

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 through ballot forms at the AGM.

Request you to take the above on record and oblige.

Thank You.

For **Kaya Limited**

Nitika D.

Nitika Dalmia
Company Secretary &
Compliance Officer



Encl: A/a

Kaya 16th Annual General Meeting - Voting Results
Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM	02-08-20189
Total number of shareholders on record date	26223
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	2
Public	34
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group	0
Public	0

Resolution Required: (Ordinary)	<p>1- To consider and adopt</p> <p>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</p> <p>b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditors thereon</p>
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Whether promoter/ promoter group are interested in the agenda/resolution?	No
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Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	7828924	7828924	100.00	7828924	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	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	38054	0	100.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		180066	29.93	180066	0	100.00	0.00	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	0
	Total		61747	1.33	61746	0	100.00	0.00	0
Total		13064091	8070737	61.78	8070736	0	100.00	0.00	0



Resolution Required: (Ordinary)			2 - Appointment of Mr. Rajendra Mariwala, Director retiring by rotation and seeking reappointment						
Whether promoter/ promoter group are interested in the agenda/resolution?			Mr. Rajendra Mariwala and his relatives, being interested in this resolution, abstained from voting.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	7828924	7356662	93.97	7356662	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		7356662	93.97	7356662	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	38054	0	100.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		180066	29.93	180066	0	100.00	0.00	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	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

Resolution Required :(Special)			3-To re-appoint Mr. B S Nagesh as an Independent Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	%of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	%of Votes in favour on votes polled	%of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	7828924	7828924	100.00	7828924	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	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	0.00	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	0
	Total		61747	1.33	61746	0	100.00	0.00	0
Total		13064091	8070737	61.78	8032682	38054	99.53	0.47	0



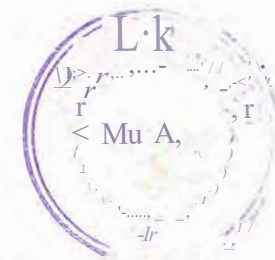
Kaya Limited

Resolution Required : (Special)			4 - To re-appoint Mr. Nikhil Khattau as an Independent Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	%of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	%of Votes in favour on votes polled	%of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	7828924	7828924	100.00	7828924	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	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	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	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		61747	1.33	61196	550	99.11	0.89	0
Total		13064091	8070737	61.78	8032132	38604	99.52	0.48	0



Kaya Limited

Resolution Required : (Special)			5-Tore-appoint Mr. Irfan Mustafa as an Independent Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={([4]/[2])*100}	[7]={([5]/[2])*100}	[8]
Promoter and Promoter Group	E-Voting	7828924	7828924	100.00	7828924	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	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	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	61172	0	100.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		61747	1.33	61193	550	99.11	0.89	0
Total		13064091	8070737	61.78	8032129	38604	99.52	0.48	0



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.

Gautam Bhandari



Gautam

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: +918169 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 ("LIPL") for conducting remote e-voting by the Members of the Company. LIPL had provided a system for casting the votes electronically on <https://instavote.linkintime.co.in>.

The remote e-voting period commenced on **Tuesday, July 30, 2019 at 9.00 a.m. 1ST** and ended on **Thursday, August 1, 2019 at 5:00 p.m. 1ST** 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.

Gautam Bhandari



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 LIPL to facilitate e-voting by members. The detailed procedure fore-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 e-voting, 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.

Gautam Bhardwaj

[Signature]

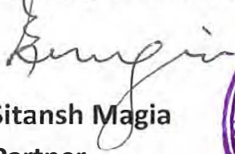


The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the 16th AGM.

Thanking you.

Yours truly,

For Magia Halwai & Associates



Sitansh Magia
Partner

ACS 15169
CP 18972





Gautam 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 16th Annual General Meeting

Date: 2nd August 2019

Place: Mumbai

Annexure - 1

Analysis of Results

Resolution No.	1
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 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	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%

Gautam Bhandari

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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%

Gautam Bhandari

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Analysis of Results

Resolution No.	3
Subject	Re-appointment of Mr. B. S. Nagesh, Director (DIN: 00027595) as an Independent Director of the Company for the second term of 5 (Five) years, commencing from April 1, 2020 up to March 31, 2025.
Type of Resolution	Special 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	16	61,175	80,32,682	99.53%
Dissent	0	0	1	38,054	38,054	0.47%
Abstain	0	0	1	1	1	0
Invalid	0	0	0	0	0	0
Total	36	79,71,507	18	99,230	80,70,737	100%

Gautam Bhandari

Bhargava



Analysis of Results

Resolution No.	4
Subject	Re-appointment of Mr. Nikhil Khattau, Director (DIN: 00017880) as an Independent Director of the Company for the second term of 5 (Five) years, commencing from April 1, 2020 up to March 31, 2025.
Type of Resolution	Special 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	35	79,70,957	16	61,175	80,32,132	99.52%
Dissent	1	550	1	38,054	38,604	0.48%
Abstain	0	0	1	1	1	0
Invalid	0	0	0	0	0	0
Total	36	79,71,507	18	99,230	80,70,737	100%

Gautam Bhandari

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Analysis of Results

Resolution No.	5
Subject	Re-appointment of Mr. Irfan Mustafa, Director (DIN: 07168570) as an Independent Director of the Company for the second term of 5 (Five) years, commencing from April 1, 2020 up to March 31, 2025.
Type of Resolution	Special 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	35	79,70,957	15	61,172	80,32,129	99.52%
Dissent	1	550	1	38,054	38,604	0.48%
Abstain	0	0	2	4	4	0
Invalid	0	0	0	0	0	0
Total	36	79,71,507	18	99,230	80,70,737	100%

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


For Magia Halwai & Associates



Sitansh Magia
Partner
ACS 15169
CP 18972




Gautam Bhandari
(Shareholder Scrutinizer)

Witness:


Ms. Deepali Jadhav


Ms. Parita Shah