

February 14, 2013

The Secretary,
BSE Limited,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

The Manager
Listing department
National Stock exchange of India Limited
'Exchange Plaza', C-1 Block G
Bandra Kurla Complex, Bandra(E)
Mumbai - 400 051

Fax: 22722037/ 39/ 41

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Ref: SEBI Circular No. CIR/CFD/DIL/3/2013 dated January 17, 2013
Sub: Prohibition on any employee benefit schemes involving acquisition of
own securities from the secondary market

Dear Sir,

Pursuant to captioned circular issued by The Securities and Exchange Board of India, please find enclosed the details of the Company's employee benefit scheme in the prescribed format for your information and record.

Kindly acknowledge receipt.

Thank you,

Yours faithfully
For **Marico Limited**



Hemangi Ghag
Company Secretary
& Compliance Officer

ANNEXURE II

SEBI Circular no:
Circular date:CIR/CFD/DIL/3/2013
17/01/2013

1	Name of the Issuer	Marico Limited					
2	Name of the Scheme	Marico Employee Stock Appreciation Rights Plan 2011 ("STAR Plan")					
3	Date of Implementation	March 28, 2011					
4	Mode of Implementation (Trust/ Direct)	Trust					
5	Brief Particulars about the Scheme (modus operandi)	Details of Trust		Details of Trustees		Relationship with the Promoters or Directors of the Company	
		Welfare of Mariconians Trust ("WEOMA Trust") formed pursuant to the Trust Deed dated June 14, 2011.		IDBI Trusteeship Services Limited.		The Trust is independent of the Promoters, Directors and the Company.	
		Nature of the Scheme: Long term incentive plan for conferring stock appreciation rights to the employees of the Company and those of its subsidiaries.					
6	Whether promoters/ persons belonging to the promoter group/ directors, are also beneficiaries in the scheme. If so, the details thereof and their entitlements	None of them are beneficiaries in the scheme.					
7	No. of shares held by Trust/ any other agency managing the scheme as on date of Circular	46,53,141 shares.					
8	How the Trust/ agency is proposing to deal with the existing holding (whether to be transferred to the employees, or to be sold in the market for transferring the benefits to the employees, if so, details regarding proposed date of such transfer or sale shall be given). Such details shall not be later than June 30, 2013.	The Company is in the course of approaching SEBI for seeking relaxation from the applicability of the Circular to the STAR Plan. The Company would deal in the shares so purchased by the Trust based on the guidance provided by SEBI.					
9	Details of persons who are entitled to shares or benefits accruing out of the shares, which form part of more than 1 percent of the paid up share capital, as on the date of the circular	Name of the Scheme (1)	Name of the employee (2)	Whether falling under Promoter/ promoter group/ directors (3)	No. of entitled shares (4)	% of such entitlement over the paid-up share capital (5)	No. of shares transferred/ allotted to them/ benefits of which is passed on to them out of (4) (6)
		No person is entitled to any benefit which forms part of more than 1% of the paid up share capital of the Company.					
10	Details of secondary market purchases/ sales by the company/ Trust/ any other agency managing the scheme. If any, since April 01, 2012	Name of the Scheme	SI	Date/ Time	Type of transaction (purchase/ sale)	No. of securities	Price at which purchased/ sold
		As per the Enclosure I.					



Enclosure I

Details of secondary market purchases/ sales by the company/ Trust/ any other agency managing the scheme. If any, since April 01, 2012	Name of the Scheme	Date	Time (Trade Time)	Type of transaction (purchase/	No. of securities	Price at which purchased/ sold
	Scheme I					
Purchase of Shares of Marico Limited		08/05/2012	11:52:26	Purchase	200000	177.76
		18/05/2012	11:27:51	Purchase	300000	173.2595
		21/05/2012	11:38:59	Purchase	500000	172.75
		21/05/2012	12:42:38	Purchase	82000	172.75
		22/05/2012	12:40:17	Purchase	585000	169.25
		25/05/2012	12:38:28	Purchase	40000	174.58
		29/05/2012	12:22:14	Purchase	55000	176.1154
		30/05/2012	13:17:56	Purchase	25000	174.312
		30/05/2012	13:17:57	Purchase	25000	174.26
		31/05/2012	11:10:55	Purchase	50000	171.26
		1/6/2012	13:11:32	Purchase	50000	172.1525
		4/6/2012	12:23:01	Purchase	100000	170.2546
		5/6/2012	10:54:58	Purchase	55000	168.5691
		6/6/2012	12:05:37	Purchase	55000	169.25
		7/6/2012	11:34:37	Purchase	2724	170.24
		7/6/2012	11:21:01	Purchase	3719	170.255
		8/6/2012	11:01:03	Purchase	63557	170.5056
		11/6/2012	12:31:27	Purchase	30002	167.2084
		12/6/2012	10:26:49	Purchase	84998	168.252
		14/06/2012	15:04:02	Purchase	52000	172.7587
	14/06/2012	11:58:05	Purchase	3000	172.32	
	Total				2362000	
	Scheme III					
		13/12/2012	12:31:18	Purchase	90000	221.2977
		14/12/2012	11:37:10	Purchase	48310	220.8092
		17/12/2012	10:46:22	Purchase	17644	220.949
		18/12/2012	12:46:29	Purchase	100000	223.3015
		19/12/2012	10:55:31	Purchase	91924	221.545
		20/12/2012	11:54:58	Purchase	100000	221.3306
		21/12/2012	12:29:52	Purchase	100000	219.8238
		24/12/2012	12:18:32	Purchase	100000	221.3315
		26/12/2012	12:36:36	Purchase	100000	221.3315
		27/12/2012	14:31:18	Purchase	100000	221.8322
		28/12/2012	11:35:39	Purchase	100000	218.9646
		31/12/2012	12:58:42	Purchase	9456	218.2367
	Total				957334	
Total (Scheme I & III)					3319334	

Note:

For Scheme II, the shares were purchased by the Trust prior to April 1, 2012.

