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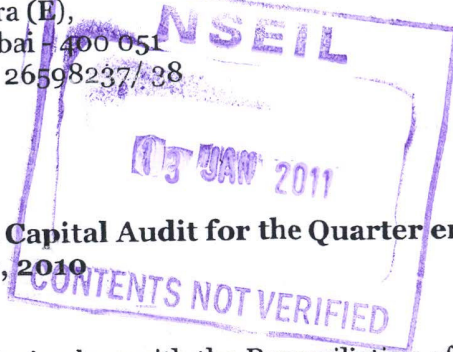
January 13, 2011

The Secretary,  
Bombay Stock Exchange 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 for the Quarter ended 31<sup>st</sup> December, 2010**



With reference to the captioned subject, we are enclosing herewith the Reconciliation of Share Capital Audit for the Quarter ended 31<sup>st</sup> December, 2010 given by M/s Amita Desai & Co., Practising Company Secretaries, Mumbai, in compliance with Circular No. 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.

Kindly take the same on record and acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

For **Marico Limited**

*Hemangi Wadkar*

**Hemangi Wadkar**  
**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) 2645 0212  
Fax: (91-22) 6649 0112/3/4

www.marico.com

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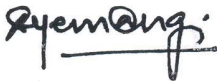
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**AMITA DESAI & CO.**  
**COMPANY SECRETARIES**

**Office :** 21 & 26, 1st Floor, Matadin Mishra Bldg., Cross Old Nagardas Rd., Opp. Shivsagar Hotel, Andheri (East), Mumbai - 400 069. INDIA  
**Tel. :** 91-22-6678 0848 • **Telefax :** 91-22-6678 7499 • **Cell :** 98201 77691 • **Email :** amitasd@vsnl.com • **Website :** www.amitadesai.com

**Branch :** 404, Andheri Flyover Apt., Opp. Telli Galli, Andheri (E), Mumbai - 400 069.

**Date: 11<sup>th</sup> January, 2011**

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

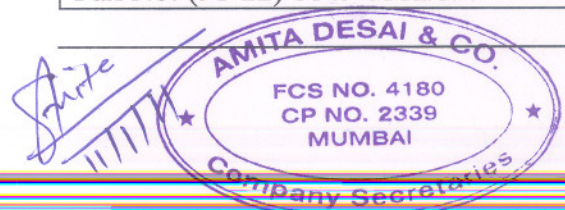
**Company Registration Number: 11-49208**  
**Scrip Code : BSE- 531642**  
**NSE- MARICO**  
**Authorised Capital : Rs. 215 Crores**

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. <b>For Quarter Ended</b>	31 <sup>st</sup> December, 2010
2. <b>ISIN</b>	INE196A01026
3. <b>Face Value</b>	Re.1/-
4. <b>Name of the Company</b>	Marico Limited
5. <b>Registered Office Address</b>	Rang Sharda, Krishnachandra Marg., Bandra Reclamation, Bandra (West), Mumbai 400 050, India
6. <b>Correspondence Address</b>	Same as above
7. <b>Telephone &amp; Fax Nos.</b>	Telephone No: (91-22) 6648 0480 Fax No: (91-22) 6649 0112/3/4



8. Email address	milinvrel@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	61,42,96,150	100.00%
11 Listed Capital (Exchange-wise) (as per company records)	61,42,96,150	100.00%
12 Held in dematerialised form in CDSL	36,75,327	0.60%
13 Held in dematerialised form in NSDL	60,86,54,778	99.08%
14 Physical	19,66,045	0.32%
15 Total No. of shares (12+13+14)	61,42,96,150	100 %
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)
ESOPs	74,200	Applied and Listing approval is received	BSE & NSE	YES	YES	Approval of Listing and Trading has been received from BSE and NSE
ESOPs	1,11,700	Applied and Listing approval is received	BSE & NSE	YES	YES	Approval of Listing and Trading has been received from BSE and NSE
ESOPs	40,000	Applied and Listing approval is received	BSE & NSE	YES	YES	Approval of Listing and Trading has been received from BSE and NSE

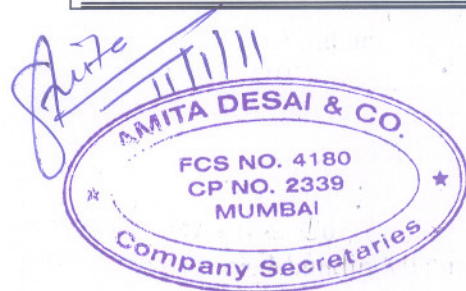


\*\*\* Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction Forfeiture, any other (to specify).

- |    |   |                |
|----|---|----------------|
| 18 | Register of Members is updated (Yes / No)<br>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 Wadkar<br>Compliance Officer<br>Tel No.:- (91-22)- 66480249<br>Fax No.:- (91-22)- 66490112   |
| 23 | Name, Address, Tel. & Fax No., Regn. no. of the Auditor        | <u>Secretarial Auditor of the Co.:</u><br><b>Amita Desai &amp; Co.,</b><br>21, 1 <sup>st</sup> Floor, Matadin Mishra Building, Cross Old Nagardas Road, Opp. Shiv Sagar Hotel, Andheri (East),<br>Mumbai – 400 069<br>Tel: 6678 0848 / 6678 7499<br>Fax: 6678 7499<br>C. P. No: 2339<br>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)

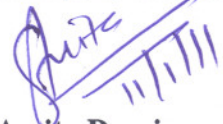
C/13, Pannalal Silk Mills Compound, L.B.S. Marg., Bhandup (West),

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

