Kaya Limited

August 2, 2019

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: Combined voting results on resolutions as per the notice dated May 7, 2019 of the 16th Annual General Meeting("AGM") of Kaya Limited ("the Company")

Dear Sir/ Madam,

We wish to inform you that the 16th AGM was duly convened on August 2, 2019 at 9:00 a.m. at Mumbai Educational Centre, 1St Floor, Convention Centre, Bandra Reclamation, Bandra (West) Mumbai – 400050.

Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we enclose herewith the following:-

- a. Details of voting results through remote e-voting and ballot forms at the 16th AGM of the Company on each of the resolutions set out in the Notice
- b. Consolidated scrutinizer's report on remote e-voting and voting though ballot forms at the AGM.

Request you to take the above on record and oblige.

Thank You.

For Kaya Limited

Nitikap.

Nitika Dalmia Company Secretary & Compliance Officer

Encl: A/a



		02-08-20189	20223		2	34		0	0	arch 31, 2019 March 31, 2019			No of votor	Invalid	[8]	C			C	0	0	0	0	0	0	IN THINK	10-11	MUMBAI 20	
015	610									 a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditors thereon 			% of Votes against	on votes polled	[7]={[5]/[2]}*100	00.0		00.0	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Kaya 16th Annual General Meeting - Voting Results Regulation 44 of SEBI (Listing Obligations and Disclosure Reguirements) Regulations, 2015	the formation of the formation of the									 a) the Audited Standalone Financial Statements of the Company for the financial y together with the Reports of the Board of Directors and the Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the financial and the Report of the Auditors thereon 			% of Votes in	favour on votes polled	[6]={[4]/[2]}*100	100.00	00.0	0.00	100.00	100.00	100.00	0.00	100.00	100.00	100.00	0.00	100.00	100.00	
ting Results equirement										nts of the Co rectors and t rents of the C			No. of	Votes -Against	[5]	0	0	0	0	0	0	0	0	0	0	0	0	0	
al General Meeting - Voting Results (ations and Disclosure Requirement										icial Stateme e Board of Di ancial Statem			No. of	Votes – in favour	[4]	7828924	0	0	7828924	142012	38054	0	180066	571	61175	0	61746	8070736	
Annual General N Obligations and			rough proxy:			encing:	>		r and adopt	 a) the Audited Standalone Financial Sta together with the Reports of the Board b) the Audited Consolidated Financial S and the Report of the Auditors thereon 			% of Votes Polled	on outstanding shares	[3]={[2]/[1]}*100	100.00	0.00	0.00	100.00	23.60	6.33	0.00	29.93	0.01	1.32	0.00	1.33	61.78	
Kaya 16th Annu SEBI (Listing Oblig			I person or th			Video Confere			1 - To consider and adopt	a) the Audite together witl b) the Audite and the Repo	No		No. of	votes polled	[2]	7828924	0	0	7828924	142012	38054	0	180066	571	61176	0	61747	8070737	
ation 44 of :		d date	eting either ir			ing through					e interested		No. of	shares held	Ξ	7828924				601632				4633535				13064091	
Regul		reholders on recor	present in the mee	noter Group		attended the meet	noter Group		l : (Ordinary)		promoter group ar	tion?	Mode of Voting			E-Voting	Poll	Postal Ballot	Total	E-Voting	POIL	Postal Ballot	I Otal	E-VOTING	Poll	Postal Ballot	I otal		
	Date of the AGM/EGM	Total number of shareholders on record date	No. of shareholders present in the meeting either in person or through	Promoters and Promoter Group	Public	No. of shareholders attended the meeting through Video Conferencing:	Promoters and Promoter Group	Public	Resolution Required : (Ordinary)		Whether promoter/ promoter group are interested No	in the agenda/resolution?	Category				Promoter Group			Public Institutions			Dublic Non					lotal	

