

o/c



January 15, 2013

The Secretary,
BSE Limited,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Fax: 22722037/ 39/ 41

The Asst. Vice President (Market Operations),
National Stock Exchange,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai - 400 051
Fax: 26598237/ 38

Dear Sir / Madam,

Sub: - **Submission of Reconciliation of Share Capital Audit Report for the Quarter ended December 31, 2012**

With reference to the captioned matter, we enclose herewith the Reconciliation of Share Capital Audit Report for the Quarter ended December 31, 2012 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,

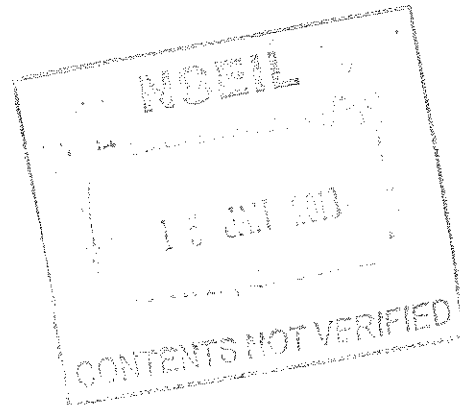
Yours faithfully,

For Marico Limited

Hemangi Ghag

Hemangi Ghag
Company Secretary &
Compliance Officer

Encl.: As above



Marico Limited
Regd Office: Rang Sharda
Krishnachandra Marg
Bandra Reclamation, Bandra (W)
Mumbai 400 050, India
Tel: (91-22) 6648 0480
Fax: (91-22) 6649 0113 / 4

www.marico.com



Head Off. : 404, 4th Floor, Andheri Flyover Apt., Opp. Telll Galli, Andheri Flyover Bridge, Next to Hub Town, Andheri (E), Mumbai - 400 069.
Branch : 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 : amitasd@vsnl.com/amita@amitadesai.com • Website : www.amitadesai.com

Date: 14/01/2013

To
The Board of Directors,
MARICO LIMITED
Regd.Off: Rang Sharda,
Krishnachandra Marg.,
Bandra Reclamation, Bandra (West),
Mumbai 400 050, India

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

31st December, 2012

2. ISIN

INE196A01026

3. Face Value

Re.1/-

4. Name of the Company

Marico Limited

5. Registered Office Address

Rang Sharda, Krishnachandra Marg.,
Bandra Reclamation, Bandra (West),
Mumbai 400 050, India

6. Correspondence Address

Same as above

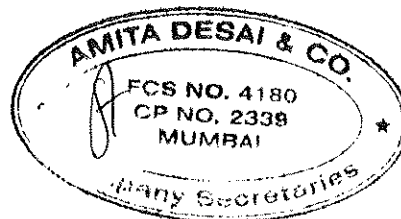


7. Telephone & Fax Nos.	Telephone No: (91-22) 6648 0480 Fax No: (91-22) 6649 0112/3/4	
8. Email address	investor@maricoindia.net	
9. Names of the Stock Exchanges where the company's securities are listed:	Bombay Stock Exchange Limited (BSE) National Stock Exchange of India Limited (NSE)	
10 Issued Capital	Number of shares	Percentage of total Issued Cap.
11 Listed Capital (Exchange-wise) (as per company records)	644,707,599.00	100.00%
12 Held in dematerialized form in CDSL	3,402,179.00	0.53%
13 Held in dematerialized form in NSDL	640,386,675.00	99.33%
14 Physical	918,745.00	0.14%
15 Total No. of shares (12+13+14)	644,707,599.00	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)
ESOP allotted on 23 rd October, 2012	1,52,300	Applied and Listing approval is received	BSE & NSE	YES	YES	Approval of Listing and Trading has been received from BSE and NSE

*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction Forfeiture, any other (to specify).



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- 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?
- 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:

Yes
Not Applicable
Not Applicable

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.
- 23 Name, Address, Tel. & Fax No., Regn. no. of the Auditor

Ms. Hemangi Ghag
Compliance Officer
Tel No.:- (91-22)- 66480249
Fax No:- (91-22)- 66490112

Secretarial Auditor of the Co.:
Amita Desai & Co.,
404, Flyover Apt., Andheri Flyover,
Opp. Telli Galli, Next to Ackruti
City, Andheri (East),
Mumbai - 400069.
Tel : 26845920/5921
C. P. No. 2339
FCS No: 4180



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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

Amita
14/01/2017

Amita Desai



FCS-4180
CP- 2339

(Signature)