)
Gross profit		1,077,689,506	779,266,981
Operating expenses			
Selling and distribution expenses	26	(278,070,756)	(210,209,088)
General and administration expenses	27	(304,647,656)	(155,914,243)
		(582,718,412)	(366,123,331)
Profit from operation		494,971,094	413,143,650
Interest expense	28	(6,869,004)	(5,965,403)
Profit after interest expense		488,102,090	407,178,247
Other income	29	91,395,512	21,551,307
Profit before taxation		579,497,602	428,729,554
Tax expenses/income:			
Current tax		(117,532,661)	(159,329,730)
Deferred tax		8,900,152	(2,113,118)
		(108,632,509)	(161,442,848)
Net profit		470,865,093	267,286,706
Earnings per share (EPS)	30		
Basic earnings per share (per value Tk 10)		16.45	9.43

The accompanying notes 1 to 39 form an integral part of these financial statements.


Company Secretary


Director


Managing Director

As per our annexed report of same date


Auditors

Dhaka, 23 December 2009

Marico Bangladesh Limited

Statement of Changes in Shareholders' Equity

for the year ended 30 September 2009

	Share capital Taka	Share premium Taka	Tax holiday reserve Taka	Proposed dividend Taka	Retained earnings Taka	Total Taka
Balance as at 1 October 2007	10,000,000	-	305,545,269	26,000,000	265,007,823	606,553,092
Net profit after tax for the year 2008	-	-	-	-	267,286,706	267,286,706
Reversal of the tax holiday reserve	-	-	(305,545,269)	-	305,545,269	-
Dividend paid	-	-	-	(26,000,000)	-	(26,000,000)
Proposed dividend	-	-	-	31,500,000	(31,500,000)	-
Transferred to share capital	80,000,000	-	-	-	(80,000,000)	-
Balance as at 30 September 2008	90,000,000	-	-	31,500,000	726,339,799	847,839,799
Balance as at 1 October 2008	90,000,000	-	-	31,500,000	726,339,799	847,839,799
Net profit after tax for the year 2009	-	-	-	-	470,865,093	470,865,093
Dividend paid	-	-	-	(31,500,000)	-	(31,500,000)
Proposed dividend	-	-	-	-	-	-
Transferred to share capital	225,000,000	-	-	-	(193,500,000)	31,500,000
Share premium	-	252,000,000	-	-	-	252,000,000
Balance as at 30 September 2009	315,000,000	252,000,000	-	-	1,003,704,892	1,570,704,892

Marico Bangladesh Limited

Cash Flow Statement

for the year ended 30 September 2009

	2009 Taka	2008 Taka
A) Cash flows from operating activities		
Collection from customers	4,080,838,737	2,763,342,876
Payment to suppliers and operating expenses	(3,283,774,414)	(2,222,380,658)
Interest paid	(6,676,003)	(5,965,403)
Interest received	51,841,611	18,040,417
Income tax paid	(160,190,630)	(31,144,537)
<i>Net cash from operating activities</i>	682,039,301	521,892,695
B) Cash flows from investing activities		
Acquisition of fixed assets	(71,906,162)	(85,669,459)
Sale of investment in subsidiaries	-	1,000,000
Investment in FDR	(757,340,522)	(150,000,000)
Investment in Zero Coupon Bond	-	(100,000,000)
<i>Net cash used in investing activities</i>	(829,246,684)	(334,669,459)
C) Cash flows from financing activities		
Issue of new shares for cash	31,500,000	-
Share premium	252,000,000	-
Dividend paid	(31,500,000)	(26,000,000)
Short term loan	(30,766,667)	-
<i>Net cash from financing activities</i>	221,233,333	(26,000,000)
Net increase in cash and cash equivalents (A+B+C)	74,025,950	161,223,236
Opening cash and cash equivalents (Note 15)	164,701,711	3,478,475
Closing cash and cash equivalents (Note 15)	238,727,661	164,701,711

Marico Bangladesh Limited

Notes to the Financial Statements

as at and for the year ended 30 September 2009

1.1 Reporting entity

Marico Bangladesh Limited (MBL) was incorporated on 6 September 1999 in Bangladesh under the Companies Act 1994 as a private company limited by shares. Subsequently, the company converted to "Public Company" limited by shares vide special resolution passed in the extra ordinary general meeting held on 21 September 2008. The company is a subsidiary of Marico Limited, India. The company is listed with Dhaka Stock Exchange Limited (DSE) and Chittagong Stock Exchange Limited (CSE).

