



MARICO LIMITED

Registered Office: 'Rang Sharda', K. C. Marg, Bandra Reclamation, Bandra (West), Mumbai - 400050

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-ordinary General Meeting of the Shareholders of Marico Limited will be held on Wednesday, May 2, 2012 at 9.30 a.m. at Indian Education Society Manik Sabhagriha, VMDL Vidya Sankul, Gate No. 6, Opp. Lilavati Hospital, Bandra Reclamation, Bandra (West), Mumbai 400 050, to transact the following Special Business:

Item 1

ALTERATION OF AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 16, 31, 94 of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification or re-enactment thereof for the time being in force ("the Act") and the rules and regulations enacted thereunder and the enabling provisions of the Memorandum and Articles of Association of the Company:

- I. (a) The Authorised Share Capital of the Company be and is hereby altered by cancelling 5,00,00,000 (Five Crore) unissued Preference Shares of ₹ 10 (Rupees Ten) each aggregating to ₹ 50,00,00,000 (Rupees Fifty Crore) and creating new 50,00,00,000 (Fifty Crore) Equity Shares of ₹ 1 (Rupee One) each aggregating to ₹ 115,00,00,000 (Rupees One Hundred and Fifteen Crore) each.
 - (b) The Authorised Share Capital of the Company be altered from ₹ 215,00,00,000 (Rupees Two Hundred and Fifteen Crore) divided into 65,00,00,000 (Sixty Five Crore) Equity Shares of ₹ 1 (Rupee One) each and 15,00,00,000 (Fifteen Crore) Preference Shares of ₹ 10 (Rupees Ten) each to ₹ 215,00,00,000 (Rupees Two Hundred and Fifteen Crore) divided into 115,00,00,000 (One Hundred and Fifteen Crore) Equity Shares of ₹ 1 (Rupee One) each aggregating to ₹ 115,00,00,000 (Rupees One Hundred and Fifteen Crore) and 10,00,00,000 (Ten Crore) Preference Shares of ₹ 10 (Rupees Ten) each aggregating to ₹ 100,00,00,000 (Rupees One Hundred Crore).
 - (c) The Board of Directors of the Company ("the Board") be and is hereby authorised to issue the new shares upon such terms and conditions and with such rights and privileges attached thereto as the Board may determine, subject to any directions given by the Shareholders of the Company at the time of issue thereof;
- II. Clause V of the Memorandum of Association of the Company be deleted and the following Clause V be substituted in its place and stead:
- "The Authorised Share Capital of the Company is ₹ 215,00,00,000 (Rupees Two Hundred and Fifteen Crore) divided into 115,00,00,000 (One Hundred and Fifteen Crore) Equity Shares of ₹ 1 (Rupee One) each aggregating to ₹ 115,00,00,000 (Rupees One Hundred and Fifteen Crore) and 10,00,00,000 (Ten Crore) Preference Shares of ₹ 10 (Rupees Ten) each aggregating to ₹ 100,00,00,000 (Rupees One Hundred Crore) with the power to the Company to increase or reduce or modify the share capital of the Company and/or divide all or any of the shares in the capital for the time being into several classes and classify and reclassify such shares from the shares of one class into shares of other class or classes and attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions, or restrictions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may be permitted by the legislative provisions or by the Articles of Association of the Company for the time being in force."
- III. Article 3 (i) of the Articles of Association of the Company be deleted and the following Article 3 (i) be substituted in its place and stead:
- "The Authorised Share Capital of the Company shall be as mentioned in Clause V of Memorandum of Association of the Company. The Company shall have power to increase, consolidate, sub-divide, reduce, cancel, classify or reclassify shares of one class into shares of other class or classes or otherwise alter its share capital subject to the provisions of the Act."
- IV. The Board of Directors (hereinafter called "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) be and is hereby authorised to:
- (a) settle any question, doubt or difficulty that may arise in regard to the foregoing;
 - (b) do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution;
 - (c) delegate all or any of the powers herein conferred to the Chairman and Managing Director or any Director or any other officer(s) of the Company."