Resolution Required : (Ordinary)	I:(Ordinary)		2 - Appointm	ient of Mr. Raiendra	a Mariwala. D)irector retiri	no hv rotation	2 - Appointment of Mr. Raiendra Mariwala. Director refiring hy rotation and cooking more	t no mt
Whether promoter/ promoter group are interested Mr. Rajendra Ma	promoter group ar	e interested	Mr. Rajendra	a Mariwala and his r	relatives. bein	ng interested	in this resolut	riwala and his relatives. being interested in this resolution abstained from voting	voting
in the agenda/resolution?	ition?					0			voung.
Category	Mode of Voting	No. of	No. of	% of Votes Polled	No. of	No. of	% of Votes in	% of Votes in % of Votes against	No. of votes
		shares held	votes	on outstanding	Votes – in	Votes	favour on	on votes polled	Invalid
			polled	shares	favour	-Against	votes polled		
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*	[6]={[4]/[2]}* [7]={[5]/[2]}*100	[8]
Promoter and	E-Voting	7828924	7356662	93.97	7356662	0	100.00	0.00	C
Promoter Group	Poli		0	0.00	0	0	0.00	0.00	
	Postal Ballot		0	0.00	0	0	0.00	0.00	
	Total		7356662	93-97	7356662	0	100.00	0.00	
Public Institutions	E-Voting	601632	142012	23.60	142012	0	100.00	0.00	
	Poll	1	38054	6.33	38054	0	100.00	0.00	0
	Postal Ballot	I	0	0.00	0	0	0.00	0.00	0
	Total		180066	29.93	180066	0	100.00	0.00	
Public Non	E-Voting	4633535	571	0.01	571	0	100.00	0.00	
Institutions	Poll	l	61176	1.32	61175	0	100.00	0.00	
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		61747	1.33	61746	0	100.00	0.00	0
Total		13064091	7598475	58.16	7598474	0	100.00	0.00	0



				Kaya Limited	pa				
Resolution Required : (Special)	cial)		3 - To re-appoin	3 - To re-appoint Mr. B. S. Nagesh as an Independent Director of the Company.	as an Independe	nt Director of th	e Company.		
Whether promoter/ promoter group are interested in the agenda/resolution?	oter group are intereste		No						
Catedory	Mode of Voting	Jo of	N - 11-12						
caregoi y	winde of voting	NO. 0T	No. of votes	% of Votes	No. of Votes	No. of Votes	% of Votes in	% of Votes	No. of votes
		shares held	polled	Polled on	– in favour	-Against	favour on votes	against on	Invalid
				outstanding shares			polled	votes polled	
		Ξ	[2]	[3]={[2]/[1]}*10	[4]	[5]	[6]={[4]/[2]}*10 [7]={[5]/[2]}*1	[7]={[5]/[2]}*1	[8]
				0			0	00	
Promoter and Promoter E-Voting	E-Voting	7828924	7828924	100.00	7828924	0	100.00	0.00	0
Group	Poll		0	0.00	0	0	0.00	0.00	C
	Postal Ballot		0	00.0	0	0	0.00	0.00	
	Total		7828924	100.00	7828924	0	100.00	0.00	0
Public Institutions	E-Voting	601632	142012	23.60	142012	0	100.00	0.00	0
	Poll		38054	6.33	0	38054	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	00.0	0
-	Total		180066	29.93	142012	38054	78.87	21.13	0
Public Non Institutions	E-Voting	4633535	571	0.01	571	0	100.00	0.00	0
	Poll		61176	1.32	61175	0	100.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	C
and the second	Total		61747	1.33	61746	0	100.00	0.00	0
Total		13064091	8070737	61.78	8032682	38054	99-53	0.47	0

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				Kaya Limited	ted				
Resolution Required : (Special)	cial)		4 - To re-appoint	int Mr. Nikhil Khattau as an Independent Director of the Company.	i as an Indepen	dent Director	of the Company.		
Whether promoter/ promoter group are interested in the agenda/resolution?	oter group are int	1	No						
Category	Mode of	No. of	No. of	% of Votes Polled	No. of	No. of	% of Votes in	% of Votes	No. of votes
	Voting	shares held	votes	on outstanding	Votes – in	Votes	favour on votes	against on	Invalid
			polled	shares	favour	-Against	polled	votes polled	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100 [[7]={[5]/[2]}*10	[7]={[5]/[2]}*10	[8]
Promoter and Promoter E-Voting	E-Voting	7828924	7828924	100.00	7828924	0	100.00	0.00	C
Group	Poll		0	0.00	0	0	0.00		
	Postal Ballot		0	0.00	0	0	0.00		
	Total		7828924	100.00	7828924	0	100.00		
Public Institutions	E-Voting	601632	142012	23.60	142012	0	100.00	0.00	
	Poll	1	38054	6.33	0	38054	0.00		0
	Postal Ballot	ł	0	0.00	0	0	0.00	0.00	0
	Total		180066	29.93	142012	38054	78.87	21.13	0
Public Non Institutions	E-Voting	4633535	571	0.01	21	550	3.68	96.32	0
	Poll		61176	1.32	61175	0	100.00		0
	Postal Ballot	I	0	0.00	0	0	0.00	0.00	0
-	Total		61747	1.33	61196	550	99.11	0.89	0
lotal		13064091	8070737	61.78	8032132	38604	99.52	0.48	0

