

February 20, 2013

To

Listing Department
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001
BSE Scrip Code: 531642

Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E) , Mumbai - 400 051
NSE Scrip Code: MARICO

Dear Sir / Madam,

Ref: SEBI Circular No. CIR/CFD/DIL/5/2013 ('Circular') dated February 4, 2013 dealing with revised requirements for the Stock Exchanges and Listed Companies on a Scheme of Arrangement under the Companies Act, 1956

Sub: Scheme of Arrangement between Marico Limited and Marico Kaya Enterprises Limited and their Respective Shareholders and Creditors

We refer to our letter dated 24th January, 2013 and subsequent communications thereafter, wherein pursuant to Clause 24(f) of the Listing Agreement, we had submitted, for your approval, the Scheme of Arrangement between Marico Limited and Marico Kaya Enterprises Limited and their respective Shareholders and Creditors ('the Scheme'), under Sections 391 to 394 read with Sections 78 and 100 to 103 and other applicable provisions of the Companies Act, 1956.

The Securities and Exchange Board of India ('SEBI') has issued a Circular to the stock exchanges on February 4, 2013 detailing the revised requirements to be complied with by the Stock Exchanges and listed companies in implementing a Scheme of Arrangement under the Companies Act, 1956.

Based on Clause 5.3 of the Circular, we hereby choose the National Stock Exchange of India as the designated stock exchange for the purpose of coordinating with SEBI.

Accordingly, please find enclosed herewith the following documents required:

- Draft Scheme of Arrangement;
- Share Entitlement Report issued by Grant Thornton India LLP;
- Report from the Audit Committee recommending the Draft Scheme and the Share Entitlement Report;
- Fairness Opinion issued by M/s. Keynote Corporate Services Limited;
- Pre and post demerger shareholding pattern of Marico Kaya Enterprises Limited;



Marico Limited
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- Audited financials of last 3 years of Marico Kaya Enterprises Limited - As Marico Kaya Enterprises Limited has been recently incorporated on the 19th of January, 2013 and the accounts are yet to be finalized and audited; and
- Compliance with clause 49 of the Listing Agreement (as on December 31, 2012).

We hereby undertake to submit the Complaints Report to the Stock Exchanges within 7 days of expiry of 21 days from the date of hosting the Draft Scheme along with all the documents listed in Clause 5.1 on the websites of the Stock Exchanges and the Company.

Further we have also disclosed the Draft Scheme along with all the documents referred to in Clause 5.1 of the Circular, to the extent applicable, on our website. We request you to kindly upload the said documents on your website as required under Clause 5.15 of the Circular.

If you require any further clarifications/ information, we would be happy to provide the same.

Thanking you,

Yours faithfully,

For Marico Limited



Hemangi Ghag
Company Secretary &
Compliance Officer



Encl.: A/a