

Kaya Limited

August 3, 2017

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: Outcome of the Fourteenth Annual General Meeting of Kaya Limited (“the Company”)

Dear Sir/ Madam,

We wish to inform you that the Fourteenth Annual General Meeting of the Company (“AGM”) was duly convened on August 2, 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 – 400050.

In accordance with the applicable provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting, voting through Ballot Form (“Ballot Voting”) and voting at the AGM through Poll to its Members on all resolutions set out in the Notice of AGM. The Company had appointed Ms. Amita Desai, Practising Company Secretary as the Scrutinizer to scrutinize the entire voting process in a fair and transparent manner. As per the Scrutinizer’s Report all resolutions contained in the Notice convening the AGM have been duly passed by the Members with requisite majority.

Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we have enclosed the consolidated voting results of the business transacted at the AGM in the prescribed format. Further, the Consolidated Report of the Scrutinizer on e-voting, ballot voting and voting at the AGM is also enclosed.

The aforesaid reports are being uploaded on the website of the Company at www.kaya.in and on the website of NSDL at www.evoting.nsdl.com.

Request you to take the above on record and oblige.

Thank You.

For Kaya Limited



Almas Badar
Company Secretary & Compliance Officer

Encl: A/a

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

Date of the AGM/EGM	02-Aug-17
Total number of shareholders on record date	26264
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	8
Public	55
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group	0
Public	0

Resolution Required: Ordinary		Adoption of audited financial statements including audited consolidated financial statements of the Company for the year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon.								
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	Invalid Votes	
		[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	100.0000	7828924	0	100.0000	0.0000	N.A.	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		7828924	100.0000	7828924	0	100.0000	0.0000	0	
Public Institutions	E-Voting	1127577	724711	64.2715	724711	0	100.0000	0.0000	N.A.	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		724711	64.2715	724711	0	100.0000	0.0000	0	
Public Non Institutions	E-Voting	4071513	7295	0.1792	7295	0	100.0000	0.0000	0	
	Poll		69994	1.7191	69993	0	99.9986	0.0000	1	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		77289	1.8983	77288	0	100.0000	0.0000	1	
Total		13028014	8630924	66.2490	8630923	0	100.0000	0.0000	1	

Note: The shares held by shareholders who have abstained from voting are not considered in the calculation of "No. of votes polled" in the above table.



Resolution Required : Ordinary			Appointment of Mr. Rajen Mariwala, Director retiring by rotation and seeking re-appointment						
Whether promoter/ promoter group are interested in the agenda/resolution?			Mr. Rajen Mariwala, member of Promoter Group, is interested in this resolution for his re-appointment as Director and has abstained from voting on the same.						
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	Invalid Votes
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	7828924	7352662	93.9166	7352662	0	100.0000	0.0000	N.A.
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		7352662	93.9166	7352662	0	100.0000	0.0000	0
Public Institutions	E-Voting	1127577	724711	64.2715	673158	51553	92.8864	7.1136	N.A.
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		724711	64.2715	673158	51553	92.8864	7.1136	0
Public Non Institutions	E-Voting	4071513	7304	0.1794	7274	30	99.5893	0.4107	0
	Poll		69994	1.7191	69993	0	99.9986	0.0000	1
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		77298	1.8985	77267	30	99.9599	0.0388	1
Total		13028014	8154671	62.5934	8103087	51583	99.3674	0.6326	1

Note: The shares held by shareholders who have abstained from voting are not considered in the calculation of "No. of votes polled" in the above table.



Resolution Required : Ordinary		Appointment of M/s. B S R & Co. LLP, Chartered Accountants as the Statutory Auditors and fixing their remuneration							
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	Invalid Votes
		[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	100.0000	7828924	0	100.0000	0.0000	N.A.
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		7828924	100.0000	7828924	0	100.0000	0.0000	0
Public Institutions	E-Voting	1127577	724711	64.2715	724711	0	100.0000	0.0000	N.A.
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		724711	64.2715	724711	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	4071513	7305	0.1794	7285	20	99.7262	0.2738	0
	Poll		69994	1.7191	69993	0	99.9986	0.0000	1
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		77299	1.8985	77278	20	99.9728	0.0259	1
Total		13028014	8630934	66.2490	8630913	20	99.9998	0.0002	1



