

July 10, 2015

The Secretary,
BSE Limited,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

The Manager
Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051

Dear Sir / Madam,

Sub: - **Submission of Reconciliation of Share Capital Audit Report for the Quarter ended June 30, 2015**
(NSE Scrip Symbol: MARICO; BSE Scrip Code: 531642)

With reference to the captioned matter, we enclose herewith the Reconciliation of Share Capital Audit Report for the Quarter ended June 30, 2015 issued by M/s. Amita Desai & Co., Practising Company Secretaries, Mumbai, in terms of Circular No. D&CC/FITTC/CIR-16/2002 dated December 31, 2002 read with Circular No. SEBI/MRD/Policy/Cir-13/2004 dated March 3, 2004 and Circular No. CIR/MRD/DP/30/2010 dated September 06, 2010, issued by Securities and Exchange Board of India (SEBI).

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,

For Marico Limited



Bhavika Ranparia
Assistant Company Secretary



Encl.: As above



AMITA DESAI & CO.
Company Secretaries



Head Off : Unit No. 1005 Hubtown Solaris, 10th Floor, N.S Phadke Marg, Opp Telll Gall, Andheri Flyover Brigde, Andheri (E) Mumbai- 400069
Branch 1 : 404, 4th Floor, Andheri Flyover Apt., Opp. Telll Gall, Andheri Flyover Bridge, Next to Hub Town, Andheri (E), Mumbai - 400 069.
Branch 2 : 21 & 26 1st Floor, Matadin Mishra Bldg., Corss Old Nagardas Road, Opp. Shivsagar Hotel, Andheri (E), Mumbai - 400 069.
Tel. No. : 022-26845920/21, 6678 0848/7499 • Telefax : 6678 7499 Cell : 9820 177 691
Email : info@amitadesal.com/amita@amitadesal.com • Website : www.amitadesal.com

JULY 10, 2015

To

**THE BOARD OF DIRECTORS,
MARICO LIMITED**

7th Floor, Grande palladium,
175, CST Road, Kalina,
Santacruz (East),
Mumbai- 400098

Company Registration Number: 11-49208

Scrip Code : BSE- 531642

: NSE- MARICO

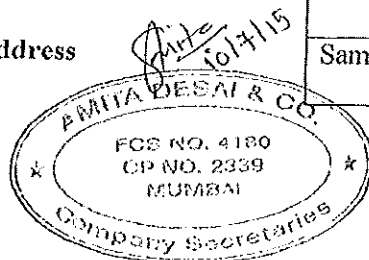
Authorized Capital : Rs. 215 Crores

We have examined the Register of Members and other records / documents maintained by M/s. Marico Limited (hereinafter referred to as 'Company') and its Registrar and Share Transfer Agent namely M/s. Link Intime India Private Limited (Formerly known as M/s. Intime Spectrum Registry Limited), for issuing this certificate in accordance with Circular D & CC / FITTC / CIR - 16 /2002 dated December 31, 2002 and Circular CIR/MRD/DP/30/2010 dated September 06, 2010 issued by the Securities and Exchange Board of India.

In our opinion and to the best of our knowledge and according to the information and explanations given to us and based on such verification as considered necessary by us, we hereby certify the Reconciliation of Share Capital Audit in the prescribed format as under:

RECONCILIATION OF SHARE CAPITAL AUDIT

1. For Quarter Ended	30 th June, 2015
2. ISIN	INE196A01026
3. Face Value	Re.1/-
4. Name of the Company	Marico Limited
5. Registered Office Address	7th Floor, Grande Palladium, 175, CST Road, Kalina, Santacruz (East), Mumbai- 400098
6. Correspondence Address	Same as above



7. Telephone & Fax Nos.	Telephone No: (91-22) 6648 0480 Fax No: (91-22) 2650 0159	
8. Email address	investor@maricoindia.net	
9. Names of the Stock Exchanges where the company's securities are listed:	BSE Limited (BSE)	
	National Stock Exchange of India Limited (NSE)	
10 Issued Capital	Number of shares	Percentage of total Issued Cap.
11 Listed Capital (Exchange-wise) (as per company records)	64,50,85,399.00	100.00%
12 Held in dematerialized form in CDSL	36,54,345	0.57%
13 Held in dematerialized form in NSDL	64,07,06,194	99.32%
14 Physical	7,24,860	0.11%
15 Total No. of shares (12+13+14)	64,50,85,399.00	100.00%
16 Reasons for difference if any, between (10&11), (10&15), (11&15)	N.A	

17 Certifying the details of changes in share capital during the quarter under consideration as per Table below:

Particulars	No. of shares	Applied / Not Applied for listing	Listed on Stock Exchanges (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-prin. appr. pending for SE (Specify Names)
1. ESOP allotted on 17 th April, 2015	70,500	Applied and Listing approval is received	BSE & NSE	YES	YES	Approval of Listing and Trading has been received from BSE and NSE
2. ESOP allotted on 14 th May, 2015	32,900	Applied and Listing approval is received	BSE & NSE	YES	YES	Approval of Listing and Trading has been received from BSE and NSE

- 18 Register of Members is updated (Yes / No)
If not, updated upto which date
- 19 Reference of previous quarter with regards to excess dematerialised shares, if any.
- 20 Has the company resolved the matter mentioned in point no.19 above in the current quarter? If not, reason why?

Yes
Not Applicable
Not Applicable

PRANITA DESAI & CO.
 FCS NO. 4180
 CP NO. 2339
 MUMBAI
 Company Secretaries

- 21 Mention the total no. of dematerialization requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

Total No. of Demat requests	No. of requests	No. of shares	Reasons for delay
Confirmed after 21 Days	NIL	NIL	NIL
Pending for more than 21 days	NIL	NIL	NIL

- 22 Name, Telephone & Fax No. of the Compliance Officer of the Co.
 Ms. Hemangi Ghag
 Company Secretary & Compliance Officer
 Tel No.:- (91-22)- 6648 0249
 Fax No:- (91-22)- 2650 0159
- 23 Name, Address, Tel. & Fax No., Regn. no. of the Auditor
 Secretarial Auditor of the Co.:
 Amita Desai & Co.,
 404, Flyover Apt., Andheri Flyover,
 Opp. Telli Galli, Next to Solaris
 Hubtown, Andheri (East),
 Mumbai - 400069.
 Tel : 26845920/5921
 C. P. No: 2339
 FCS No: 4180
- 24 Appointment of common agency for share registry work, if yes (name & address)
 M/s Link Intime India Private Limited (Formerly known as M/s. Intime Spectrum Registry Limited)
 C/13, Pannalal Silk Mills Compound,
 L.B.S. Marg.,
 Bhandup (West),
 Mumbai- 400 078.
- 25 Any other detail that the auditor may like to provide. (e.g. BIFR company, delisting from SE, company changed its name etc.)
 Not applicable

For Amita Desai & Co.
 Company Secretaries

Amity
 10/7/15
 Amita Desai
 FCS-4180
 CP- 2339



AMITA DESAI & CO.
 Company Secretaries
 #404, 4th Floor, Flyover Apartment,
 Opp. Telli Galli Next To Ackruti City,
 Andheri Flyover Bridge,
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