

Kaya Limited

August 2, 2019

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/Outcome of the 16th Annual General Meeting of Kaya Limited (“Company”)

Dear Sir/Madam,

The 16th Annual General Meeting of the Company was held on August 2, 2019 at 9:00a.m. at Mumbai Educational Trust, 1st Floor, Convention Centre, 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 16th 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 D.

Nitika Dalmia
Company Secretary &
Compliance Officer



ANNEXURE A - PROCEEDINGS OF THE 16TH ANNUAL GENERAL MEETING

The 16th Annual General Meeting of the Company was 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.

The meeting was chaired by Mr. Harsh Mariwala, Chairman of the Company. He welcomed the Members to the 16th Annual General Meeting of the Company and introduced the Directors on the Dias. The requisite quorum being present, the Chairman called the meeting to order.

The Chairman declared that all the books and records required under the Companies Act, 2013 to be kept at the Annual General Meeting are available for inspection.

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, 2019 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.

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 2018-19. 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 and the Chief Executive Officer – Kaya Group,

The Chairman then placed the following agenda items for proposal and secondment.

Ordinary Business

1. Adoption of:
 - 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.
2. Appointment of Director in place of Mr. Rajendra Mariwala, Director (DIN: 00007246) who retires by rotation and being eligible seeks re-appointment.



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Special Business

3. Re-appointment of Mr. B. S. Nagesh as Independent Director of the Company from April 1, 2020 upto March 31, 2025.
4. Re-appointment of Mr. Nikhil Khattau as Independent Director of the Company from April 1, 2020 upto March 31, 2025.
5. Re-appointment of Mr. Irfan Mustafa as Independent Director of the Company from April 1, 2020 upto March 31, 2025

The Chairman then declared that in compliance with the requirement of regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 ('the Rules'), the Company had provided Members the facility to cast their vote electronically ("remote e-voting") or through Ballot Form, 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.

He then requested the scrutinizers to complete the poll process and then submit the report to him/ person authorized by him.

Mr. Sitansh Magia, 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.



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

Mr. B. S. Nagesh, Mr. Nikhil Khattau and Mr. Irfan Mustafa were re-appointed as Independent Directors of the Company from April 1, 2020 to March 31, 2025.

Further, it is affirmed that none of the above Directors are not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

None of them are related to any of the Directors of the Company. The brief profiles of the abovementioned Directors are as under:

1. Mr. B.S. Nagesh, Independent Director, Kaya Limited

B. S. Nagesh is the Founder of a Public Charitable Trust TRRAIN (Trust for Retailers and Retail Associates of India). B. S. Nagesh has been involved with Shoppers Stop and its group companies since its inception in 1991 as the first employee. As part of his personal philosophy of Learn, Earn & Return, he stepped out of the day - to - day roles of the business as Managing Director in 2009 and founded TRRAIN. He is currently the Chairman and Non - Executive Director of Shoppers Stop Limited and is also the Founder Chairman of RAI (Retailers Association of India). With his induction in the World Retail Hall of Fame in 2008, Mr. Nagesh is the only Indian retailer and the first Asian retailer to take a significant place alongside more than 100 stalwarts of the global retail industry. Recently he was awarded with the prestigious NCPEDP — Hellen Keller Award for creating livelihood opportunities for Persons with Disabilities and was recognized as the Change Maker at the Sabera Awards. He is also been nominated as an Ashoka Fellow in 2019.

2. Mr. Nikhil Khattau, Independent Director, Kaya Limited

Nikhil Khattau is an experienced investor, entrepreneur and banker. At Mayfield, Nikhil has been leading investments since 2007. As an entrepreneur, he was founding CEO of SUN F&C, one of India's first privately - owned mutual fund houses. His investment banking experience was with EY's corporate Finance Group in London and New York. Nikhil is a Chartered Accountant from the ICAEW and received his Bachelor's degree from the University of Mumbai.

3. Irfan Mustafa, Independent Director of Kaya Limited

Mr. Irfan Mustafa is an entrepreneur and a senior corporate executive with a distinguished career spanning over 4 decades across 4 continents and 4 multinationals. He has done his Early schooling in missionary Convents leading to two MBAs at leading business schools Karachi, IBA Pakistan, followed by post graduate in Business Administration – from IMD Lausanne, Switzerland. He joined the elite group of Pakistanis in 2013 by being nominated for '100 Most Powerful Pakistani Worldwide'. Board member of many prominent corporates and non-profits. He has worked with Companies like YUM! Brands, Pepsi Cola International, Unilever Pakistan and is currently the Shareholder and Director of KFC Pakistan, the largest fast food franchise in Pakistan. He is actively involved with several notable charitable and philanthropic efforts – focusing on the development of youth, education and poverty alleviation.

