

Ref: DCS/AMAL/PS/24(f)/047/2013-14

May 14, 2013

The Company Secretary  
**Marico Limited**  
Rang Sharda, Krishnachandra Marg,  
Bandra Reclamation, Bandra ( West),  
Mumbai, Maharashtra – 400 050.

Dear Sir/Madam,

**Sub: Observation letter regarding the Scheme of Arrangement between Marico Limited and Marico Kaya Enterprises limited**

We refer to your draft Scheme of Arrangement under Sections 391 to 394 of the Companies Act, 1956 between Marico Limited (ML) (Transferor Company / Demerged Company) and Marico Kaya Enterprises Limited (MKEL) (Transferee Company / Resulting Company) and their respective shareholders and creditors inter alia involving the demerger of Kaya Business of ML into MKEL.

The Exchange has noted the confirmation given by the Company stating that the scheme does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions of the Listing Agreement or the requirements of BSE Limited (BSE).

As required under SEBI Circular No.CIR/CFD/DIL/5/2013 dated February 4, 2013, SEBI has vide its letter dated May 9, 2013 given the following comments on the draft scheme of arrangement:

*"the company shall duly comply with various provisions of the aforesaid SEBI circular."*

Accordingly, we hereby convey Exchange's 'No-objection' with limited reference to those matters having bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable you to file the scheme with the Hon'ble High Court.

However, the listing of equity shares of Marico Kaya Enterprises Limited (MKEL) on the BSE Limited, shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 and compliance with the requirements of SEBI circular No.CIR/CFD/DIL/5/2013 dated February 4, 2013. Further, MKEL shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authority and Rules, Byelaws, and Regulations of the Exchange

The Company shall fulfill the Exchange's criteria for listing the securities of such company and also comply with other applicable statutory requirements. However, the listing of shares of MKEL is at the discretion of the Exchange. In addition to the above, the listing of MKEL pursuant to the Scheme of Arrangement shall be subject to SEBI approval and the Company satisfying the following conditions:

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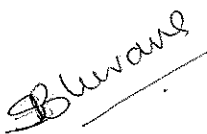
1. To submit the Information Memorandum containing all the information about MKEL and its group companies in line with the disclosure requirements applicable for public issues with BSE, for making the same available to the public through the website of the Exchange. Further, the company is also advised to make the same available to the public through its website.
2. To publish an advertisement in the newspapers containing all the information about MKEL in line with the details required as per the aforesaid SEBI circular No.CIR/CFD/DIL/5/2013 dated February 4, 2013. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as BSE.
3. To disclose all the material information about MKEL to BSE on a continuous basis so as to make the same public, in addition to the requirements if any, specified in Listing Agreement for disclosures about the subsidiaries.
4. The following provisions shall be incorporated in the scheme:
  - (a) The shares allotted pursuant to the Scheme shall remain frozen in the depository system till listing/trading permission is given by the designated stock exchange."
  - (b) "There shall be no change in the shareholding pattern in MKEL between the record date and the listing which may affect the status of this approval."

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also in your application for approval of the scheme of arrangement.

The Exchange reserves its right to withdraw its No-objection/approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Yours faithfully,

  
Jayesh Ashtekar  
Manager

  
Bhuvana Sriram  
Dy. Manager