1.2 Registered office

The address of the company's registered office is at House # 01, Road # 01, Sector # 01, Uttara Model Town, Dhaka- 1230.

1.3 Authorised capital

The authorized capital of the company is Tk. 400,000,000 divided into 40,000,000 number of ordinary shares of Tk. 10.00 each. The company was registered with an authorised capital of Tk. 10,000,000 divided into 1,000,000 number of ordinary shares of Tk. 10.00 each. Subsequently, the authorised capital was increased to Tk. 300,000,000 divided into 30,000,000 number of ordinary shares of Tk. 10 each vide special resolution passed in the extra ordinary general meeting held on 18 September 2008. The company further increased its authorised capital to Tk. 400,000,000 divided into 40,000,000 number of ordinary shares of Tk. 10 each vide special resolution passed in the extra ordinary general meeting held on 31 December 2008.

1.4 Nature of business activities

MBL carries on business in Branded Fast Moving Consumer Goods (FMCG) in Bangladesh. The company manufactures, markets and trades coconut oil, perfumed hair oil, soap etc under the brand name of Parachute, Beliphool, Aromatic Gold, Camelia, Parachute Advansed etc in Bangladesh. MBL's products reach its consumers through retail outlets serviced by its own distribution network comprising four sales depots located in Dhaka, Chittagong, Bogra and Jessore.

1.5 Factory operations

MBL has set up a manufacturing unit at Mouchak, Gazipur and went into commercial production from 27 October 2002 on a rented factory land and building. Subsequently the factory land measuring 66 decimals and the building had been acquired from Quality Chemical Industries Limited on 12 March 2007. Adjacent land of the factory measuring 128.5 decimals had also been purchased from Mr. Sadequl Islam Bhuiyan on 14 November 2007. A deed of agreement for purchase of another piece of land measuring 15 decimals had been signed with Mr. Sadequl Islam Bhuiyan on 14 November 2007.

2. Basis of preparation

2.1 Statement of compliance

The financial statements have been prepared in accordance with Bangladesh Accounting Standards (BASs), Bangladesh Financial Reporting Standards (BFRSs), the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

2.2 Date of authorisation

The Board of Directors has authorised these financial statements on 26 November 2009 for public issue.

2.3 Basis of measurement

The financial statements have been prepared under the historical cost convention.

2.4 Functional and presentational currency

The financial statements are prepared in Bangladeshi Taka (Taka), which is the companies functional currency. The figures of financial statements have been rounded off to the nearest integer.

2.5 Reporting period

Financial statements of the company covered one year from 1 October 2008 to 30 September 2009 and is followed consistently.

2.6 Other regulatory compliance

The Company is also required to comply with the following major legal provisions in addition to the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

- The Income Tax Ordinance 1984
- The Income Tax Rules 1984
- The Value Added Tax (VAT) Act 1991
- The Value Added Tax (VAT) Rules 1991

2.7 Use of estimates and judgements

The preparation of financial statements in conformity with BASs/ BFRSs which requires management to make judgements, estimates and assumptions that affect the amount reported in the financial statements and the accompanying notes. The accounting estimates that require most significant, difficult, and subjective judgements include:

- the assessment of recoverability of long-lived assets;
- the recognition and measurement of current and deferred income tax assets and liabilities (including the measurement of uncertain tax provision);
- the valuation of inventories; and
- measurement of liability for staff gratuity.

Actual results may differ from these estimates.
Estimates and underlying assumptions are reviewed on an ongoing basis.

2.8 Going concern

The company has adequate resources to continue in operation for foreseeable future and hence, the financial statements have been prepared on going concern basis. As per management assessment there are no material uncertainties related to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern.

2.9 Cash and cash equivalents

Cash and cash equivalents include cash in hand and cash at banks which are held available for use by the company without any restrictions.

The cash flow statement is prepared under direct method as per BAS-7.

2.10 Provisions

A provision is recognized in the balance sheet when the Company has a legal or constructive obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate thereof can be made.

3. Significant accounting policies

The accounting policies set out below have been applied consistently (otherwise as stated) to all periods presented in these financial statements.