Item 2

PREFERENTIAL ALLOTMENT OF EQUITY SHARES

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT

in accordance with

- i) the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification or re-enactment thereof, for the time being in force ("the Act") and the rules and regulations made thereunder;

- ii) the enabling provisions of the Memorandum and Articles of Association of the Company;
- iii) the provisions of the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed;
- iv) the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the “SEBI ICDR Regulations”);
- v) the provisions of the Foreign Exchange Management Act, 2000 (“FEMA”), the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, and other applicable rules and regulations framed under FEMA, including any amendment, modification, variation or re-enactment thereof;
- vi) the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board, Securities and Exchange Board of India, the Stock Exchanges where the shares of the Company are listed and any other appropriate authorities (hereinafter collectively referred to as the “Appropriate Authorities”),

and subject to

- i) the Company obtaining necessary consents, sanctions, permissions or approvals from the Appropriate Authorities; and
 - ii) such conditions and modifications, as may be prescribed by one or more of the Appropriate Authorities while granting any such consents, sanctions, permissions or approvals (hereinafter referred to as the “requisite approvals”), which may be agreed to by the Board of Directors of the Company (hereinafter called the “Board” which term shall be deemed to include one or more Committee(s) which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution)
1. consent, authority and approval of the Company be and is hereby accorded to the Board to create, issue, offer and allot 29,411,764 Equity Shares of face value of ₹ 1 each (each an “Equity Share” and collectively the “Issue Shares”) at price of ₹ 170 (Rupees One Hundred and Seventy Only) (inclusive of a share premium of ₹ 169 per Equity Share) aggregating upto ₹ 500 Crore (Rupees Five Hundred Crore Only), to the investors named below (the “Investors”) on preferential allotment basis in accordance with Chapter VII of the SEBI ICDR Regulations, on such occasion or occasions, in one or more tranches, on such terms and conditions and in such manner as the Board may in its absolute discretion decide in this connection:

| Name of the Investor | Equity Shares proposed to be issued | Proposed Issue Size (₹ In Crore) |
|---|-------------------------------------|----------------------------------|
| Indivest Pte. Ltd. | 22,058,823 | 375 |
| Baring India Private Equity Fund III Listed Investments Limited | 7,352,941 | 125 |
| Total | 29,411,764 | 500 |

2. the “Relevant Date” for the purpose of calculating the price of the Issue Shares is the date 30 days prior to the date of this Extraordinary General Meeting i.e. Monday, April 2, 2012.
3. the Issue Shares shall be issued and allotted by the Company to the above-mentioned Investors, inter alia, subject to the following:
- a) The Issue Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing Equity Shares of the Company in all respects;
 - b) The Issue Shares shall be issued in dematerialized form and shall be subject to lock-in requirements required under Chapter VII of the SEBI ICDR Regulations;
 - c) The Issue Shares shall be allotted within a period of 15 days from the date of passing of this resolution provided that if the approval or permission by any regulatory authority, required if any, for allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission as the case may be.
4. for the purpose of giving effect to any offer, issue or allotment of the Issue Shares, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation:
- a) issuing clarifications on the issue and allotment of the Issue Shares and resolving any difficulties arising therefrom;
 - b) effecting any modification to the foregoing (including any modifications to the terms of the issue);
 - c) preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaising with appropriate authorities to obtain the requisite approvals;
 - d) appointing such consultants, legal advisors, advisors and all such agencies and payment of any fees, remuneration, expenses relating thereto as may be required for the issuance of the Issue Shares;
 - e) entering into contracts, arrangements, agreements, memoranda, documents *inter alia* for appointment of agencies for managing, listing and trading of Issue Shares and
 - f) entering into Share Subscription Agreement with the respective Investors.
5. the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or such other officer(s) of the Company and to generally do all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid resolutions.
6. all actions taken by the Board or its Committees duly constituted for this purpose in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

Item 3

ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 31 and the enabling provisions of the Memorandum and Articles of Association of the Company and all other applicable provisions of the Companies Act, 1956 (“the Act”) and rules and regulations enacted under the Act, including any amendment thereto or re-enactment thereof for the time being in force:

