

January 18, 2016

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

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

Dear Sir / Madam,

**Sub: - Submission of Reconciliation of Share Capital Audit Report for the Quarter ended December 31, 2015**

With reference to the captioned matter, we enclose herewith the Reconciliation of Share Capital Audit Report for the Quarter ended December 31, 2015 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. SEBI/MRD/Policy/Cir-13/2004 dated March 3, 2004 and Circular No. CIR/MRD/DP/30/2010 dated September 06, 2010, issued by Securities and Exchange Board of India (SEBI).

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,

For Marico Limited

*B Ranparia*

**Bhaveka Ranparia**  
Assistant 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.**  
**Tel. No. : 022-26845920/21, 6678 0848/7499 • Telefax : 6678 7499 Cell : 9820 177 691**  
**Email : info@amitadesai.com/amita@amitadesai.com • Website : www.amitadesai.com**

18<sup>th</sup> January, 2016

To

**The Board of Directors,**  
**Marico Limited**  
7<sup>th</sup> 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** (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. For Quarter Ended

31<sup>st</sup> December, 2015

2. ISIN

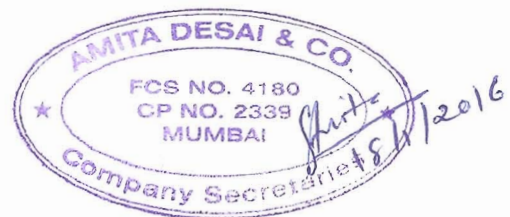
INE196A01026

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@maricoindia.net	
9. Names of the Stock Exchanges where the company's securities are listed:	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)	
	<b>Number of shares</b>	<b>Percentage of total Issued Cap.</b>
10 Issued Capital	1,29,01,71,198	100
11 Listed Capital (Exchange-wise) (as per company records)	64,50,85,599	50
12 Held in dematerialized form in CDSL	56,91,268	0.44
13 Held in dematerialized form in NSDL	63,87,00,321	49.51
14 Physical	64,57,79,609	50.05
15 Total No. of shares (12+13+14)	1,29,01,71,198	100
16 Reasons for difference if any, between (10&11), (10&15), (11&15)	The Company had issued and allotted 64,50,85,599 bonus equity shares and hence the paid up share capital was increased , however trading approval of these bonus equity shares was received from BSE and NSE on 4 <sup>th</sup> January, 2016 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)
Bonus Shares allotted on 26 <sup>th</sup> December 2015	64,50,85,599	Applied and Listing approval received.	BSE & NSE	YES	YES	In principle Approval from BSE and NSE is received on 15 <sup>th</sup> December, 2015 and Trading approval received from BSE and NSE on 4th January, 2016.

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

18 Register of Members is updated (Yes / No)  
If not, updated upto which date

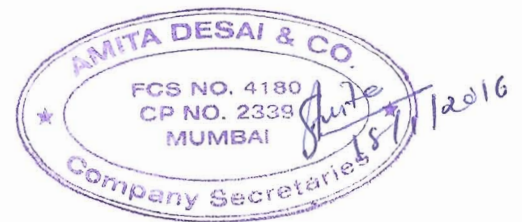
Yes

19 Reference of previous quarter with regards to excess dematerialized 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 Ghag**  
Company Secretary & Compliance Officer  
Tel No.:- (91-22)- 6648 0249  
Fax No:- (91-22)- 2650 0159

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

Secretarial Auditor of the Co.:  
**Amita Desai & Co.,**  
404, Flyover Apt., Andheri Flyover,  
Opp. Telli Galli, Next to Solaris  
Hubtown , Andheri (East),  
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 (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*  
78/1/2016  
Amita Desai  
FCS-4180  
CP- 2339

