

Kaya Limited

September 30, 2020

To,

BSE Limited
Market Operations Department,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001
BSE Scrip Code: 539276

National Stock Exchange of India Limited
'Exchange Plaza', 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra(E), Mumbai 400051
NSE Symbol: KAYA

Subject: Intimation under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Regulations”)

Dear Sir/ Madam,

This is to inform you that in accordance with the applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder, the relevant circulars issued by the Ministry of Corporate Affairs and Regulation 44 of the SEBI Regulations, the Company had provided remote e-voting facility to its Members on all resolutions set out in the Notice of 17th Annual General Meeting of the Company (“AGM”) which was duly convened on Tuesday, September 29, 2020 at 3:00 p.m. through two way Video Conference/ Audio Visual Means.

The Board had appointed M/s. Magia Halwai & Associates, Practicing Company Secretaries, Mumbai, as the Scrutinizer to scrutinize the entire voting process. As per the Scrutinizer’s Report, all resolutions contained in the Notice of 17th AGM have been duly passed by the Members with requisite majority.

Pursuant to Regulation 44(3) of the SEBI Regulations, please find enclosed the consolidated voting results of the business transacted at 17th AGM in the prescribed format along with the Consolidated Report of the Scrutinizer on remote e-voting & e- voting at Meeting of the Company.

Registered Office: Kaya Limited, Marks, 23/C, Mahal Industries Estate, Mahakali Caves Road, Near Paper Box Lane, Andheri (E), Mumbai 400 093. Tel.:91-22-66195000. Website: www.kaya.in

CIN: L85190MH2003PLC139763

Kaya Limited

The aforementioned documents are being uploaded on the website of the Company at www.kaya.in and on the website of NSDL at www.evoting.nsdl.com

Kindly take the above on record.

For Kaya Limited,

**Nitika Dalmia
Company Secretary &
Compliance Officer**

Encl: A/a

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

September 30, 2020

To,
The Chairman
Kaya Limited
23/C, Mahal Industrial Estate,
Mahakali Caves Road, Near Paperbox Lane,
Andheri (East), Mumbai – 400093,
Maharashtra

Seventeenth Annual General Meeting of the Equity Shareholders of Kaya Limited held on Tuesday, September 29, 2020 at 3:00 p.m. IST through Video Conferencing / Other Audio-Visual Means.

Subject: Combined Report on remote e-voting and e-voting at the AGM conducted pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014 including subsequent amendments thereto from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), at the Seventeenth Annual General Meeting ("AGM").

1. Appointment as Scrutinizer

- 1.1 We have been appointed as the Scrutinizer pursuant to clause (ix) of sub-rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") vide resolution passed by the Board of Directors of Kaya Limited ("**the Company**") at its meeting held on June 29, 2020 to scrutinize the voting conducted through remote e-voting and e-voting at the AGM on all three resolutions set out in the Notice convening the Seventeenth AGM in a fair and transparent manner.
- 1.2 In accordance with the Articles of Association of the Company, Mr. Gautam Bhandari, shareholder of the Company (not being an employee) was appointed as another Scrutinizer for the aforesaid purpose by the Chairman of the AGM.

Gautam Bhandari

Gurjean



Address: Office No. 1229, 12th Floor, Navjivan Commercial Premises Co-op Hsg. Soc. (Gate no. 2), Lamington Road, Mumbai Central, Mumbai 400008.

Emails: sitansh.mha@gmail.com : rohith.mha@gmail.com

Mob: +91 8169 822 764 : +91 9820 722 963 : **Landline:** +91 22 4970 2955

Magia Halwai & Associates

Company Secretaries

2. Dispatch of Notice convening the AGM

- 2.1 Pursuant to the General Circulars No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively issued by the Ministry of Corporate Affairs and In terms of clause (v) of sub-rule 4 of Rule 20 of the Rules, an advertisement was published in the Financial Express (English) and Mumbai Lakshadeep (Marathi), having electronic editions, on September 6, 2020 specifying the date & time of the AGM, availability of the notice of AGM on Company's website and website of Stock Exchanges, manner of voting through remote e-voting or through e-voting system at the AGM, etc.
- 2.2 The Company hosted the notice of AGM on its website and website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited on September 4, 2020.
- 2.3 The Company informed that on the basis of the Register of Members and the list of the Beneficial Owners made available by the Depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Company sent the Notice of AGM dated June 29, 2020 in electronic form on September 4, 2020 to those shareholders whose e-mail addresses were registered with the Company. The detailed procedure for e-voting was contained in the Notice of AGM.

3. Cut-off date

- 3.1 **The cut-off date (record date)** for determining members entitled to participate in the remote e-voting or voting at the AGM through e-voting system was fixed by the Company as **Tuesday, September 22, 2020.**
- 3.2 On the basis of the Register of Members and the list of Beneficiary Owners made available by the Depository viz. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the cut-off date of Tuesday, September 22, 2020 there were total 28729 members.

4. Remote e-voting process and e-voting during the AGM

- 4.1 The Company had availed e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Members of the Company. NSDL had provided a system for casting the votes electronically on <https://www.evoting.nsdl.com/>.

