

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: Combined voting results on resolutions as per the notice dated May 4, 2018 of the 15th Annual General Meeting of Kaya Limited (“the Company”)

Dear Sir/ Madam,

We wish to inform you that the 15th Annual General Meeting of the Company (“AGM”) was duly convened on August 3, 2018 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.

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 15th 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 Dalmia
Company Secretary &
Compliance Officer



Encl: A/a

Kaya 15th Annual General Meeting - Voting Results
Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM		3-Aug-18						
Total number of shareholders on record date		27304						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group		0						
Public		34						
No. of shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group		0						
Public		0						
Resolution Required : (Ordinary)		1 - Adoption of audited financial statements including audited consolidated financial statements of the Company for the year ended March 31, 2018 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
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	7828924	7828924	100.00	7828924	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0
	Total		7828924	100.00	7828924	0	100.00	0
Public Institutions	E-Voting	628777	26835	4.27	26835	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0
	Total		26835	4.27	26835	0	100.00	0
Public Non Institutions	E-Voting	4585844	2104	0.05	2104	0	100.00	0
	Poll		15807	0.34	15807	0	100.00	0
	Postal Ballot		0	0.00	0	0	0.00	0
	Total		17911	0.39	17911	0	100.00	0
Total		13043545	7873670	60.36	7873670	0	100.00	0



Resolution Required : (Ordinary)			2 - Appointment of Mr. Rajendra Mariwala, Director retiring by rotation and seeking re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Mr. Rajendra Mariwala, 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
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	7828924	7354662	93.94	7354662	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		7354662	93.94	7354662	0	100.00	0.00
Public Institutions	E-Voting	628777	26835	4.27	26835	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		26835	4.27	26835	0	100.00	0.00
Public Non Institutions	E-Voting	4585844	2104	0.05	2104	0	100.00	0.00
	Poll		15807	0.34	15807	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		17911	0.39	17911	0	100.00	0.00
Total		13043545	7399408	56.73	7399408	0	100.00	0.00

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



Resolution Required : (Ordinary)			3 - Ratification of 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. of votes polled					
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
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	7828924	7828924	100.00	7828924	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		7828924	100.00	7828924	0	100.00	0.00
Public Institutions	E-Voting	628777	26835	4.27	0	26835		
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		26835	4.27	0	26835	0.00	100.00
Public Non Institutions	E-Voting	4585844	2104	0.05	2104	0	100.00	0.00
	Poll		15807	0.34	15807	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		17911	0.39	17911	0	100.00	0.00
Total		13043545	7873670	60.36	7846835	26835	99.66	0.34



Resolution Required : (Ordinary)			4 - To re-appoint Ms. Ameera Shah as an Independent Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No. of votes polled					
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
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	7828924	7828924	100.00	7828924	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		7828924	100.00	7828924	0	100.00	0.00
Public Institutions	E-Voting	628777	26835	4.27	26835	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		26835	4.27	26835	0	100.00	0.00
Public Non Institutions	E-Voting	4585844	2104	0.05	1804	300	85.74	14.26
	Poll		15803	0.34	15803	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		17907	0.39	17607	300	98.32	1.68
Total		13043545	7873666	60.36	7873366	300	100.00	0.00





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 04, 2018

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

Fifteenth Annual General Meeting of the Equity Shareholders of Kaya Limited held on August 3, 2018 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 4, 2018 to scrutinize the voting conducted through remote e-Voting, Ballot Voting & Voting by Poll at the AGM on all four resolutions set out in the Notice convening the Fifteenth AGM in a fair and transparent manner. The AGM was duly held on Friday, August 3, 2018 at 4:30 p.m.



The Notice of AGM dated May 4, 2018 was sent in electronic form on July 6, 2018 to those shareholders whose e-mail addresses were registered with the Company and in physical form through courier on July 7, 2018 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 **Tuesday, July 31, 2018 at 9.00 a.m. IST** and ended on **Thursday August 2, 2018 at 5:00 p.m. IST** 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 15th AGM of the Equity Shareholders of the Company.

My responsibility as a scrutinizer and to give a combined scrutinizer’s report of the votes cast “for” or “against” on all four resolutions stated in the Notice of the 15th AGM is 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 15th 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 27, 2018**.

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 27, 2018, there were total 27,304 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 Sunday, July 08, 2018 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, Ms. Vishakha Parikh and Ms. Sarita Satam who are not in the employment of the Company.

Based on the results made available to me, **95 Members holding 78,73,670 Equity Shares of the Company constituting 60.36 %** 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 May 4, 2018 calling AGM on August 3, 2018 is annexed here with as **Annexure -1**.

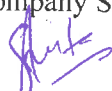
Based on the analysis annexed herewith, the Resolution Nos. 1 has been passed unanimously and Resolution Nos. 2 to 4 shall be deemed to have been passed with the requisite majority on the date of the AGM held on August 3, 2018.

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 15th AGM.

Thanking you,

Yours faithfully

For Amita Desai & Co.
Company Secretaries


Amita Desai
Proprietor
FCS 4180
CP 2339



Witness:



Ms. Vishakha Parikh



Ms. Sarita Satam

Countersigned and received the report:



Signed by **Ms. Nitika Dalmia**
Company Secretary and Compliance Officer
Authorised by Chairman of the 15th Annual General Meeting
Date: August 04, 2018
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, 2018 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	85	78,57,863	10	15,807	78,73,670	100
Assent	85	78,57,863	10	15,807	78,73,670	100
Dissent	0	0	0	0	0	0
Abstain	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	85	78,57,863	10	15,807	78,73,670	100

Analysis of Results

Resolution No.	2
Subject	To appoint a Director in place of Mr. Rajendra 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	85	78,57,863	10	15,807	78,73,670	100
Assent	77	73,83,601	10	15,807	73,99,408	93.98
Dissent	0	0	0	0	0	0
Abstain	7	4,22,893	0	0	4,22,893	5.37
Invalid	1	51,369	0	0	51,369	0.65
Total	85	78,57,863	10	15,807	78,73,670	100



Analysis of Results

Resolution No.	3
Subject	To ratify the appoint M/s. B S R & Co. LLP, Chartered Accountants as Statutory Auditors of the Company 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	85	78,57,863	10	15,807	78,73,670	100
Assent	84	78,31,028	10	15,807	78,46,835	99.66
Dissent	1	26,835	0	0	26,835	0.34
Abstain	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	85	78,57,863	10	15,807	78,73,670	100

Analysis of Results

Resolution No.	4
Subject	To re-appoint Ms. Ameera Shah as an Independent Director of the Company
Type of Resolution	Special

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	85	78,57,863	10	15,807	78,73,670	100
Assent	84	78,57,563	8	15,803	78,73,366	100
Dissent	1	300	0	0	300	0
Abstain	0	0	2	4	4	0
Invalid	0	0	0	0	0	0
Total	85	78,57,863	10	15,807	78,73,670	100



The Annexure-1 attached herewith is part of our Scrutinizer's Report.

For Amita Desai & Co.
Company Secretaries



Amita Desai
Proprietor
FCS 4180
CP 2339



Witness:



Ms. Vishakha Parikh



Ms. Sarita Satam