

October 11, 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 Report for the Quarter ended 30th September, 2011**

With reference to the captioned matter, we enclose herewith the Reconciliation of Share Capital Audit Report for the Quarter ended 30th September, 2011 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**



Hemangi Ghag
Company Secretary &
Compliance Officer

Encl.: As above



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: 10th October, 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
Scrp 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. For Quarter Ended	30 th September, 2011
2. ISIN	INE196A01026
3. Face Value	Re.1/-
4. Name of the Company	Marico Limited
5. Registered Office Address	Rang Sharda, Krishnachandra Marg., Bandra Reclamation, Bandra (West), Mumbai 400 050, India
6. Correspondence Address	Same as above



Handwritten signature and date:
10/10/2011

7. Telephone & Fax Nos.

Telephone No: (91-22) 6648 0480
Fax No: (91-22) 6649 0112/3/4

8. Email address

investor@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
11 Listed Capital (Exchange-wise)
(as per company records)

Number of shares	Percentage of total Issued Cap.
61,48,30,837	100.00%
61,48,30,837	100.00%

12 Held in dematerialised form in CDSL

41,22,371	0.67%
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13 Held in dematerialised form in NSDL

60,88,20,276	99.02%
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14 Physical

18,88,190	0.31%
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15 Total No. of shares (12+13+14)

61,48,30,837	100 %
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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 allotted on 27 th July, 2011	1,86,437	Applied and Listing approval is received	BSE & NSE	YES	YES	Approval of Listing and Trading has been received from BSE and NSE
ESOPs allotted on 22 nd August, 2011	20,000	Applied and Listing approval is received	BSE & NSE	YES	YES	Approval of Listing and Trading has been received from BSE and NSE



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ESOPs allotted on 19 th September, 2011	7,950	Applied and Listing approval is received	BSE & NSE	YES	YES	Approval of Listing and Trading has been received from BSE and NSE
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*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction Forfeiture, any other (to specify).

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| 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. | Ms. Hemangi Ghag
Compliance Officer
Tel No.:- (91-22)- 66480249
Fax No.:- (91-22)- 66490112 |
| 23 Name, Address, Tel. & Fax No., Regn. no. of the Auditor | <u>Secretarial Auditor of the Co.:</u>
Amita Desai & Co.,
21, 1 st Floor, Matadin Mishra Building, Cross Old Nagardas Road, Opp. Shiv Sagar Hotel, Andheri (East),
Mumbai – 400 069
Tel: 6678 0848 / 6678 7499
Fax: 6678 7499
C. P. No: 2339
FCS No: 4180 |



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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
10/10/2011
Amita Desai
FCS-4180
CP- 2339

