

# MARICO KAYA ENTERPRISES LIMITED

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CIN: L93030MH2013PLC239859  
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August 28, 2014

To,  
The Secretary,  
Bombay Stock Exchange Limited,  
1st Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001  
Fax: 22722037/39/41

The Manager  
Listing Department  
National Stock Exchange of India Limited  
'Exchange Plaza', C-1 Block G  
Bandra Kurla Complex, Bandra(East),  
Mumbai - 400051  
Fax: 26598237/38

**BSE Scrip Code: 538503**

**NSE Symbol: MAKE**

Dear Sir/Madam,

**Subject: Compliance under Clause 31(d) of the Listing Agreement**

With reference to the captioned matter and in furtherance to our letter dated August 5, 2014 intimating the Stock Exchanges regarding voting results of the Postal Ballot conducted for obtaining approval of shareholders to increase the investment limit of Registered Foreign Portfolio Investors ("RPFI") up to 40% of the total paid up equity share capital of the Company, please find enclosed copy of the minutes of the meeting held to declare the results of the aforesaid Postal Ballot.

Kindly take the above on record.

Thank you.

Yours Faithfully,

For Marico Kaya Enterprises Limited



Harsh Mariwala  
Chairman & Managing Director

Encl: A/a

HELD AT \_\_\_\_\_

ON \_\_\_\_\_

TIME \_\_\_\_\_

Minutes of the Deemed Extraordinary General Meeting of the Members of Marico Kaya Enterprises Limited for declaration of result of Postal Ballot under section 110 of the Companies Act, 2013 on Tuesday, August 5, 2014 at 1.00 p.m. at the registered office of the Company

Mr. Harsh Mariwala, Chairman of the Company observed that pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management & Administration) Rules, 2014, the Postal Ballot Notice containing the Special Resolution together with the Explanatory Statement, Postal Ballot Form and postage prepaid business reply envelope was sent on June 26, 2014 to all Shareholders of the Company whose names appeared in the Register of Members on June 20, 2014 and the Company had appointed Mr. Shreyans Jain, Company Secretary in Practice as the Scrutinizer for conducting the Postal Ballot voting process in fair and transparent manner. He then announced the result of Postal Ballot voting process based on the Scrutinizer's Report submitted to him on August 4, 2014.

The details of Postal Ballot forms received, valid or invalid, were as follows:

| Sr. No. | Particulars                              | No. of postal ballot forms | No. of equity shares | % of Total paid up equity capital |
|---------|------------------------------------------|----------------------------|----------------------|-----------------------------------|
| A.      | Total Postal Ballot forms Received       | 822                        | 90,97,268            | 70.54                             |
| B.      | Less: Invalid Postal Ballot forms        | 89                         | 1,755                | 0.02                              |
| C.      | Net Valid Postal Ballot Received (A - B) | 733                        | 90,95,513            | 70.52                             |

The result based on votes cast through valid postal ballot forms was as follows:

| Details of the Agenda                                                                                                                                             | Resolution Required | Mode of Voting |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|----------------|
| Approval for increasing the investment limit of Registered Foreign Portfolio Investors' in the Company to 40% of the paid up equity share capital of the Company. | Special resolution  | Postal Ballot  |

| Promoter/ Public              | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of votes in favour of votes polled | % of votes against votes polled |
|-------------------------------|--------------------|---------------------|-----------------------------------------|------------------------|----------------------|--------------------------------------|---------------------------------|
|                               | (1)                | (2)                 | (3) = [(2)/(1)] *100                    | (4)                    | (5)                  | (6) = [(4)/(2)] *100                 | (7) = [(5)/(2)] *100            |
| Promoter & Promoter Group     | 7,698,549          | 6,983,614           | 90.71                                   | 6,983,614              | 0                    | 100.00                               | 0.00                            |
| Public- Institutional Holders | 4,274,383          | 2,098,370           | 49.09                                   | 2,098,370              | 0                    | 100.00                               | 0.00                            |
| Public - Others               | 924,168            | 13,529              | 1.46                                    | 13,325                 | 204                  | 98.49                                | 1.51                            |
| Total                         | 12,897,100         | 9,095,513           | 70.52                                   | 9,095,309              | 204                  | 100.00                               | 0.00                            |



CHAIRMAN'S INITIAL

HELD AT \_\_\_\_\_

ON \_\_\_\_\_

TIME \_\_\_\_\_

On reckoning the voting rights of shareholders as above, the total percentage of assent (Voted for resolution) was 99.998% and total percentage of dissent (Voted against resolution) was 0.002%. Accordingly, the Chairman asserted that the following Special Resolution stood duly approved by the shareholders of the Company with requisite majority:

**"RESOLVED THAT:**

- i. In accordance with :
    - a. the applicable provisions of the Companies Act, 2013 and the Rules made there under, including any statutory modification(s) or re-enactment(s) thereof for the time being in force ("the Act");
    - b. the applicable provisions of Foreign Exchange Management Act, 1999 ("FEMA") and Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 ("FEMA Regulations"), as amended, read along with Notification No. FEMA.297/2014-RB dated March 13, 2014 ("FEMA Notification") and RBI/2013-14/ 533 A. P. (DIR Series) Circular No. 112 dated March 25, 2014 issued by Foreign Exchange Department of Reserve Bank Of India ("FEMA Circular") and all the other applicable Rules, Regulations, Circulars, Notifications, Guidelines, Directions, Press Notes, issued there under;
    - c. any rules, guidelines, and regulations issued by the Reserve Bank of India and any other applicable laws for the time being in force;
  - ii. subject to such approvals, consents, permissions and sanctions, as may be required, of the Government of India or any concerned statutory authorities and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions;
1. the consent of the Company be and is hereby accorded for investment by following Investors in the equity shares of the Company by purchase or acquisition from the stock market under the Foreign Portfolio Investment Scheme as permitted under the FEMA Regulations read with FEMA Notification and FEMA Circular or through any other permissible mode under FEMA and the Rules and Regulations made thereunder, subject to a maximum aggregate investment limit not exceeding 40 per cent of the total issued and paid-up equity share capital of the Company at the time of making such investment :
    - a) Foreign Portfolio Investors ("RFPs") registered under the Securities and Exchange Board of India ("SEBI") (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time
    - b) Existing Foreign Institutional Investors registered with the SEBI including their sub-accounts registered with SEBI ("Deemed RFPs")
  2. for the purpose of giving effect to the foregoing and without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution) be and is hereby authorized for and on behalf of the Company:
    - a. to file all such application(s), intimation(s), etc. with any regulatory authority to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto;
    - b. to delegate from time to time, all or any of the powers conferred herein upon the Board to any Committee of the Board or any Director or officer(s) of the Company."

Place: Mumbai  
Date: August 28, 2014



X  
Chairman

CHAIRMAN'S  
INITIAL

O.S.M.