

THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 505 OF 2013

In the matter of the Companies Act, 1956 (1 of 1956)

AND

In the matter of Sections 391 to 394 read with Sections 78,
100 to 103 of the Companies Act, 1956;

AND

In the matter of Scheme of Arrangement between Marico Limited ("Marico"
or "the Demerged Company")

AND

Marico Kaya Enterprises Limited ("Marico Kaya" or "the Resulting Company")

AND

Their Respective Shareholders and Creditors

MARICO LIMITED, a Company
incorporated under the provisions
of the Companies Act, 1956
and having its registered office
at 7th Floor, Grande Palladium,
175 CST Road, Kalina,
Santacruz (East), Mumbai-400098 }Applicant Company

**NOTICE CONVENING THE MEETING OF
THE EQUITY SHAREHOLDERS OF MARICO LIMITED,
THE APPLICANT COMPANY**

NOTICE IS HEREBY GIVEN THAT by an order made on 21st June, 2013 in the above Company Summons for Direction, the Hon'ble High Court of Judicature at Bombay, has directed that the meeting of the Equity Shareholders of Marico Limited, the Applicant Company be convened and held on Tuesday, 30th July at 10:00 a.m. at Indian Education Society, Manik Sabhagriha, M.D. Lotlikar Vidya Sankul, Opposite Lilavati Hospital, Bandra Reclamation, Bandra (w) Mumbai - 400050, for the purpose of considering and if thought fit, approving, with or without modification(s), the proposed arrangement embodied in the Scheme of Arrangement between Marico Limited ('Marico' or 'the Demerged Company') and Marico Kaya Enterprises Limited ('Marico Kaya' or 'the Resulting Company') and their Respective Shareholders and Creditors ('the Scheme' or 'this Scheme').

In pursuance of the said Order and as directed therein, further Notice is hereby given that meeting of the Equity Shareholders of the Applicant Company will be convened and held on Tuesday, 30th July at 10:00 a.m. at Indian Education Society, Manik Sabhagriha, M.D. Lotlikar Vidya Sankul, Opposite Lilavati Hospital, Bandra Reclamation, Bandra (w) Mumbai - 400050, at which place, day, date and time the said Equity Shareholders are requested to attend.

Copies of the Scheme, Explanatory Statement under Section 393 of the Companies Act, 1956 and Form of proxy can be had free of charge at the Registered Office of the Applicant Company and/or at the office of its Advocates M/s. Rajesh Shah & Co. having their office at 16, Oriental Building, 30, Nagindas Master Road, Flora Fountain, Mumbai - 400001.

Person(s) entitled to attend and vote at the meeting may vote in person or by proxy or through an authorized representative provided that a proxy in the prescribed form / authorization duly signed by the persons entitled to attend and vote at the meeting is deposited at the Registered Office of the Applicant Company at 7th Floor, Grande Palladium, 175 CST Road, Kalina, Santacruz (East), Mumbai - 400098, not later than 48 hours before the meeting.

The Hon'ble High Court has appointed Mr. Harsh Mariwala, Chairman and Managing Director of the Applicant Company, and failing him, Mr. Rajendra Mariwala, Non Executive Director and failing him, Mr. Atul Choksey, Non-Executive Independent Director to be the Chairperson of the said meeting or at any adjournment or adjournments thereof.

The above-mentioned Scheme, if approved by the Equity Shareholders will be subject to subsequent approval of the Hon'ble High Court of Judicature at Bombay.

Sd/-

Mr. Harsh Mariwala

Chairperson Appointed for the
Meeting of the Equity Shareholders
of the Applicant Company

Dated this 28th day of June, 2013.

Place: Mumbai

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