Gautam Bhandari

Rohith Mha



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Company Secretaries

- 4.2 The remote e-voting period commenced on **Saturday, September 26, 2020 at 9.00 a.m. IST** and ended on **Monday, September 28, 2020 at 5:00 p.m. IST** and the e-voting module was blocked thereafter.
- 4.3 Further, during the AGM, only the members who were attending the AGM through Video Conferencing / Other Audio-Visual Means and who have not cast their votes through remote e-voting were allowed to vote through e-voting.
- 4.4 After the closure of the voting at the AGM, the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.
- 4.5 The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. The votes tendered therein, based on the data downloaded from the e-voting system, were scrutinized and reviewed.
- 4.6 The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to voting including remote e-voting or e-voting during the AGM for the resolutions contained in the Notice to the 17th AGM of the Equity Shareholders of the Company.
- 4.7 Our responsibility as a scrutinizer and to give a combined scrutinizer's report of the votes cast "for" or "against" on all three resolutions stated in the Notice of the 17th AGM is based on the reports generated from the e-voting system for remote e-voting and votes cast during the AGM through the said e-voting system.

5. Counting Process

- 5.1 On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members at the AGM, on the NSDL e-voting platform and downloaded the results.

6. Results

- 6.1 Based on the results made available to us:
 - a) 93 Members had cast their votes through remote e-voting.
 - b) 9 Members had cast their votes through e-voting during the AGM.

Gautam Bhandari

Rohith Mha



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Magia Halwai & Associates

Company Secretaries

- 6.2 My report with detailed analysis of remote e-voting and e-voting during the AGM on each of the three resolutions contained in the Notice dated June 29, 2020 calling AGM on September 29, 2020 is annexed herewith as **Annexure-1**.
- 6.3 Based on the analysis annexed herewith, we report that the three Ordinary Resolutions as set out in the Item Nos. 1(a), 1(b) and 2 of the Notice of the AGM dated June 29, 2020 have been **passed with the requisite majority**.

The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the 17th AGM.

Thanking you.

Yours truly,

For Magia Halwai & Associates



Sitansh Magia
Partner
ACS 15169
CP 18972
UDIN: A015169B000812889



Gautam Bhandari
(Shareholder Scrutinizer)

Witness:



Ms. Deepali Jadhav



Ms. Parita Shah

Countersigned and received the report:

Signed by **Nitika Dalmia**

Company Secretary and Compliance Officer

Authorized by Chairman of the 17th Annual General Meeting

Date: September 30, 2020

Place: Mumbai

Address: Office No. 1229, 12th Floor, Navjivan Commercial Premises Co-op Hsg. Soc. (Gate no. 2), Lamington Road, Mumbai Central, Mumbai 400008.

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Annexure - 1

Analysis of Results

Resolution No.	1 [given as Item No. 1(a) of the Notice of AGM]
Subject	To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon; and
Type of Resolution	Ordinary Resolution

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage of total number of votes cast (Rounded off to two-digit decimal)
	Number	Votes (A)	Number	Votes (B)	Number	Votes (A+B)	
Assent	91	78,51,481	9	16,820	100	78,68,301	99.99%
Dissent	2	870	0	0	2	870	0.01%
Total	93	78,52,351	9	16,820	102	78,69,171	100%

Gautam Bhandari

Gurjeet



Analysis of Results

Resolution No.	2 [given as Item No. 1(b) of the Notice of AGM]
Subject	To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Report of the Auditors thereon.
Type of Resolution	Ordinary Resolution

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage of total number of votes cast (Rounded off to two-digit decimal)
	Number	Votes (A)	Number	Votes (B)	Number	Votes (A+B)	
Assent	91	78,51,481	9	16,820	100	78,68,301	99.99%
Dissent	2	870	0	0	2	870	0.01%
Total	93	78,52,351	9	16,820	102	78,69,171	100%

Gautam Bhandari

Rohith



Analysis of Results

Resolution No.	3 [given as Item No. 2 of the Notice of AGM]
Subject	To appoint a Director in place of Mr. Rajendra Mariwala, Director (DIN: 00007246) who retires by rotation and being eligible seeks re-appointment.
Type of Resolution	Ordinary Resolution

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage of total number of votes cast (Rounded off to two-digit decimal)
	Number	Votes (A)	Number	Votes (B)	Number	Votes (A+B)	
Assent	76	73,69,047	9	16,820	85	73,85,867	99.99%
Dissent	5	894	0	0	5	894	0.01%
Total	81	73,69,941	9	16,820	90	73,86,761	100%

This Annexure-1 is part of our Scrutinizer's Report.

For Magia Halwai & Associates



Sitansh Magia
Partner
ACS 15169
CP 18972
UDIN: A015169B000812889



Gautam Bhandari
(Shareholder Scrutinizer)

Witness:



Ms. Deepali Jadhav



Ms. Parita Shah

Date: September 30, 2020

Place: Mumbai

Address: Office No. 1229, 12th Floor, Navjivan Commercial Premises Co-op Hsg. Soc. (Gate no. 2), Lamington Road, Mumbai Central, Mumbai 400008.

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