

**MARICO KAYA ENTERPRISES LIMITED**

CIN: L93030MH2013PLC239859

Reg. Office: 9<sup>th</sup> floor, Grande Palladium, 175, CST Road, Santacruz (East), Mumbai – 400 098

Tel no: 022-6648 0279, Fax No: 022-26542636

Website: [www.maricokaya.com](http://www.maricokaya.com) ; Email: investorrelations@kayaindia.net**POSTAL BALLOT PAPER***(in lieu of E-voting)*

Sr.No.:

Name & Address of the Sole/First named Member / Beneficial Owner as registered with the Company	:	
Name(s) of the joint Member(s), if any, registered with the Company	:	
Folio No. /DP ID & Client ID*	:	
No. of share(s) held	:	
e-voting Event Number	:	
User Id	:	
Password	:	

\* Applicable in case shares are held in electronic form.

I/We hereby exercise my/our vote in respect of the Special Resolution as stated in this Notice of the Court Convened Meeting of the Company scheduled on Tuesday, February 10, 2015 by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.

Resolution No.	Type of resolution (Ordinary / Special)	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
<b>Ordinary Business</b>			
1 Approval to the Scheme of Arrangement between Marico Kaya Enterprises Limited and Kaya Limited and their respective shareholders and creditors.	Special		

Place:

Date:

**Signature of shareholder**

*NOTE: Kindly read the instructions printed overleaf before filling the form. Only valid postal ballot forms received by the scrutinizer by 6.00 p.m. on February 6, 2015 shall be considered.*

## **INSTRUCTIONS**

1. Shareholders may fill up the Postal Ballot form printed overleaf and submit the same in the attached self-addressed postage paid envelope which shall be properly sealed with adhesive or adhesive tape so as to reach the Scrutinizer by 6.00 p.m. on Friday, February 6, 2015. Postal Ballot form received thereafter will strictly be treated as if not received.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Company.
3. The Company will not be responsible if the envelope containing the Postal Ballot form is lost in transit.
4. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final.
5. A shareholder can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot. If a shareholder casts votes by both modes, then voting done through Postal Ballot shall prevail and e-vote shall be treated as invalid.
6. The right of voting by Postal Ballot form shall not be exercised by a proxy.
7. To avoid fraudulent transactions, the identity/signature of the shareholders holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of shareholders holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. Link Intime India Private Limited). Shareholders are requested to keep the same updated.
8. There will be only one Postal Ballot form for every Folio/DP ID Client ID irrespective of the number of joint holders.
9. In case of joint holders, the Postal Ballot form should be signed by the first named shareholder and in his/her absence by the next named shareholder. Postal Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Postal Ballot form from other joint holders.
10. Where the Postal Ballot form has been signed by an authorized representative of the body corporate/trust/society, etc, a certified copy of the relevant authorisation/board resolution to vote should accompany the Postal Ballot form.