3.1 Foreign currency

The figures in the financial statements are denominated in Bangladesh Taka. Monetary assets and liabilities denominated in foreign currencies are translated into Bangladesh Taka at the exchange rates ruling at the balance sheet date. Non-monitories and liabilities denominated in foreign currencies, stated at historical cost, are translated into Bangladesh Taka at the exchange rate ruling at the date of transaction. Foreign exchange differences arising on translation are recognized in the profit and loss account.

3.2 Property, plant and equipment

3.2.1 Recognition and measurement

Property, plant and equipment are stated at cost less accumulated depreciation and impairment loss. Cost includes expenditure that are directly attributable to the acquisition of the assets. Components of property, plant and equipment having different useful lives, are accounted for as separate items.

3.2.2 Subsequent cost

The cost of a replacing component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the company and its costs can be measured reliably. The costs of the day to day servicing of property, plant and equipment are recognised in the profit and loss account as incurred.

3.2.3 Depreciation

Depreciation is recognised in the profit and loss account on straight line method over the estimated useful lives of each component of an item of property, plant and equipment. Land is not depreciated. Considering the estimated useful lives of the assets the following rates have been applied:

Assets	Depreciation rate
Plant and machinery	10-33%
Factory equipment	10-33%
Moulds	20-50%
Factory building	10-20%
Laboratory equipment	20-33%
Office equipment	20-50%
Vehicles	20-33%
Computers	20-33%
Furniture	20-33%
Fixtures	20-33%
Air conditioner, refrigerator	20-33%

Depreciation is charged from the month of acquisition of property, plant and equipment but no depreciation is charged from the month of disposal.

3.3 Intangible assets

Intangible assets have finite useful lives and are stated at cost less accumulated amortization using straight line method. Intangible assets are recognised in accordance with BAS-38. Intangible assets include cost of acquisition of the intellectual property, copyright and other costs incidental to such capital expenditure.

3.4 Amortization

Amortization is recognized in the profit and loss account on straight line basis over the estimated useful lives of intangible assets from the date they are available for use. Assets are amortized over a period of seven years commencing from 1 May 2005 for 'Camelia' and ten years for 'Aromatic' commencing from 1 October 2005.

3.5 Impairment

Carrying amount of the company's assets are reviewed at each balance sheet date or whenever there is an indication of impairment. If any such indication exist, the asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of the asset or its cash generating unit exceeds its recoverable amount. Impairment loss, if any, is recognized in the profit and loss account.

3.6 Taxation

Provision for income tax is made on the basis of company's computation of taxable profit until the assessment is finalized by the tax authority. Adjustment, if any, arising out of the assessment is made in the year the assessment is completed. Applicable tax rate was 27.5% during the year.

3.7 Deferred tax

The company has adopted deferred tax accounting policy as per Bangladesh Accounting Standards. Accordingly deferred tax asset/liability is accounted for all the temporary timing differences arising between the tax base of the assets and liabilities and their carrying value for financial reporting purpose. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be availed against which the deductible temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

3.8 Revenue recognition

Revenue from sale of goods is measured at fair value of the consideration received or receivable, net off return and allowance, trade discount, volume rebates exclusive of VAT. Revenue is recognized when the risk and reward of the ownership is transferred to the buyer, recovery of the consideration is probable, the associated cost and possible return of goods can be estimated reliably, and there is no continuing management involvement with the goods sold. Transfer of risk and rewards occurs for the sale of goods when the product is delivered along with dispatch documents and invoices to customers.

3.9 Inventories

Inventories are measured at the lower of cost and net realizable value. The cost of inventories is based on weighted average principle, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories, costs include an appropriate share of production overheads based on normal operation capacity. The valuation of inventory requires to estimate obsolete or excess inventory as well as the inventory that is not of saleable quality. The determination of obsolete or excess inventory requires to estimate the future demand for the products.

Goods in transit represents the cost incurred up to the date of balance sheet for the items that were not received till to the date of balance sheet.

3.10 Defined benefit plan (gratuity)

Defined benefit plan is a retirement benefit plan under which amounts to be paid as retirement benefits are determined by reference to employees' earnings and/or year of services. The recognised Employees' Gratuity Fund is being considered as defined benefit plan as it meets the recognition criteria. The Company's obligation is to provide the agreed benefits to current employees as per condition of the fund.