Resolution Required : Ordinary			To determine the fees for delivery of any document to a member through a particular mode of delivery as requested by the member.						
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	Invalid Votes
		[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	100.0000	7828924	0	100.0000	0.0000	N.A.
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		7828924	100.0000	7828924	0	100.0000	0.0000	0
Public Institutions	E-Voting	1127577	724711	64.2715	724711	0	100.0000	0.0000	N.A.
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		724711	64.2715	724711	0	100.0000	0.0000	N.A.
Public Non Institutions	E-Voting	4071513	6639	0.1631	3612	3027	54.4058	45.5942	0
	Poll		69994	1.7191	69993	0	99.9986	0.0000	1
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		76633	1.8822	73605	3027	96.0487	3.9500	1
Total		13028014	8630268	66.2439	8627240	3027	99.9649	0.0351	1

Note: The shares held by shareholders who have abstained from voting are not considered in the calculation of "No. of votes polled" in the above table.





AMITA DESAI & CO.
Company Secretaries



Head Off : 1005, 10th Floor, Solaris Hubtown, N.S Phadke Marg, Andheri Flyover, Andheri (E) Mumbai- 400069
Branch : 21 & 26 1st Floor, Matadin Mishra Bldg., Cross Old Nagardas Road, Opp. Shivsagar Hotel, Andheri (E), Mumbai - 400 069.
Tel. No. : (Board Line) 022-26845919/20/21, 6678 0848/7499 • (Direct No.) : 022 26845923 Cell : 9820 177 691
Email : info@amitadesai.com/amita@amitadesai.com • Website : www.amitadesai.com

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 3, 2017

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

Fourteenth Annual General Meeting of the Equity Shareholders of Kaya Limited held on August 2, 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 – 400050.

Subject: Combined Report on Remote E-voting/Voting by Ballot and Voting by Poll at the venue of the Annual General Meeting (“AGM”) pursuant to Section 108 of the Companies Act, 2013(the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 3, 2017 to scrutinize the voting conducted through remote e-Voting, Ballot Voting and Voting by Poll at the AGM on all four resolutions set out in the Notice convening the Fourteenth AGM in a fair and transparent manner. The AGM was duly held on Wednesday, August 2, 2017 at 4:30 p.m.



The Notice of AGM dated May 3, 2017 was sent in electronic form on July 4, 2017 to those shareholders whose e-mail addresses were registered with the Company and in physical form through courier on July 5, 2017 to those shareholders whose e-mail addresses were not registered or who otherwise had opted to receive physical copies.

The Company had appointed National Securities Depository Limited ("NSDL") for providing the remote e-voting facility to the Members of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015. NSDL had provided a system for casting the votes electronically on their website <https://www.evoting.nsdl.com>

The remote e-voting period commenced on **Sunday, July 30, 2017 at 9.00 a.m.** and ended on **Tuesday, August 1, 2017 at 5:00 p.m.** 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.

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 14th AGM of the Equity Shareholders of the Company.

My responsibility as a scrutinizer is to give a combined scrutinizer's report of the votes cast "for" or "against" on all four resolutions stated in the Notice of the 14th AGM based on the reports generated from the e-voting system provided by NSDL for remote e-voting and reports made based on ballot voting or Poll conducted at the venue of 14th AGM.

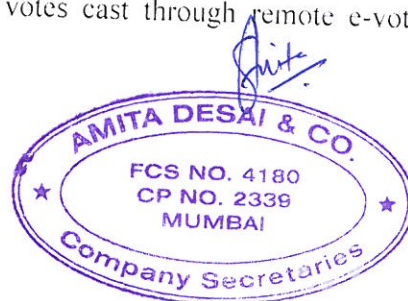
The cut-off date (record date) for determining members entitled to participate in the remote e-voting, Ballot voting or voting at the AGM was fixed by the Company as **Wednesday, July 26, 2017.**

The Company had uploaded all the items of the business to be transacted on its website and also on the website of the NSDL 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. NSDL and Central Depository Services (India) Limited ("CDSL") as on the cut-off date of July 26, 2017, there were total 26,264 members.