- 1) Article 128 of the Articles of Association of the Company be deleted and the following Article 128 be substituted in its place and stead:
“Every Deed or other instrument to which the Seal of the Company is required to be affixed shall unless the same is executed by a duly constituted attorney be signed by any Director or the Secretary or such other person(s) as may be duly authorized by the Board or a Committee of the Board for the purposes, provided nevertheless that Certificate of Shares may be sealed in accordance with the provisions of the Companies (Issue of Share Certificates) Rules, 1960 or any statutory modification or re-enactment thereof for the time being in force.”
- 2) the Board of Directors (hereinafter called “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) be and is hereby authorized to:
 - a. settle any question, doubt or difficulty that may arise in regard to the foregoing;
 - b. do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution;
 - c. delegate all or any of the powers herein conferred to the Chairman and Managing Director or any Director or any other officer(s) of the Company.”

NOTES:

1. An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A proxy so appointed shall not have any right to speak at the meeting.**
3. Member/ proxies should bring duly filled attendance slips herewith to attend the meeting.

Place: Mumbai

Date: April 6, 2012

Registered Office:

“Rang Sharda”

Krishnachandra Marg, Bandra Reclamation

Bandra (West), Mumbai – 400 050

**By Order of the Board
For Marico Limited**

**Hemangi Ghag
Company Secretary and
Compliance Officer**

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item 1

ALTERATION OF AUTHORISED SHARE CAPITAL OF THE COMPANY

The present Authorised Share Capital of the Company is ₹ 215,00,00,000 (Rupees Two Hundred and Fifteen Crore Only) consisting of 65,00,00,000 (Sixty Five Crore) Equity Shares of ₹ 1 each and 15,00,00,000 (Fifteen Crore) Preference Shares of ₹ 10 each. The present Paid up Share Capital of the Company is ₹ 61,49,34,387 (Rupees Sixty One Crore Forty Nine Lakhs Thirty Four Thousand Three Hundred and Eighty Seven only) comprising 61,49,34,387 (Sixty One Crore Forty Nine Lakhs Thirty Four Thousand Three Hundred and Eighty Seven only) Equity Shares of ₹ 1 each.

The Board of Directors at its meeting held on April 6, 2012 recommended the issue of Equity Shares on preferential allotment basis. Such further issue of Equity Shares by the Company warrants an increase in the present Authorized Equity Share Capital of the Company. The Board thinks it prudent to reclassify part of the existing unissued Preference Share Capital into Equity Share Capital instead of increasing the Authorised Share Capital of the Company. Hence, it is proposed to re-classify 5,00,00,000 (Five Crore) Preference Shares of ₹ 10 (Rupees Ten) each into 50,00,00,000 (Fifty Crore) Equity Shares of ₹ 1 (Rupee One) each, aggregating to ₹ 50,00,00,000 (Rupees Fifty Crore Only). The alterations proposed in the Memorandum and Articles of Association of the Company are only consequential to reflect the reclassification of the Authorised Share Capital of the Company.

The Board has at its meeting held on April 6, 2012 approved the above proposal of re-classification of the Share Capital and the alteration in the share capital clause of the Memorandum and Articles of Association of the Company.

The Board recommends passing of the resolution contained at Item No. 1 of the accompanying notice.

None of the Directors of the Company are concerned or interested in the aforesaid resolution.

Item 2

Material Facts relating to Preferential Allotment

Marico Limited is one of India's leading Consumer Products companies in the global beauty and wellness space.

As the Shareholders may be aware the Company has recently entered into an agreement to acquire the erstwhile Paras Personal Care Business from Reckitt Benckiser (the "Proposed Acquisition"). The transaction envisages acquisition of 100% equity stake in a new entity into which the demerged Paras Personal Care Business will vest pursuant to the Scheme of Demerger filed by Paras Pharmaceuticals Limited with the Hon'ble High Court of Punjab and Haryana at Chandigarh.