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Resolution Required : (Spec(ai) 5 - To reappoint Mr. Irfan Mustafa as an Independent Director of the Company. Whether promoter group are interested in the No. of Subface Solution? Solution? Wether promoter group are interested in the No. of Subface Solution? No. of Solution No. of S					Kaya Limited	pa				
	Resolution Required : (Spe	cial)		5 - To re-appo	int Mr. Irfan Mustafa	as an Independ	dent Director	of the Company.		
Category CategoryMode of Voting hode of Voting sharesNo. of No. of No cotsNo. of No. of shour on sharesNo. of shour on on on on on onNo. of shour on sharesNo. of shour on on on on on on onNo. of shour on shour on on on on on on on on on onNo. of shour on shour on	Whether promoter/ promo agenda/resolution?	ter group are inter		No						
$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$	Category	Mode of Voting		No. of	% of Votes Polled	No. of	No. of	% of Votes in	% of Votes	No. of votes
$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$			shares held	votes	on outstanding	Votes – in	Votes	favour on	against on	Invalid
$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$				polled	shares	favour	-Against	votes polled	votes polled	
			Ξ	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*10	[7]={[5]/[2]}*1	[8]
								0	00	
$ \begin{array}{llllllllllllllllllllllllllllllllllll$	Promoter and Promoter	E-Voting	7828924	7828924	100.00	7828924	0	100.00		0
$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$	Group	Poll		0	0.00	0	0	0.00		0
		Postal Ballot		0	0.00	0	0	0.00		0
		Total		7828924	100.00	7828924	0			0
$ \begin{array}{l lllllllllllllllllllllllllllllllllll$	Public Institutions	E-Voting	601632	142012	23.60		0			0
Postal Ballot 0 Non listitutions E-Voting He/33535 E/172 0.0172 He/172		Poll		38054	6.33	0	38054			0
Total 180066 29.93 142012 38054 78.87 21.13 Non Institutions E-Voting 4633535 571 0.01 21 550 3.68 96.32 Non Institutions E-Voting 4633535 517 0.01 21 550 3.68 96.32 Poll Poll 01 0.01 0.01 0.01 0.00 0.00 0.00 Postal Ballot 01 05.00 0.00 <td></td> <td>Postal Ballot</td> <td></td> <td>0</td> <td>0.00</td> <td>0</td> <td>0</td> <td></td> <td></td> <td>0</td>		Postal Ballot		0	0.00	0	0			0
Non Institutions E-Voting 4633535 571 0.01 21 550 3.68 96.32 Poll 61176 1.32 61172 0 0 0.00 0.00 Poll 0 0 0 0 0 0.00 0.00 Postal Ballot 61747 1.33 61193 50 0 0.00 0.00 Total 13064091 8070737 61.78 8032129 38604 99.52 0.48		Total		180066	29.93	142012	38054			0
Poll 61176 1.32 61172 0 100.00 0.00 Postal Ballot 0	Public Non Institutions	E-Voting	4633535	571	0.01	21	550			0
Postal Ballot 0 0 0 0 0.00 0.00 Total 61747 1.33 61193 550 99.11 0.89 13064091 8070737 61.78 8032129 38604 99.52 0.48		Poll		61176		61172	0	10		0
Total 61747 1.33 61193 550 99.11 0.89 13064091 8070737 61.78 8032129 38604 99.52 0.48		Postal Ballot		0	0.00	0	0			0
13064091 8070737 61.78 8032129 38604 99.52 0.48		Total		61747	1.33	61193	550			0
	Total		13064091	8070737	61.78	8032129	38604	99.52		0

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Magia Halwai & Associates Company Secretaries

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]

August 02, 2019

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

Sixteenth Annual General Meeting of the Equity Shareholders of Kaya Limited held on August 2, 2019 at 9:00 a.m. at Mumbai Educational Trust, 1st Floor, Convention Centre, Bandra Reclamation, Bandra (West), Mumbai – 400 050.

Subject: Combined Report on remote e-voting 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), Voting by Ballot and Voting by Poll at the venue of the Sixteenth Annual General Meeting ("AGM").

I 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 May 7, 2019 to scrutinize the voting conducted through remote e-voting, Ballot Voting & Voting by Poll at the AGM on all five resolutions set out in the Notice convening the Sixteenth AGM in a fair and transparent manner.

Jauta-Bhandasi



Address: Office No. 1229, 12th Floor, Navjivan Commercial Premises C.H.S., 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 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.

The AGM was duly held on Friday, August 2, 2019 at 9:00 a.m.

The Notice of AGM dated May 7, 2019 was sent in electronic form on July 8, 2019 to those shareholders whose e-mail addresses were registered with the Company and in physical form through courier on July 8, 2019 to those shareholders whose e-mail addresses were not registered or who otherwise had opted to receive physical copies.

