

Certified true copy of the resolution passed through circulation by the members of the Audit Committee of the Board of Directors on Thursday, February 14, 2013

“RESOLVED THAT

- i) in furtherance to the resolution passed by the Board of Directors of Marico Limited at their meeting held on January 7, 2013 approving the Scheme of Arrangement between Marico Limited, Marico Kaya Enterprises Limited and their respective Shareholders and Creditors (“the Scheme”) and
 - ii) pursuant to the Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 issued by the Securities and Exchange Board of India (“SEBI”) (“the Circular”):
1. the Scheme which was approved unanimously by the Board of Directors at its meeting held on January 7, 2013, where all the members of the Audit Committee of the Board of Directors (“the Committee”) were personally present, be and is hereby taken as approved by the Committee vide this resolution;
 2. the Committee do hereby recommend the Scheme inter-alia taking into account the following:
 - i) Share Entitlement Report dated January 7, 2013, issued by Grant Thornton India LLP for issue of shares pursuant to the Scheme (*as placed at the Board Meeting held on January 7, 2013*);
 - ii) Fairness Opinion dated January 7, 2013, issued by M/s. Keynote Corporate Services Limited on the fairness of the Share Entitlement Report (*as placed at the Board Meeting held on January 7, 2013*);
 - iii) Certificates obtained from the statutory auditors of the Company on the accounting treatment prescribed in the Scheme (*copy of which is enclosed with this resolution*);
 3. the Committee do hereby authorise Mr. Nikhil Khattau, Chairman of the Committee to sign and issue the Report recommending the Scheme on behalf of the Committee;
 4. the Directors of the Company and the below mentioned officials of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution and to issue a copy of this resolution duly certified as true for furnishing the same to the concerned persons:



Name	Designation
Mr. Milind Sarwate	- Group CFO
Ms. Hemangi Ghag	- Company Secretary
Mr. Vivek Karve	- EVP & Head - Corporate Finance
Mr. Suresh M. S. Jagirdar	- EVP & Head - Legal
Mr. Vishal Barot	- Head-Corporate Accounts, MIS & Risk Management
Mr. Ravin Mody	- Head -Treasury & Direct Taxation

For Marico Limited

Hemangi Ghag

Hemangi Ghag
Company Secretary &
Compliance Officer



Issued on: February 20, 2013