The consideration payable for the Proposed Acquisition shall be funded by the Company through an infusion of fresh equity and internal accruals. Towards this objective, the Company has contemplated a private placement of 29,411,764 Equity Shares on preferential basis aggregating to a value of upto ₹ 500 Crore (Rupees Five Hundred Crore Only) ("Issue Shares"). The Board of Directors (hereinafter called "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) received binding offers from Indinvest Pte. Ltd. and Baring India Private Equity Fund III Listed Investments Limited ("the Investors") to subscribe to the Equity Shares at a price of ₹ 170 (Rupees One Hundred and Seventy Only) per Equity Share. At its meeting held on April 6, 2012, the Board accepted the said binding offers from the Investors. The investment is subject to necessary approval(s)/condition(s) including the receipt of Shareholders' approval and execution of a mutually agreeable Share Subscription Agreement ("SSA") with respective Investors.

The proposed preferential allotment of Equity Shares would be strictly in accordance with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations").

The shares allotted pursuant to this above resolution shall rank pari passu with the existing Equity Shares of the Company in respect of all rights including dividend.

The Issue and allotment of Equity Shares by the Board would be subject to the fulfillment of certain conditions as may be set out in the SSA to be entered into by the Company with the respective Investors.

In terms of Chapter VII of the SEBI ICDR Regulations, it is necessary to disclose certain details to the Shareholders while seeking their approval for issuing the Equity Shares on preferential basis. Hence, the requisite approval of the Shareholders is being sought in terms of the provisions of the Companies Act, 1956, ("the Act") and the SEBI ICDR Regulations, the relevant disclosures/details of which are given below:

A. Object of the Preferential Allotment:

The objective is to fulfill a substantial part of the funding requirements to complete the proposed acquisition of Paras Personal Care Business by the Company.

B. Type of security offered and the number of security offered:

The Company proposes to offer, issue and allot 29,411,764 Equity Shares of face value of ₹ 1 each at a premium of ₹ 169 (Rupees One Hundred and Sixty Nine Only) per Equity Share aggregating upto ₹ 500 Crore (Rupees Five Hundred Crore Only) on such other terms and conditions as the Board may in its absolute discretion decide at the time of issue of the shares.

C. Important terms and conditions:

- The Issue and allotment of Equity Shares by the Company would be subject to the fulfillment of certain conditions as may be set out in the SSA to be entered into by the Company with the respective Investors.
- The total subscription amount, payable by the Investors, shall be paid prior to the allotment of the Issue Shares.
- The allotment of Issue Shares are subject to the Investors not having sold any Equity Shares of the Company during the six months preceding the Relevant Date (defined below) and the Investors not acquiring any Equity Shares until completion of the allotment of the Issue Shares under the proposed preferential issue.
- Under Chapter VII of the SEBI ICDR Regulations, issue of Equity Shares on a preferential basis shall be made at a price not less than higher of:
 - (a) the average of the weekly high and low of the closing prices of the Equity Shares quoted on a recognized stock exchange during the 26 weeks preceding the Relevant Date or
 - (b) the average of the weekly high and low of the closing prices of the Equity Shares quoted on a recognized stock exchange during the two weeks preceding the Relevant Date;
- The "Relevant Date" for determining the issue price of the Equity Shares shall be Monday, April 2, 2012 being the date which is 30 days prior to the date of Shareholders resolution i.e. Wednesday, May 2, 2012.
- "Stock Exchange" for this purpose shall mean National Stock Exchange of India Limited being the stock exchange on which the highest trading volume in respect of the shares of the Company has been recorded during the preceding six months prior to the Relevant Date.
- The price at which the preferential issue is being made at ₹ 170 (Rupees One Hundred and Seventy Only) per Equity Share and the same complies with the above pricing mechanism.

D. Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them consequent to the preferential issue

| Sr. No. | Identity of proposed allottee | Pre issue shareholding of proposed allottee | Maximum number of Equity Shares proposed to be issued to the allottee | Post issue shareholding on a fully diluted basis |
|--------------|---|---|---|--|
| 1. | Indinvest Pte. Ltd. | Nil | 22,058,823 | 3.42% |
| 2. | Baring India Private Equity Fund III Listed Investments Limited | Nil | 7,352,941 | 1.14% |
| Total | | Nil | 29,411,764 | 4.56% |

Information about the Investors

Indinvest Pte Ltd (“Indinvest”), a Foreign Venture Capital Investor (FVCI) entity registered with the Securities Exchange Board of India, is a company incorporated and existing under the laws of Singapore, having its registered office at 168 Robinson Road, #37-01 Capital Tower, Singapore-068912. It is an affiliate of Government of Singapore Investment Corporation Pte Ltd (GIC). GIC is a global investment management company established in 1981 to manage Singapore’s foreign reserves.