The Company had availed e-voting facility offered by Link Intime India Private Limited ("LIIPL") for conducting remote e-voting by the Members of the Company. LIIPL had provided a system for casting the votes electronically on <u>https://instavote.linkintime.co.in</u>.

The remote e-voting period commenced on Tuesday, July 30, 2019 at 9.00 a.m. IST and ended on Thursday, August 1, 2019 at 5:00 p.m. IST and the e-voting module was blocked thereafter.

The members of the Company were also provided with the facility to cast their votes through Ballot Form. Further, the members attending the AGM who did not cast their votes through remote e-voting or Ballot Form, were invited by the Chairman to cast their vote at the meeting through Poll.

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.

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.

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 Ballot voting or voting by Poll at the AGM for the resolutions contained in the Notice to the 16th AGM of the Equity Shareholders of the Company.

Janton Blandari



My responsibility as a scrutinizer and to give a combined scrutinizer's report of the votes cast "for" or "against" on all five resolutions stated in the Notice of the 16th AGM is based on the reports generated from the e-voting system for remote e-voting and reports made based on ballot voting or Poll conducted at the venue of 16th AGM.

The cut-off date (record date) for determining members entitled to participate in the remote e-voting, Ballot voting or voting at the AGM was fixed by the Company as Friday, July 26, 2019.

The Company had uploaded the 16th AGM Notice containing all the items of the business to be transacted on its website and also on the website of the LIIPL to facilitate e-voting by members. The detailed procedure for e-voting was contained in the Notice of AGM.

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 July 26 ,2019 there were total 26223 members.

In terms of clause (v) of sub-rule 4 of Rule 20 of the Rules, an advertisement was published by the Company on Tuesday, July 09, 2019 in an English newspaper, namely, Business Standard and in a principal vernacular language newspaper, namely, Mumbai Lakshadeep . Such newspaper publication carried the information specified in Sub Rule 4 (v) (a) to (h) of Rule 20 of the Rules.

Based on the results made available to me **54 Members holding 80,70,737 Equity Shares of the Company Constituting 61.78%** had participated in the remote e-voting, voted through ballot form and voting by poll process at the AGM. My report with detailed analysis of remote evoting, voting through ballot form and voting by poll process on each of the five resolutions contained in the Notice dated May 7, 2019 calling AGM on August 2, 2019 is annexed herewith as **Annexure-1**.

Based on the analysis annexed herewith, Resolutions 1 and 2 have been passed with requisite majority as Ordinary Resolutions and Resolutions 3, 4 and 5 have been passed with requisite majority as Special Resolutions on the date of the AGM held on August 2, 2019.

Jauton Bhordorn



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 16th AGM.

Thanking you.

Yours truly,

For Magia Halwai & Associates

Sitansh Magia Partner ACS 15169 CP 18972



Gautam Blandor;

Gautam Bhandari (Shareholder Scrutinizer)

Witness



Ms. Deepali Jadhav

Ms. Parita Shah

Countersigned and received the report:

Nitikap-

Signed by **Nitika Dalmia** Company Secretary and Compliance Officer Authorized by Chairman of the 16th Annual General Meeting

Date: 2nd August 2019 Place: Mumbai

Annexure - 1

Analysis of Results

Resolution	1
No.	
Subject	To consider and adopt:
	a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon; and
	b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Report of the Auditors thereon.
Type of	Ordinary Resolution
Resolution	

Particulars	Number of E-votes	Number of votes contained in e-votes (A)	Number of Poll	Number of votes contained in Poll (B)	Total Number of Votes Cast (A+B)	Percentage of total number of votes cast (Rounded off to two digit decimal)
Received	36	79,71,507	18	99,230	80,70,737	100%
Assent	36	79,71,507	17	99,229	80,70,736	99.99%
Dissent	0	0	0	0	0	0
Abstain	0	0	1	1	1	0.01%
Invalid	0	0	0	0	0	0
Total	36	79,71,507	18	99,230	80,70,737	100%

Gautan Bhandari.



Analysis of Results

Resolution No.	2
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	Number of E-votes	Number of votes contained in e-votes (A)	Number of Poll	Number of votes contained in Poll (B)	Total Number of Votes Cast (A+B)	Percentage of total number of votes cast (Rounded off to two-digit decimal)
Received	36	79,71,507	18	99,230	80,70,737	100%
Assent	28	74,99,245	17	99,229	75,98,474	94.15%
Dissent	0	0	0	0	0	0
Abstain	8	4,72,262	1	1	4,72,263	5.85%
Invalid	0	0	0	0	0	0
Total	36	79,71,507	18	99,230	80,70,737	100%

Gauton Brandousi

A