Present value of defined plan is a retirement benefit plan under the fair value of the plan assets as determined by professional actuary. Projected Unit Credit method is used to measure the present value of defined benefit obligations and related current and past service cost and mutually compatible actuarial assumptions about demographic and financial variables were used. The difference between fair value of the plan assets and present value of obligation is recognised as a liability or an asset in the balance sheet. The rate used to discount post employment benefit obligations is determined by reference to the rate stated in the actuarial report. The expected return on plan assets is based on market expectation and is one of the component of expenses recognised in the profit and loss account. Total expenses recognised in the profit and loss account comprise of current service cost, interest cost, expected return on plan assets.

3.11 Leave encashment

The Company makes provision for annual leave encashment based on latest basic salary as allowed by the Company policy.

3.12 Earnings per share

The Company presents its basic earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year. Computation of EPS is stated in note 30.

3.13 Events after the Reporting Period

Events after balance sheet date that provide additional information about the company's positions at the balance sheet date are reflected in the financial statements. Events after the balance sheet date that are non-adjusting events are disclosed in the notes when material.

5. Asset under construction

	2009 Taka	2008 Taka
Opening balance	65,000,000	130,000,000
Add: Addition during the year	-	-
	<u>65,000,000</u>	<u>130,000,000</u>
Less: Transfer to property, plant and equipments	-	65,000,000
Closing balance	<u>65,000,000</u>	<u>65,000,000</u>

Above assets remain yet to be installed for commercial production as at the balance sheet date.

6. Intangible assets

MBL through an agreement dated 25 April 2005 with Marks & Allys Limited, paid Taka 5,000,000 for acquiring the intellectual property right and copyright of "Camelia" and "Magnolia" soaps. Taka 15,000,000 had also been paid for acquiring the intellectual property right and copyright of "Aromatic" brand vide an agreement dated 7 October 2005 with Aromatic Cosmetic Limited.

Marks & Allys Limited:

Intellectual property right	2,500,000	2,500,000
Copyright	2,500,000	2,500,000
	<u>5,000,000</u>	<u>5,000,000</u>

Aromatic Cosmetics Limited:

Intellectual property right	7,500,000	7,500,000
Copyright	7,500,000	7,500,000
	<u>15,000,000</u>	<u>15,000,000</u>
Incidental to capital expenditure	3,075,125	3,075,125
Total cost	<u>23,075,125</u>	<u>23,075,125</u>
Less: Accumulated amortization	10,464,381	7,776,411
Net value	<u>12,610,744</u>	<u>15,298,714</u>

7. Other assets

These represent a sum of Tk 65,000,000 paid to Marks & Allys Limited and Tk 50,000,000 paid to Aromatic Cosmetics Ltd. in respect of business and commercial support contract, covering a period of 10 years, executed on 25 April 2005 and 7 October 2005 respectively.

	2009 Taka	2008 Taka
Marks & Allys Limited	65,000,000	65,000,000
Aromatic Cosmetics Limited	50,000,000	50,000,000
Total deferred expenditure	115,000,000	115,000,000
Less: Accumulated amortization	37,208,355	25,708,347
	77,791,645	89,291,653
Less: Amortization during the year*	77,791,645	11,500,008
	-	77,791,645

**This amount represents amortization of deferred expenditure in full during the year since MBL does not expect any future benefit from the business and commercial support contract entered into with Marks & Allys Ltd. and Aromatic Cosmetics Ltd.*

8. Inventories

Raw materials	378,309,742	105,101,760
Packing materials	22,574,684	21,910,713
Finished goods	54,577,417	48,861,534
	455,461,843	175,874,007

9. Accrued interest

Interest on FDR	41,206,023	4,150,411
Other interest	7,200,000	-
	48,406,023	4,150,411

10. Trade debtors

Receivable from Kallol Traders Ltd.	-	4,208,637
	-	4,208,637

11. Investments

The company has made investment in "Zero Coupon Bond" with IDLC as per "Deed of Trust" dated 29 June 2008 and 'Subscription Agreement' dated 23 September 2008. Ten Zero Coupon Bonds have been allotted in favour of the company with face value of Tk 11,314,082 at issue price of Tk 10,000,000 per bond.