Baring India Private Equity Fund III Listed Investments Limited, a Foreign Institutional Investor (FII) entity registered with the Securities Exchange Board of India, is a company incorporated and existing under the laws of Mauritius, having its registered office at c/o Multiconsult Limited, Rogers House, 5, President John Kennedy Street, Port Louis, Mauritius. BIPEF III LIL is. Having partnered with Indian entrepreneurs for over a decade, Baring India advised funds have an enviable track record of helping build outstanding businesses in over 25 companies. These funds are focused on key verticals of IT/ IT Enabled Services, Life Sciences, Banking Financial Services and Insurance, Energy, Real Estate and Consumer goods. Baring India advised Funds provide long-term growth capital with average holding period of over 6 years and currently have more than US\$ 1.0 billion of assets under management.

E. Intention of promoter / directors / key management personnel to subscribe to the offer:

None of the promoters, directors or key management personnel intend to subscribe to the preferential offer.

F. Pre-issue and Post-issue Shareholding Pattern of the Company:

| Sr. No. | Category of Shareholders | Shareholding Before Preferential Allotment (as on 31.3.2012) | | Shareholding After Preferential Allotment | |
|------------|--|--|--------------|---|--------------|
| | | No of Equity Shares Held | % | No of Equity Shares Held | % |
| (A) | Promoter and Promoter Group | | | | |
| 1 | Indian | 385,738,520 | 62.7% | 385,738,520 | 59.9% |
| 2 | Foreign | - | - | - | - |
| | Sub Total (A) | 385,738,520 | 62.7% | 385,738,520 | 59.9% |
| (B) | Public Shareholding | | | | |
| 1 | Institutions | | | | |
| (i) | Mutual Funds/ UTI | 22,751,247 | 3.7% | 22,751,247 | 3.5% |
| (ii) | Financial Institutions/ Banks | 60,995 | 0.0% | 60,995 | 0.0% |
| (iii) | Insurance Companies | 4,656,041 | 0.8% | 4,656,041 | 0.7% |
| (iv) | Foreign Institutional Investors | 157,333,650 | 25.6% | 164,686,591 | 25.6% |
| (v) | Foreign Venture Capital Investors | - | - | 22,058,823 | 3.4% |
| | Sub Total (B1) | 184,801,933 | 30.1% | 214,213,697 | 33.2% |
| 2 | Non-Institutions | | | | |
| (i) | Bodies Corporate | 18,642,634 | 3.0% | 18,642,634 | 2.9% |
| (ii) | NRIs | 2,036,436 | 0.3% | 2,036,436 | 0.3% |
| (iii) | Indian Public | 23,350,315 | 3.8% | 23,350,315 | 3.6% |
| (iv) | Others | 364,549 | 0.1% | 364,549 | 0.1% |
| | Sub Total (B2) | 44,393,934 | 7.2% | 44,393,934 | 6.9% |
| | Total Public Shareholding Sub-Total B (B1+B2) | 229,195,867 | 37.3% | 258,607,631 | 40.1% |
| | Total Shareholding (1+2) | 614,934,387 | | 644,346,151 | |

*The aforesaid percentages are based on capital as on March 31, 2012 without taking into consideration any potential dilutions by way of issuance of shares under the ESOP scheme of the Company.

G. Proposed time within which the allotment shall be complete:

The Issue Shares shall be allotted within a period of 15 days from the date of passing of this resolution provided that if the approval or permission by any regulatory authority for allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission as the case may be.

H. Lock in:

The Equity Shares being allotted on preferential basis under the SEBI ICDR Regulations shall be locked in for a period of 1 year from the date of allotment.

As per Regulation 78(6) of the SEBI ICDR Regulations, the entire pre preferential allotment shareholding of the allottees, if any, shall be locked in from the relevant date up to a period of six months from the date of preferential allotment. However, none of the allottees hold any Equity Shares of the Company as on the relevant date.

