

Kaya Limited

September 29, 2021

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
BSE Scrip Code: 539276

National Stock exchange of India Limited,
'Exchange Plaza', C-1Block G
Bandra Kurla Complex, Bandra(E),
Mumbai 400 051
NSE Scrip Symbol: KAYA

Subject: Proceedings of the 18th Annual General Meeting of Kaya Limited (“Company”) held on September 29, 2021.

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Regulations”) read with Part A of Schedule III to the SEBI Regulations, please find enclosed the summary of the proceedings of the 18th Annual General Meeting held on Wednesday, September 29, 2021 at 10:00 a.m. (IST) through Video Conferencing/Other Audio Visual Means.

Kindly take the same on records

For **Kaya Limited,**

Nitika Dalmia
Company Secretary &
Compliance Officer

Encl.: As above

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SUMMARY OF THE PROCEEDINGS OF THE 18th ANNUAL GENERAL MEETING OF THE COMPANY

Kaya Limited (“the Company”) convened its 18th Annual General Meeting (“AGM”) through Video conferencing/Other Audio Visual Means on Wednesday, September 29, 2021 at 10:00 a.m. IST, in accordance with the applicable provisions of Companies Act, 2013 read with the Rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Mr. Harsh Mariwala, the Chairman of the Board, presided over the meeting and welcomed the Members to the meeting.

The Chairman further stated that the Company had availed the services of National Securities Depository Ltd. (“NSDL”) for conducting the meeting through Video Conferencing, remote e-voting and e-voting during the meeting. The Chairman introduced the Board Members, Key Managerial Personnel, representative of the Statutory Auditors and Mr. Sitansh Magia, Practicing Company Secretary, who was appointed as a Scrutinizer to scrutinize the voting process.

The details of the number of Members present at the meeting were as follows:

| Category | Promoter & Promoter Group | Public | Total |
|------------------|--------------------------------------|---------------|--------------|
| Video Conference | 5 | 42 | 47 |

As the meeting was conducted virtually where Members could join in person from all locations, the proxy facility was not necessitated and accordingly not provided. After ascertaining that the requisite quorum was present, the Chairman declared that the meeting was duly constituted and commenced the proceedings of the meeting

Thereafter, the Company Secretary explained the general instructions to the Members who had joined the meeting regarding the participation and e-voting at the meeting. It was also stated that the Company had provided the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the 18th AGM. The remote e-voting commenced on Sunday, September 26, 2021 at 9:00 a.m. and ended on Tuesday, September 28, 2021 at 5:00 p.m.

Members holding shares as of the cut-off date i.e. Wednesday, September 22, 2021 were entitled to cast their votes through remote e-voting and at the meeting. Further, Members present at the meeting could also cast their votes by means of e-voting that was made available during and 15 minutes after the conclusion of the meeting. Members who had cast their votes through remote e-voting will be eligible to participate at the meeting but were not eligible to vote at the meeting again. The Company Secretary then informed the Members that the necessary registers and documents referred to in the Notice of the 18th AGM would be made available for inspection, as per the requests made by the Members, if any.

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Thereafter, the Chairman stated that the Reports from the Statutory Auditor and Secretarial Auditor did not contain any qualification, observation or comment.

Mr. Rajiv Nair, CEO – Kaya Group then briefed the Members about the operational performance of the Company during the year. He expressed his gratitude to all Members for their unrelenting dedication, support and commitment to the Company.

Thereafter, the Company Secretary requested the Members who had pre-registered themselves as speakers to ask their questions in relation to items of business, which were later responded to / addressed by Mr. Rajiv Nair, CEO – Kaya Group.

The Chairman and the CEO – Kaya Group welcomed a few suggestions made by the Members at the meeting. The Chairman thanked all the Members on behalf of the entire Board.

The Company Secretary then requested the members who had not voted earlier to cast their votes on the matters as set forth in the Notice. The members were further informed that a consolidated report of remote voting and e-voting conducted at the meeting would be announced within two (2) working days from the conclusion of the meeting and made available on the website of the Company, NSDL and the Stock Exchanges.

The Chairman then concluded the meeting and informed the Members that the e-voting facility would be available for 15 minutes after the closure of the meeting. He also thanked all the Members and Directors for their participation and wished everyone good health and safety in times to come.

After completion of the 18th AGM, the Scrutinizer post verification of votes, confirmed that the following resolutions as stated in the Notice of the 18th AGM were passed with requisite majority:

Ordinary Business

1. Adoption of:
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021 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, 2021 and the Report of the Auditors thereon.
2. Appointment of Director in place of Mr. Rajen Mariwala (DIN: 00007246), who retired by rotation and being eligible, offered himself for re-appointment.

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Special Business

3. Appointment of Mr. Rishabh Mariwala (DIN: 03072284) as a Non-Executive Director of the Company
4. Appointment of Dr. Om Manchanda (DIN: 02099404) as an Independent Director of the Company for a term of five (5) years effective August 3, 2021
5. Appointment of Ms. Vasuta Agarwal (DIN:07480674) as an Independent Director of the Company for a term of five (5) years effective August 3, 2021.
6. Re-appointment of Mr. Harsh Mariwala, (DIN: 00210342) as Chairman and Managing Director of the Company for a period of five (5) years with effect from November 1, 2021

For **Kaya Limited**,

Nitika Dalmia
Company Secretary &
Compliance Officer