12. Advances and deposits

	2009 Taka	2008 Taka
Advances:		
Ethical Drugs Limited*	195,879	14,976,245
Materials	-	82,326,899
Loans to employee	3,668,999	1,940,278
Advance for Services	24,815,475	5,319,438
	28,680,353	104,562,860
Deposits:		
VAT current account	11,566,839	13,129,745
Supplementary duty	1,227,119	-
Security deposits	-	2,896,721
	12,793,957	16,026,466
	41,474,311	120,589,326

*Ethical Drugs Limited is a contract manufacturer of MBL.

13. Advance income tax

Opening balance	47,758,202	16,613,665
Add: Addition during the year	160,190,630	31,144,537
	207,948,832	47,758,202
Less: Adjustment for completed assessment (Note 20)	121,927,391	-
Closing balance	86,021,441	47,758,202

14. Fixed deposit

Deposits in banks and non-bank financial institutions	1,037,340,522	280,000,000
	1,037,340,522	280,000,000

15. Cash and cash equivalents

	2009 Taka	2008 Taka
Cash on hand	1,777,483	615,371
Cash at banks and non-bank financial institution		
Citibank N.A.	201,354,196	139,596,248
Standard Chartered Bank	11,398,846	2,750,540
Commercial Bank of Ceylon	1,284,111	2,117
HSBC	10,712,024	4,737,435
IDLC Finance Limited	12,201,000	17,000,000
	236,950,178	164,086,340
	238,727,661	164,701,711

16. Share capital

Authorised

40,000,000 ordinary shares of Tk. 10 each	400,000,000	300,000,000
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Issued, subscribed and paid up

Issued for cash	41,500,000	10,000,000
Issued for consideration other than cash	273,500,000	80,000,000
	315,000,000	90,000,000

Percentage of shareholdings

	Percentage of shareholdings	
Marico Limited, India	90%	100%
Other shareholders	10%	-
	100%	100%

Classification of shareholders by holding

Holdings	Number of holders	Number of shares
Less than 500 shares	17,952	956,107
500 to 5,000 shares	361	572,150
5,001 to 10,000 shares	30	227,550
10,001 to 20,000 shares	23	329,050
20,001 to 30,000 shares	7	179,950
30,001 to 40,000 shares	2	65,650
40,001 to 50,000 shares	5	236,850
50,001 to 100,000 shares	5	332,150
100,001 to 1,000,000 shares	2	250,550
Over 1,000,000 shares	1	28,349,993
	18,388	31,500,000

17. Deferred tax (assets)/liabilities

Taxable temporary difference	66,693,154	61,956,673
Deductible temporary difference	68,908,538	39,847,551
Net taxable/(deductible) temporary difference	(2,215,384)	22,109,122
Effective tax rate	27.50%	37.50%
Deferred tax (assets)/liabilities	(609,231)	8,290,921

18. Short term loan

Short term loan:		
Citibank N.A	8,312,990	-
HSBC	68,866,132	30,766,667
	77,179,122	30,766,667

Citibank N.A.a) **Limit**

Total aggregate limit of short term loan and bank overdraft is Tk 1,552.5 million. Short term loan is taken whenever required.

b) **Nature of security (short term loan and bank overdraft)**

Demand promissory note and letter of continuity for Tk 1,552.5 million.

c) **Rate of interest**

Rate of interest has been varied from 9% to 10% depending on the money market and inter relationship.

HSBCa) **Limit**

Total aggregate limit of short term loan and bank overdraft is Tk 345 million. Short term loan is taken whenever required.

b) **Nature of security (short term loan and bank overdraft)**

Demand promissory note and letter of continuity for Tk 345 million.

c) **Rate of interest**

Rate of interest has been varied from 10% to 11% depending on the money market and inter relationship.

19. Liability for expenses

	2009 Taka	2008 Taka
Business promotion expenses	138,846,108	110,470,004
Advertisement expenses	84,508,477	70,877,506
Audit fees	200,000	250,000
Leave encashment	8,892,093	4,438,766
Creditors for supplies	18,889,161	-
Other expenses	23,709,001	3,272,569
	275,044,840	189,308,845

20. Income tax payable

	2009 Taka	2008 Taka
Opening balance		
Add: Provision during the period*	172,667,019	13,337,289
	117,532,660	159,329,730
	290,199,679	172,667,019
Less: Adjustment for completed assesment (Note 13)	121,927,391	-
Closing balance	168,272,288	172,667,019

*Provision during the period includes reversal of last year's provision amounting Tk.50,739,628.