I. Auditor's Certificate:

The Company is in the process of obtaining a certificate from Price Waterhouse ("PW"), Statutory Auditors of the Company, certifying that the issue of the Issue Shares is being made in accordance with requirements of SEBI ICDR Regulations. A copy of this certificate shall be placed before the Shareholders' at the Extra-ordinary General Meeting and the same will also be made available for inspection at the registered office of the Company during the hours between 11.00 a.m. and 1.00 p.m upto the conclusion of the Extra-ordinary General Meeting.

Further, as per the provisions of Section 81(1A) of the Companies Act, 1956, approval of the Shareholders through a Special Resolution is required for issue of securities on preferential basis.

Accordingly, the consent of the Shareholders is being sought, pursuant to the applicable provisions of the Act, and SEBI ICDR Regulations to issue and allot Equity Shares on preferential basis as stated in the resolution.

The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot Shares to the Investors are not existing shareholders of the Company.

The Board recommends passing of the resolution contained at Item No. 2 of the accompanying notice.

None of the Directors of the Company is in any way concerned or interested in the resolution.

Item 3

Alteration of Articles of Association of the Company

It is proposed through the resolution at Item No. 3 that the authority to delegate powers for affixing the Common Seal of the Company be conferred to the Committees of the Board of Directors of the Company for operational convenience. Consequently, Article 128 of the Articles of Association of the Company would have to be altered to reflect the proposed change.

According to Section 31 of the Companies Act, 1956, amendments in the Articles of Association of the Company requires approval of the shareholders through a Special Resolution.

The Board of Directors of the Company recommends passing of the resolution contained at Item No. 3 of the accompanying notice.

None of the Directors of the Company are concerned or interested in the resolution.

A copy of the Memorandum of Association and Articles of Association together with a copy of the Memorandum of Association and Articles of Association reflecting the alterations proposed at Item No. 1 & 3 of the accompanying notice will be available for inspection by the Shareholders of the Company at its registered office of the Company between 11.00 a.m and 1.00 p.m on any working day (i.e. except Saturday & Bank Holidays) upto the conclusion of the Extra-ordinary General Meeting.

Place: Mumbai
Date: April 6, 2012

Registered Office:

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

**By Order of the Board
For Marico Limited**

**Hemangi Ghag
Company Secretary and
Compliance Officer**



MARICO LIMITED

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

PROXY FORM

EXTRA-ORDINARY GENERAL MEETING - WEDNESDAY, MAY 2, 2012 AT 9.30 A.M.

Reg. Folio No. / DP Client ID

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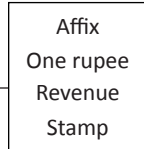
No. of shares held

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I/We _____ of _____
in the district of _____ being a member / members of the above-named Company
hereby appoint _____ of _____
_ in the district of _____ or failing him _____
_____ of _____ in the district of _____ as my/our proxy to vote
for me/us on my/our behalf at the EXTRA-ORDINARY GENERAL MEETING of the Company to be held at Indian Education Society
Manik Sabhagriha, VMDL Vidya Sankul, Gate No. 6, Opp. Lilavati Hospital, Bandra Reclamation, Bandra (West), Mumbai 400 050 on
Wednesday, May 2, 2012 and at any adjournment(s) thereof.

Signed this _____ day of _____ 2012

Signature



Note

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself.
2. A Proxy need not be a Member.
3. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
4. A Proxy shall not have any right to speak at the meeting.



MARICO LIMITED

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

ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING - WEDNESDAY, MAY 2, 2012 AT 9.30 A.M.

Reg. Folio No. / DP Client ID

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No. of shares held

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I certify that I am a registered shareholder/proxy for the member of the Company. I hereby record my presence at the EXTRA-ORDINARY GENERAL MEETING of the Company being held at Indian Education Society Manik Sabhagriha, VMDL Vidya Sankul, Gate No. 6, Opp. Lilavati Hospital, Bandra Reclamation, Bandra (West), Mumbai 400 050 at 9.30 a.m. on Wednesday, May 2, 2012.

Member's / Proxy's name in Block Letters

Member / Proxy's Signature

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



