

April 16, 2013

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

The Manager
Listing Department
National Stock Exchange of India Limited,
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 March 31, 2013**

With reference to the captioned matter, we enclose herewith the Reconciliation of Share Capital Audit Report for the Quarter ended March 31, 2013 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
Company Secretary &
Compliance Officer

Encl.: As above



AMITA DESAI & CO.
Company Secretaries

Head Off. : 404, 4th Floor, Andheri Flyover Apt., Opp. Telli 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: 15th April, 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 | 31 st March, 2013 |
| 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: BSE Limited (BSE)
National Stock Exchange of India Limited (NSE)
- | Number of shares | Percentage of total Issued Cap. |
|------------------|---------------------------------|
| 644,771,799.00 | 100.00% |
| 644,771,799.00 | 100.00% |
- 10 Issued Capital
- 11 Listed Capital (Exchange-wise)
(as per company records)
- 12 Held in dematerialized form in CDSL 3,326,324.00 0.52%
- 13 Held in dematerialized form in NSDL 640,579,735.00 99.35%
- 14 Physical 865,740.00 0.13%
- 15 Total No. of shares (12+13+14) 644,771,799.00 100.00%
- 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 15 th January, 2013 | 5,000 | Applied and Listing approval is received | BSE & NSE | YES | YES | Approval of Listing and Trading has been received from BSE and NSE |
| ESOP allotted on 14 th February, 2013 | 38,000 | Applied and Listing approval is received | BSE & NSE | YES | YES | Approval of Listing and Trading has been received from BSE and NSE |



| | | | | | | |
|---|--------|--|-----------|-----|-----|--|
| ESOP allotted on 18 th March, 2013 | 21,200 | 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).

- 18 Register of Members is updated (Yes / No)
If not, updated upto which date

Yes

- 19 Reference of previous quarter with regards to excess dematerialised shares, if any.

Not Applicable

- 20 Has the company resolved the matter mentioned in point no.19 above in the current quarter? If not, reason why?

Not Applicable

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

- 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 Ackruti
City, 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



Amita Desai



FCS-4180
CP- 2339