

# Kaya Limited

August 4, 2018

To,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

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

**BSE Scrip Code: 539276**

**NSE Scrip Symbol: KAYA**

**Subject: Proceedings/Outcome of the 15<sup>th</sup> Annual General Meeting of Kaya Limited  
("Company")**

Dear Sir/Madam,

We wish to inform you that the 15<sup>th</sup> Annual General Meeting of the Company of the Company held on August 3, 2017 at 4:30 p.m. at Indian Education Society, Manik Sabhagriha, M.D. Lotlikar Vidya Sankul, Opposite Lilavati Hospital, Bandra Reclamation, Bandra (West) Mumbai – 400 050.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith:-

1. Proceedings of the 15<sup>th</sup> Annual General Meeting as Annexure A
2. Disclosure pursuant to Clause 7 of Para A of Part A of Schedule III as Annexure B

For Kaya Limited,

  
**Nitika Dalmia**  
**Company Secretary &**  
**Compliance Officer**



# Kaya Limited

## ANNEXURE A - PROCEEDINGS OF THE 15<sup>TH</sup> ANNUAL GENERAL MEETING

The 15<sup>th</sup> Annual General Meeting of the Company of the Company held on August 3, 2017 at 4:30 p.m. at Indian Education Society, Manik Sabhagriha, M.D. Lotlikar Vidya Sankul, Opposite Lilavati Hospital, Bandra Reclamation, Bandra (West) Mumbai – 400 050

The meeting was chaired by Mr. Harsh Mariwala, Chairman of the Company. As per the records of the attendance sheet, 33 members were present at the meeting. The requisite quorum being present, the Chairman called the meeting to order.

With the consent of the members, Notice convening the Annual General Meeting, Board's Report and Financial Statements for the financial year ended March 31, 2018 were taken as read. The Chairman of the Audit & Risk Management Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Statutory Auditors and Secretarial Auditors were present at the meeting. Further, the statutory registers and proxy register were available at the venue for their inspection.

The Chairman then declared that since there were no qualifications, observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company mentioned in the Statutory and Secretarial auditor's report as specified under section 145 of the Companies Act, 2013, the same was not required to be read out at the Meeting.

The Chairman addressed the Members present, by giving review of operations of the Company during the financial year 2017-18. Mr. Rajiv Nair, Chief Executive Officer – Kaya Group updated the Members on the Corporate Developments and the new initiatives taken up by the Company during the year.

The Chairman then invited queries from the Members on the agenda matters. The queries were replied by the Chairman, Chief Executive Officer – Kaya Group, Chief Executive Officer – Kaya Middle East and CFO of the Company.

The following items of business, as per the Notice of the meeting, were transacted:

### Ordinary Business

1. To receive, consider and adopt the audited financial statements including audited consolidated financial statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Rajendra Mariwala, Director (DIN: 00007246) who retires by rotation and being eligible seeks re-appointment.
3. To ratify the appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), as Statutory Auditors of the Company



# Kaya Limited

## Special Business

4. To re-appoint Ms. Ameera Shah as Independent Director of the Company for a further period of 5 (five) years, to hold office from April 1, 2019 upto March 31, 2024.

The Company had provided Members the facility to cast their vote electronically (“remote e-voting”) or through Ballot, on all resolutions set forth in the Notice. Moreover, the Chairman ordered Poll at the meeting for the Members present who were unable to cast their votes using remote e-voting or Ballot voting facility.

Ms. Amita Desai, Practicing Company Secretary and the Scrutinizer appointed by the Board of Directors of the Company diligently scrutinized the entire voting process in a fair and transparent manner.

The Chairman then declared that the results of the poll including the e-voting results shall be announced within 48 hours and will also be placed on the website of the Company.

The meeting concluded with a vote of thanks to those present.



# Kaya Limited

## ANNEXURE B - DISCLOSURE PURSUANT TO CLAUSE 7 OF PARA A OF PART A OF SCHEDULE III

Ms. Ameera Shah has been re-appointed as an Independent Director of the Company for a further period of 5 (five) years w.e.f. April 1, 2019 to March 31, 2024.

Ms. Ameera Shah is not related to any Directors of the Company.

Further, she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

