

October 18, 2013

The Secretary,
BSE Limited,
1st Floor, Phiroze Jeejeebhoy
Towers, Dalal Street,
Mumbai – 400001
Fax: 22722037/ 39/ 41
BSE Scrip code – 531642

Sub: Disclosure under the relevant clauses of the Listing Agreement

Ref: Brief Details of the Scheme of Arrangement between Marico Limited ("Marico") and Marico Kaya Enterprises limited ("MaKE") and their respective Shareholders & Creditors ("the Scheme")

Profile of the Demerged Company i.e. Marico

Marico Limited, a Company incorporated under Companies Act, 1956 on October 31, 1988 has its registered office at 7th Floor, Grande Palladium, 175 CST Road, Kalina, Santacruz (East), Mumbai 400 098 is engaged in the business of Fast Moving Consumer Goods. Marico is listed on BSE Limited and National Stock Exchange of India Limited.

Profile of the Resulting Company i.e. MaKE

MaKE incorporated on January 19, 2013 has its registered office at Rang Sharda, Krishnachandra Marg, Bandra Reclamation, Bandra West, Mumbai – 400 050. MaKE will be listed on BSE Limited and National Stock Exchange of India Limited.

Brief particulars & Rationale of the Scheme

The Scheme provides for an arrangement between Marico and MaKE and their respective Shareholders and Creditors. Pursuant to the Scheme the skin care solutions business of Marico carried on through Kaya Skin Clinics in India and Middle East and through Derma Rx Clinics in Singapore and Malaysia will be demerged into MaKE.

Marico mainly operates in the Fast Moving Consumer Goods and Skin Care Segment and is one of the leading companies in the global beauty and wellness space. Marico operates its skin care solutions segment through Kaya skin clinics in India and Middle East and through Derma Rx clinics in Singapore and Malaysia. The Kaya Business mainly includes solutions for skin beauty, skin concerns, laser hair reduction and anti-ageing. The management of Marico is of the view that segregation of the Kaya Business from Marico, inter alia, would lead to following benefits:

- (a) Efficient and focused management of Kaya business segment;
- (b) Unlocking value for the shareholders of Marico; and
- (c) Increase flexibility for value extraction and fund raising;

The Hon'ble High Court of Judicature at Bombay vide an order passed on September 27, 2013 sanctioned the Scheme. Further, certified true copy of the order was filed with the Register of Companies, Mumbai on October 17, 2013, making the Scheme effective.

Share Entitlement

The shareholders of Marico will be issued and allotted shares of MaKE in accordance with Clause 5 of the Scheme in the following manner;

"1 (One) fully paid Equity Share of INR 10 (Rupees Ten) each of MaKE shall be issued and allotted for every 50 (Fifty) fully paid Equity Shares of INR 1 (Rupee One) each held in Marico."

Treatment of fractional entitlements

Clause 5.4 of the Scheme provides that no shares shall be allotted by MaKE in respect of fractional entitlements, if any. All fractional entitlements of shareholders shall be consolidated and Board of Directors of MaKE shall allot equity shares in lieu thereof to either a Director or an officer of MaKE or such other person as the Board of Directors of MaKE shall appoint in this behalf, who shall hold the shares in trust on behalf of the members of Marico, with an express understanding that such equity shares will be sold in the market at such price and at such time and to such person as he deems fit. The net sale proceeds, subject to tax deductions as applicable, shall be distributed by MaKE to the members of Marico in proportion to their respective fractional entitlements.

No. of shares to be issued by the Resulting Entity i.e. MaKE

Based on the shareholding pattern of Marico as on June 30, 2013, MaKE will issue *1,28,96,466 fully paid up Equity Shares of INR 10 each aggregating to INR 12,89,64,660 (*without adjustment of fractional entitlement)

Cancellation of shares

Upon the Scheme becoming effective and upon issue and allotment of shares by MaKE in accordance with share exchange ratio, the existing 1,00,000 (One Lac) equity shares of INR 10/- each held by Marico in MaKE without any application or deed, stand cancelled without any payment.

Thank you.

Yours faithfully,
For **Marico Limited**

Bhaveka Ranparia

Bhaveka Ranparia
Asst. Company Secretary

