

MARICO KAYA ENTERPRISES LIMITED

Correspondence Address: 23/C, Mahal Industrial Area, Mahakali Caves Road, Andheri (East), Mumbai 400 093
Tel.: 022 66195000 Fax: 022 66195050

CIN: L93030MH2013PLC239859
Website: www.maricokaya.com
investorrelations@kayaindia.net

November 12, 2014

The Secretary,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Fax: 22722037/39/41

Scrip Code: 538503

The Manager
Listing Department
National Stock exchange of India Limited
'Exchange Plaza', C-1Block G
Bandra Kurla Complex, Bandra(E)
Mumbai 400 051
Fax: 26598237/38

Scrip Code: MAKE

**Sub: Proceedings of the First Annual General Meeting of Marico Kaya Enterprises Limited
held on Wednesday, November 12, 2014**

Dear Sir/ Madam,

The First Annual General Meeting ("AGM") of the Company was held on November 12, 2014 at 9.30 a.m. at Dr. R H Patil Auditorium, National Stock Exchange of India Limited, Exchange Plaza, Bandra - Kurla Complex, Bandra (East) Mumbai - 400 051.

The meeting was chaired by Mr. Harsh Mariwala, Chairman. Total 79 members (out of which 72 were present in person and 7 through proxies) attended the meeting as per the records of attendance.

The Chairman gave an overview of the financial performance of the Company for the period ended March 31, 2014 and its future outlook. He then apprised the members on product launches. Further, Mr. Dharmendar Jain, Chief Financial Officer briefly touched upon the corporate developments.

On invitation by the Chairman, several members addressed the meeting, gave their suggestions and raised queries on the Company's financial statements and business operations which were then replied to by the Chairman and the Chief Financial Officer.

The Chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act 2013 read with rule 20 of the Companies (Management and Administration) rules, 2014, the Company had provided an electronic voting facility to members of the Company in respect of businesses to be transacted at the AGM. The e-voting period commenced on Thursday, November 6, 2014 at 9.00 a.m. and ended on Saturday, November 8, 2014 at 6.00 p.m. The Chairman also informed about the Ballot annexed to the Notice of the AGM to enable shareholders who do not have access to e-voting to cast their votes.

The members were informed of the appointment of Ms. Amita Desai, Company Secretary in Practice as the Scrutinizer for scrutinizing the process of electronic and ballot voting in a fair and transparent manner.

The Chairman informed the members that the Scrutinizer has submitted her report on the results of electronic and ballot voting on November 11, 2014 and that all the resolutions contained in the Notice of the AGM had received the requisite majority.

Members conveyed their support on all the resolutions passed and as contained in the Notice of the AGM.



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The resolutions passed by the members are as follows:

Ordinary Business

1. Consideration and adoption of the Audited Statement of Profit and Loss for the period ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors thereon (Ordinary Resolution).
2. Appointment of Mr. Rajen Mariwala (DIN 00007246), Director who retires by rotation (Ordinary Resolution).
3. Appointment of M/s. Price Waterhouse, Chartered Accountant (Firm Registration No. 301112E) to hold office from the conclusion of the First Annual General Meeting until the conclusion of 2nd Annual General Meeting (Ordinary Resolution).

Special Business

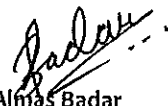
4. Appointment of Mr. Nikhil Khattau (DIN 00017880) as an Independent Director of the Company to hold office for a term ending March 31, 2019 (Ordinary Resolution).
5. Appointment of Mr. B. S. Nagesh (00027595) as an Independent Director of the Company to hold office for a term ending March 31, 2019 (Ordinary Resolution).
6. Appointment of Ms. Ameera Shah (00208095) as an Independent Director of the Company to hold office for a term ending March 31, 2019 (Ordinary Resolution).
7. Alteration of Article of Association of the Company (Special Resolution).
8. Re-designation of Mr. Harsh Mariwala (DIN: 00210342) as Chairman and Managing Director of the Company (Ordinary Resolution).
9. Approval to material related party transaction with Kaya Limited ("Kaya"), wholly owned subsidiary of the Company. (Special Resolution).

Thereafter, the Chairman informed the members that the results of the electronic and ballot voting will be notified to the Stock Exchanges and will also be uploaded on the Company's website.

The meeting then concluded with a vote of thanks.

Thank you.

Yours faithfully,
For Marico Kaya Enterprises Limited


Almas Badar
Company Secretary & Compliance Officer