In terms of clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company on Thursday, July 06, 2017 in an English newspaper, namely, The Free Press Journal and in a vernacular newspaper, namely, Navshakti in Marathi Language. Such newspaper publication carried the information specified in Sub Rule 4(v) (a) to (h) of Rule 20 of the Companies (Management and Administration) Rules, 2014.

On conclusion of the voting at the AGM, first the votes cast through Poll at the AGM were counted by me as a Scrutinizer. Subsequently, the votes cast through remote e-voting were



unblocked by me in the presence of two witnesses, Mr. Chetan Jain and Ms. Krinal Dattani who are not in the employment of the Company.

Based on the results made available to me, **132 Members holding 86,30,934 Equity Shares of the Company constituting 66.25%** 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 four resolutions contained in the Notice dated May3, 2017 calling AGM on August 2, 2017 is annexed herewith as **Annexure -1**.

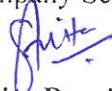
Based on the analysis annexed herewith, the Resolution No. 1 has been passed unanimously and Resolution Nos. 2 to 4 have been passed with the requisite majority on the date of the AGM held on August 2, 2017.

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 14th AGM.

Thanking you,


Yours faithfully

For Amita Desai & Co.
Company Secretaries


Amita Desai
Proprietor
FCS 4180
CP 2339

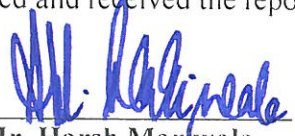


Witness:


Mr. Chetan Jain


Ms. Krinal Dattani

Countersigned and received the report:


Signed by Mr. Harsh Marwala
Chairman
Date: 5/8/2017
Place: Mumbai

Annexure -1

Analysis of Results

Resolution No.	1
Subject	To receive, consider and adopt the audited financial statements including audited consolidated financial statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon.
Type of Resolution	Ordinary

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 Vote Cast (A+B)	Percentage of total number of votes cast (Rounded off to two digit decimal)
Received	107	8560940	25	69994	8630934	100
Assent	106	8560930	24	69993	8630923	100
Dissent	0	0	0	0	0	0
Abstain	1	10	0	0	10	0
Invalid	0	0	1	1	1	0
Total	107	8560940	25	69994	8630934	100



Analysis of Results

Resolution No.	2
Subject	To appoint a Director in place of Mr. Rajen Mariwala, Director (holding DIN: 00007246) who retires by rotation and being eligible seeks re-appointment.
Type of Resolution	Ordinary

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 Vote Cast (A+B)	Percentage of total number of votes cast (Rounded off to two digit decimal)
Received	107	8560940	25	69994	8630934	100
Assent	90	8033094	24	69993	8103087	93.88
Dissent	8	51583	0	0	51583	0.60
Abstain	9	476263	0	0	476263	5.52
Invalid	0	0	1	1	1	0
Total	107	8560940	25	69994	8630934	100

Analysis of Results

Resolution No.	3
Subject	To appoint M/s. B S R & Co. LLP, Chartered Accountants as Statutory Auditors and fix their remuneration.
Type of Resolution	Ordinary

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 Vote Cast (A+B)	Percentage of total number of votes cast (Rounded off to two digit decimal)
Received	107	8560940	25	69994	8630934	100
Assent	105	8560920	24	69993	8630913	100
Dissent	02	20	0	0	20	0
Abstain	0	0	0	0	0	0
Invalid	0	0	1	1	1	0
Total	107	8560940	25	69994	8630934	100



Analysis of Results

Resolution No.	4
Subject	To determine the fees for delivery of any document to a member through a particular mode of delivery as requested by the member
Type of Resolution	Ordinary

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 Vote Cast (A+B)	Percentage of total number of votes cast (Rounded off to two digit decimal)
Received	107	8560940	25	69994	8630934	100
Assent	99	8557247	24	69993	8627240	99.96
Dissent	05	3027	0	0	3027	0.03
Abstain	3	666	0	0	666	0.01
Invalid	0	0	1	1	1	0
Total	107	8560940	25	69994	8630934	100

The Annexure-I attached herewith is part of our Scrutinizer's Report.

For Amita Desai & Co.
Company Secretaries



Amita Desai
Proprietor
FCS 4180
CP 2339



Witness:



Mr. Chetan Jain



Ms. Krinal Dattani