21. Trade creditors

Marico Limited, India	248,506,650	119,976,714
Other creditor	14,616,858	-
Import duty and related charges	77,992,752	70,041,712
	341,116,259	190,018,426

22. Payable to holding company

Royalty	61,788,963	36,122,349
Bank guarantee commission	8,893,986	8,893,986
	70,682,949	45,016,335

23. Other liabilities

Advance from customers	21,109,845	1,180,440
Tax deducted from vendors' bills	4,269,227	861,423
Supplementary duty	-	1,300,978
	25,379,072	3,342,840

24. Turnover

	2009 Taka	2008 Taka
Products		
Parachute coconut oil	3,821,246,608	2,357,649,671
Beli	35,423,399	17,306,653
Camelia	9,483,466	7,420,280
Aromatic soap	169,974,993	276,476,308
Parachute advansed	19,883,432	-
Others	688,797	-
	4,056,700,695	2,658,852,912

25. Cost of goods sold

Opening stock of finished goods	48,861,534	8,972,931
Add: Cost of goods manufactured (Note 25.1)	2,984,727,072	1,919,474,534
	3,033,588,606	1,928,447,465
Less: Closing stock of finished goods	54,577,417	48,861,534
Cost of goods sold*	2,979,011,189	1,879,585,931

*Cost of goods sold includes write down of raw material inventory to its net realizable value at an amount of Tk. 16,189,886.30 (221 ton of soap noodles @ Tk. 73,257 per ton).

25.1 Cost of goods manufactured

Materials consumed:

Opening stock of raw and packing materials	127,012,473	32,622,844
Add: Purchases during the year	3,202,404,712	1,975,510,444
	3,329,417,185	2,008,133,288
Less: Closing stock of raw and packing materials	400,884,426	127,012,473
Raw and packing materials consumed (Note 34)	2,928,532,759	1,881,120,815
Add: Factory overhead		
Wages	9,187,650	6,732,958
Power expenses	2,672,415	2,976,308

	2009 Taka	2008 Taka
Factory rent	1,417,244	395,860
Hire charges of plant and machinery	-	1,233,000
Loading charges	915,795	505,644
Repairs and maintenance of plant and machineries	2,514,992	2,256,014
Repairs and maintenance of Factory building	789,208	1,176,705
Depreciation	29,021,291	19,352,113
Other expenses	9,675,718	3,725,118
	<u>56,194,313</u>	<u>38,353,719</u>
	<u>2,984,727,072</u>	<u>1,919,474,534</u>

26. Selling and distribution expenses

Business promotion expenses	10,051,185	53,999,080
Advertisement	236,248,114	132,827,867
Market research expenses	4,029,568	4,515,874
Redistribution expenses	2,508,177	8,021,421
Freight- outward	25,233,712	10,844,846
	<u>278,070,756</u>	<u>210,209,088</u>

27. General and administration expenses

Salaries and allowances	74,568,322	44,147,131
Gratuity	4,877,470	2,335,856
Rent	1,534,225	2,199,153
Professional charges	5,900,047	3,361,404
Security charges	708,753	786,092
Legal charges	959,181	1,312,451
Director's remuneration	19,455,730	18,566,507
Director's fees	-	133,335
Repair and maintenance	5,210,170	3,021,953
Communication expenses	6,567,166	6,348,772
Subscription to trade association	50,000	103,417
Entertainment	1,295,896	1,212,610

	2009 Taka	2008 Taka
Printing and stationery	1,618,326	1,430,260
Vehicle running expenses	7,837,602	6,985,980
Travelling and conveyance*	15,062,804	11,727,341
Audit fees	132,875	28,700
Recruitment expenses	264,462	490,085
Insurance premium	323,289	990,016
Books and periodicals	81,218	102,854
Deferred expenses written off	77,791,645	11,500,008
Bank charges	2,312,110	1,244,283
Bank guarantee commission	-	2,161,350
Staff welfare expenses	2,374,215	2,073,830
Conference and training expenses	453,772	712,478
Electricity and gas charges	1,479,545	625,610
Amortization of brand rights	2,687,970	2,687,970
Royalty**	38,212,466	23,576,497
Loss on disposal of assets	404,852	23,257
Depreciation	11,756,495	6,025,044
Public issue expenses	20,727,049	-
	304,647,656	155,914,243

*It includes Tk. 5,290,042 for overseas travel.

