

January 12, 2017

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

The Manager,
Listing Department
The National Stock Exchange of India Limited,
Exchange Plaza, C-1 Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051
Scrip Symbol: Marico

Dear Sir / Madam,

**Sub: - Submission of Reconciliation of Share Capital Audit Report for the
Quarter ended December 31, 2016**

With reference to the captioned matter, we enclose herewith the Reconciliation of Share Capital Audit Report for the Quarter ended December 31, 2016 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. CIR/MRD/DP/30/2010 dated September 06, 2010, issued by Securities and Exchange Board of India.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,

For Marico Limited


Surender Sharma
Head Legal- International Business &
Company Secretary



Encl.: As above



Head Off : 1005, 10th Floor, Solaris Hubtown, N.S Phadke Marg, Andheri Flyover, Andheri (E) Mumbai- 400069
Branch : 21 & 26 1st Floor, Matadin Mishra Bldg., Cross Old Nagardas Road, Opp. Shivsagar Hotel, Andheri (E), Mumbai - 400 069.
Tel. No. : (Board Line) 022-26845919/20/21, 6678 0848/7499 • (Direct No.) : 022 26845923 Cell : 9820 177 691
Email : info@amitadesai.com/amita@amitadesai.com • Website : www.amitadesai.com

January 12, 2017

To
The Board of Directors,
Marico Limited
7th Floor, Grande Palladium,
175, CST Road, Kalina,
Santacruz (East),
Mumbai- 400098

Company Registration Number: 11-049208
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 ("the Company") and its Registrar and Share Transfer Agent namely M/s. Link Intime India Private 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	December 31, 2016
2. ISIN	INE196A01026
3. Face Value	Re.1/-
4. Name of the Company	Marico Limited
5. Registered Office Address	7th Floor, Grande Palladium, 175, CST Road, Kalina, Santacruz (East), Mumbai- 400098
6. Correspondence Address	Same as above



7. Telephone & Fax Nos.	Telephone No: (91-22) 6648 0480 Fax No: (91-22) 2650 0159	
8. Email address	investor@marico.com	
9. Names of the Stock Exchanges where the company's securities are listed:	BSE Limited (BSE)	
	The National Stock Exchange of India Limited (NSE)	
10 Issued Capital	Number of shares	Percentage of total Issued Cap.(%)
11 Listed Capital (Exchange-wise) (as per company records)	1,29,03,71,198	100
12 Held in dematerialized form in CDSL	1,11,49,662	0.86
13 Held in dematerialized form in NSDL	1,27,78,14,327	99.03
14 Physical	14,07,209*	0.11
*The Company had issued and allotted 1 Lac equity shares on December 29, 2016 pursuant to exercise of Employee Stock Option by an eligible employee. Consequently the paid-up share capital of the Company stands increased as on December 31, 2016. However, the corporate action and Listing of said 1 Lac equity shares was given effect to on January 6, 2017.		
15 Total No. of shares (12+13+14)	1,29,03,71,198	100
16 Reasons for difference if any, between (10&11), (10&15), (11&15)	The Company had issued and allotted 1 Lac equity shares on December 29, 2016 pursuant to exercise of Employee Stock Option by an eligible employee. However trading approvals of these 1 Lac equity shares were received from BSE and NSE on 6 th January, 2017 and hence there is difference in (10&11) and (11&15)	



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)
1. November 21, 2016 Allotment of shares pursuant to Marico Employee Stock Option Scheme, 2014	1,00,000	Applied	BSE & NSE	Yes	Yes	N.A.
2. December 29, 2016 Allotment of shares pursuant to Marico Employee Stock Option Scheme, 2014	1,00,000	Applied	BSE & NSE	Yes	Yes	N.A.

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.

Mr. Surender Sharma

Head Legal – International Business & Company Secretary

Tel No.:- (91-22)-66480232

Fax No:- (91-22)- 2650 0159

- 23 Name, Address, Tel. & Fax No., Regn. no. of the Auditor

Secretarial Auditor of the Co. for the purpose of this Report:

Amita Desai & Co.,

1005, Hubtown Solaris, Off Western Express Highway, East End of Andheri Flyover, Prof. N.S. Phadke Marg, Opp. Telli Galli, Andheri (E), 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

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

