

April 12, 2016

The Secretary,  
Listing Department  
BSE Limited,  
1<sup>st</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
Scrip Code: 531642

The Manager  
Listing Department  
National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E),  
Mumbai - 400 051  
Scrip Symbol: Marico

Dear Sir / Madam,

**Sub: Compliance Certificate under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") for the half year ended March 31, 2016**

Pursuant to Regulation 40(9) of the SEBI LODR Regulations, we enclose herewith the Compliance Certificate issued by M/s. Amita Desai & Co., Practising Company Secretaries, Mumbai, for the half year ended March 31, 2016.

Kindly take above on record and acknowledge receipt.

Thank you.

Yours faithfully,

For Marico Limited

*B Ranparia*

Bhaveka Ranparia

Asst. Company Secretary



Encl.: As above



**AMITA DESAI & CO.**  
**Company Secretaries**



**Head Off : Unit No. 1005 Hubtown Solaris, 10th Floor, N.S Phadke Marg, Opp Telli Gali, Andheri Flyover Brigde, Andheri (E) Mumbai- 400069**  
**Branch 1 : 404, 4th Floor, Andheri Flyover Apt., Opp. Telli Galli, Andheri Flyover Bridge, Next to Hub Town, Andheri (E), Mumbai - 400 069.**  
**Branch 2 : 21 & 26 1st Floor, Matadin Mishra Bldg., Corss Old Nagardas Road, Opp. Shivsagar Hotel, Andheri (E), Mumbai - 400 069.**  
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**COMPLIANCE CERTIFICATE IN TERMS OF CLAUSE 47 (C) OF THE  
LISTING AGREEMENT  
AND  
REGULATION 40(9) OF THE  
SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS)  
REGULATIONS, 2015**

**TO WHOM SO EVER IT MAY CONCERN**

**RE: MARICO LIMITED**

We have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to **M/s. Marico Limited** ("the Company") maintained by **M/s. Link Intime India Private Limited (formerly known as M/s. Intime Spectrum Registry Limited)** the Registrar and Share Transfer Agent of the Company and based on the information provided by the Company and the Registrar and Transfer Agent pertaining to transfer of Equity Shares of the Company for the half year from October 1, 2015 to March 31, 2016 ("the Period") for the purpose of issuing a Certificate as per Clause 47(c) of the Listing Agreement entered into by the Company with the stock exchanges and as per Regulation 40 (9) of SEBI (Listing Obligation And Disclosure Requirements) Regulations, 2015, we hereby certify that:

1. the Company has issued Share Certificates relating to the Share Transfer Deeds received during the Period as entered in the Memorandum of Transfers within fifteen days as per Clause 47(c) of the Listing Agreement and within thirty days as per Regulation 40 (9) of SEBI (Listing Obligation And Disclosure Requirements) Regulations, 2015 from respective date of lodgment of transfer deeds, except those rejected on technical grounds.
2. there was no request received for issue of duplicate share certificate or subdivision, split, consolidation, renewal or exchange of share certificate during the Period and all shares of the Company are fully paid up.

**For AMITA DESAI AND CO.**  
**Company Secretaries**

*Amita*  
*11/04/2016*  
**AMITA DESAI**  
**Proprietor**

**FCS 4180**  
**C.P. No. 2339**  
**Place: Mumbai**  
**Date: 11<sup>th</sup> April, 2016**