**It includes TDS in accordance with the ITO 1984.

28. Interest expense

Interest on term loan	6,869,004	4,121,738
Interest on overdraft	-	1,843,664
	6,869,004	5,965,403

29. Other income

Interest on fixed deposit	80,867,583	20,915,505
Interest on call deposit	10,510,265	452,806
Exchange gain	17,664	182,996
	91,395,512	21,551,307

30. Earnings per share (EPS)

30.1 Basic earnings per share

The computation of EPS is given below:

	2009 Taka	2008 Taka
Earnings attributable to ordinary share holders (Net profit after tax)	470,865,093	267,286,706
Weighted average number of ordinary shares outstanding during the year	28,626,164	28,350,000
Earnings per share (EPS) in Taka	16.45	9.43

30.2 Diluted earnings per share

No diluted EPS was required to be calculated for the year since there was no scope for dilution of share during the year under review.

31. Related party transactions

Name of the related party	Relationship	Nature of the transaction	Transaction during the year 2009
Marico Limited, India	Parent company	1. Purchase of raw materials	1,208,835,772
		2. Royalty	38,212,466
		3. Stock dividend	193,500,000
		4. Cash dividend	-
		5. Bank guarantee commission	-

The company has purchased raw materials from Marico Limited India in normal course of business on arm's length transaction basis.

32. Capacity

Major product	Unit of measure	Capacity for the year	Production for the year	Remarks
PCNO	KL	19,200	13,392	Excess capacity to meet future demand

33. Capital expenditure commitment

No capital expenditure commitment was made covering the year in these accounts.

34. Raw and packing materials consumed

1st October 08- 30 September 09									
	Opening stock		Purchased during the period		Closing stock		Consumption during the period		
	Quantity	Cost	Quantity	Cost	Quantity	Cost	Quantity	Cost	Cost
Oil	KL 341	37,019,859	10,794	1,783,818,242	2,693	283,120,736	8,442	1,537,717,366	
Copra	MT 217	19,688,940	16,401	1,280,286,924	923	66,956,672	15,695	1,233,019,192	
Noodles	MT 337	29,616,997	1,162	95,211,585	459	22,710,062	1,039	102,118,520	
Perfume	MT 10	10,420,578	8	9,936,264	1.12	1,226,793	17	19,130,049	
Talc	MT 21	518,494.53	3	88,494	1	27,131	23	579,857	
LLP	KL 0.45	37,928	99	8,318,172	17.65	1,034,821.58	82	7,321,278	
Bits Noodles	MT 34	5,451,902	1	78,930	8.49	1,325,873	26	4,204,959	
								2,904,091,221	
Other raw and packing materials		24,257,775		24,666,103		24,482,339		24,441,538	
Total		127,012,473		3,202,404,712		400,884,426		2,928,532,759	

35. Contingent liabilities

	2009 Taka	2008 Taka
Shipping gurrantees	75,832,879	517,973
Outstanding L/C	650,270,849	395,241,354
	<u>726,103,727</u>	<u>395,759,327</u>

36. Number of employees

The number of employees engaged for the whole year or part thereof who received a total salary of Tk. 36,000 p.a. and above was 84.

37. Value of import calculated on CIF Basis

Raw materials	1,602,378,190	1,096,170,356
Capital goods	19,115,530	15,894,728
	<u>1,621,493,720</u>	<u>1,112,065,084</u>

38. Events after the Reporting Period

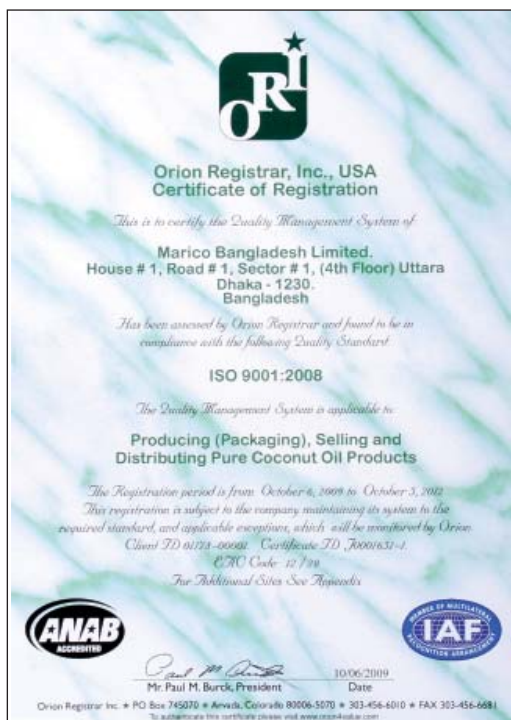
For the year 2009 the Board of Directors recommended cash dividend @ 25% per share at the board meeting held on 26 November 2009.

39. General

Previous year's figures have been rearranged wherever considered necessary to conform to current year's presentation.

Award & Recognition

Parachute is awarded as **2nd Best Brand** out of 1796 Brands of the country by Bangladesh Brand Forum.



Marico is awarded ISO 9001: 2008 Certificate by Orion Registrar, Inc., USA on 2009.

Notice of the 10th Annual General Meeting

MARICO BANGLADESH LIMITED

Registered & Corporate Office

House-01, Road-01, Sector-01,
Uttara Model Town, Dhaka-1230.

Notice of the 10th Annual General Meeting

Notice is hereby given to all Members of Marico Bangladesh Limited that the 10th Annual General Meeting of the Members of the Company will be held on **Tuesday, 19th January 2009** at **11.00 a.m.** at **Factory Premise, Mouchak, Gazipur** to transact the following business:

AGENDA

1. Report and Accounts

To receive, consider and adopt the Financial Statements and the Reports of the Directors and Auditor of the Company for the year ended 30th September, 2009.

2. Dividends

To declare dividend for the year ended 30th September, 2009 as recommended by the Board of Directors.

3. Election of Retiring Directors

- a. to appoint a director in place of **Mr. Harsh. C. Mariwala** who retires by rotation, and being eligible, offers himself for re-appointment.
- b. to appoint a director in place of **Mr. Milind S. Sarwate** who retires by rotation, and being eligible, offers himself for re-appointment.

4. Re-appointment of Auditor

To re-appoint Rahman Rahman Huq and to fix their remuneration.

December 30, 2009

By Order of the Board of Directors



Iqbal Chowdhury
Company Secretary.

NOTES:

- a) A member eligible to attend and vote at the Annual general Meeting may appoint a proxy to attend and vote on his/her behalf. Proxy Form must be affixed with requisite revenue stamp and must be submitted to the Corporate Office of the Company not less than 48 hours before the time fixed for the Annual General Meeting i.e., not later than 15th January 2010.
- b) Change of address, if any, should be notified to the related Depository Participant.
- c) Admission to the meeting venue will be on production of the attendance slip attached with the Annual Report.



MARICO BANGLADESH LIMITED

Registerd & Corporate Office : House-1, Road-1, Sector-1, Uttara, Dhaka-1230, Bangladesh

ATTENDANCE SLIP

TENTH ANNUAL GENERAL MEETING ON TUESDAY, JANUARY 19, 2010 AT 11.A.M.

BO 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 **TENTH ANNUAL GENERAL MEETING** of the Company to be held at Factory Premise, Mouchak, Kaliakoir, Gazipur at 11 .a.m Tuesday, January 19, 2010.

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

Member's / Proxy's signature

Note : Please fill in the attendance slip and hand it over at the entrance of the Meeting Venue.



MARICO BANGLADESH LIMITED

Registerd & Corporate Office : House-1, Road-1, Sector-1, Uttara, Dhaka-1230, Bangladesh

PROXY FORM

TENTH ANNUAL GENERAL MEETING ON TUESDAY, JANUARY 19, 2010 AT 11:00 A.M.

BO ID

No. of Shares held

I/We _____ of _____ being a member / members of the above-named Company hereby appoint Mr./Mrs. _____

of _____ as my/our proxy to vote for me/us on my/our behalf at the **TENTH ANNUAL GENERAL MEETING** of the company to be held at **Factory Premise, Mouchak, Kaliakoir, Gazipur** and at any adjournment(s) thereof.

Signed this ____/ ____/ 2010



Signature of Proxy _____

Signature of Member _____

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, compoeted 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 Bangladesh Limited

Registered & Corporate Office:

House No. 01, Road No. 01

Sector No. 01, Uttara, Dhaka 1230

Tel: +88(02)8931202

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Website: www.maricobd.com