

Kaya Limited

September 25, 2015

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 Twelfth Annual General Meeting of Kaya Limited (“the Company”).

Dear Sir/ Madam,

We wish to inform you that the Twelfth Annual General Meeting of the Company (“AGM”) was duly convened on September 24, 2015 at 9.30 a.m. at National Stock Exchange of India Ltd, Gr. Floor Dr. R. H. Patil Auditorium, Exchange Plaza, G-Block, Plot No. C1, Bandra Kurla Complex, Bandra (East), Mumbai 400051.

In accordance with the applicable provisions of the Companies Act, 2013 and the Listing Agreement with Stock Exchanges, 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 M/s 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 Clause 35A of the Listing Agreement, 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

In accordance with Clause 35A of the Listing Agreement, the details of Business transacted at the Twelfth Annual General Meeting of the Company are furnished below:

Date of Annual General Meeting	September 24, 2015
Total Number of Equity Shares as on Record Date: (i.e. September 18, 2015 cut-off date for Voting for the businesses of the AGM)	30684
No. of Shareholders present in the meeting either in person or through Proxy:	49
a. Promoter and Promoter Group	8
b. Public	41
No. of Shareholders attending the meeting through Video Conferencing:	NIL
a. Promoter and Promoter Group	NIL
b. Public	NIL

Sr. No.	Details of the Agenda	Resolution required	Mode of Voting
1	Adoption of audited financial statements including audited consolidated financial statements of the Company for the year ended March 31, 2015 together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary	e-voting and Poll at the Meeting

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No. 1							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	7828924	7828924	100.0000	7828924	0	100.0000	0.0000
Public Institutional Holders	1383071	741986	53.6477	741986	0	100.0000	0.0000
Public-Others	3685105	31350	0.8507	31340	10	99.9681	0.0319
Total(A)	12897100	8602260	66.6992	8602250	10	99.9999	0.0001
Mode of Voting: (Poll)							
Promoter and Promoter Group	7828924	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	1383071	0	0.0000	0	0	0.0000	0.0000
Public-Others	3685105	30821	0.8364	30821	0	100.0000	0.0000
Total(B)	12897100	30821	0.2390	30821	0	100.0000	0.0000
Result (A+B)	12897100	8633081	0.6694	8633071	10	99.9999	0.0001



Sr. No.	Details of the Agenda	Resolution required	Mode of Voting
2	Appointment of Mr. Rajen Mariwala, Director retiring by rotation and seeking re-appointment.	Ordinary	e-voting and Poll at the Meeting

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No. 2							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	7828924	7828924	100.0000	7828924	0	100.0000	0.0000
Public Institutional Holders	1383071	741986	53.6477	708456	33530	95.4810	4.5190
Public-Others	3685105	31350	0.8507	31332	18	99.9426	0.0574
Total(A)	12897100	8602260	66.6992	8568712	33548	99.6100	0.3900
Mode of Voting: (Poll)							
Promoter and Promoter Group	7828924	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	1383071	0	0.0000	0	0	0.0000	0.0000
Public-Others	3685105	30821	0.8335	30821	0	100.0000	0.0000
Total(B)	12897100	30821	0.2417	30821	0	100.0000	0.0000
Result (A+B)	12897100	8633081	0.6694	8599533	33548	99.6114	0.3886



Sr. No.	Details of the Agenda	Resolution required	Mode of Voting
3	Appointment of M/s. Price Waterhouse, Chartered Accountants as the Statutory Auditors and fixing their remuneration.	Ordinary	e-voting and Poll at the Meeting

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No. 3							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	7828924	7828924	100.0000	7828924	0	100.0000	0.0000
Public Institutional Holders	1383071	741986	53.6477	643791	98195	86.7659	13.2341
Public-Others	3685105	31350	0.8507	31336	14	99.9553	0.0447
Total(A)	12897100	8602260	66.6992	8504051	98209	98.8583	1.1417
Mode of Voting: (Poll)							
Promoter and Promoter Group	7828924	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	1383071	0	0.0000	0	0	0.0000	0.0000
Public-Others	3685105	30821	0.8335	30401	420	98.6373	1.3627
Total(B)	12897100	30821	0.2417	30401	420	98.6373	1.3627
Result (A+B)	12897100	8633081	0.6694	8534452	98629	98.8575	1.1425



Sr. No.	Details of the Agenda	Resolution required	Mode of Voting
4	Appointment of Mr. Nikhil Khattau as an Independent Director.	Ordinary	e-voting and Poll at the Meeting

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No. 4							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	7828924	7828924	100.0000	7828924	0	100.0000	0.0000
Public Institutional Holders	1383071	741986	53.6477	741986	0	100.0000	0.0000
Public-Others	3685105	31318	0.8499	31191	127	99.5945	0.4055
Total(A)	12897100	8602228	66.6989	8602101	127	99.9985	0.0015
Mode of Voting: (Poll)							
Promoter and Promoter Group	7828924	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	1383071	0	0.0000	0	0	0.0000	0.0000
Public-Others	3685105	30821	0.8335	30821	0	100.0000	0.0000
Total(B)	12897100	30821	0.2417	30821	0	100.0000	0.0000
Result (A+B)	12897100	8633049	0.6694	8632922	127	99.9985	0.0015



Sr. No.	Details of the Agenda						Resolution required	Mode of Voting
5	Appointment of Mr. B. S. Nagesh as an Independent Director.						Ordinary	e-voting and Poll at the Meeting
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled	
Resolution No. 5								
Mode of Voting: (E-voting)								
Promoter and Promoter Group	7828924	7828924	100.0000	7828924	0	100.0000	0.0000	
Public Institutional Holders	1383071	741986	53.6477	741986	0	100.0000	0.0000	
Public-Others	3685105	30999	0.8412	30981	18	99.9419	0.0581	
Total(A)	12897100	8601909	66.6965	8601891	18	99.9998	0.0002	
Mode of Voting: (Poll)								
Promoter and Promoter Group	7828924	0	0.0000	0	0	0.0000	0.0000	
Public Institutional Holders	1383071	0	0.0000	0	0	0.0000	0.0000	
Public-Others	3685105	30821	0.8335	30821	0	100.0000	0.0000	
Total(B)	12897100	30821	0.2417	30821	0	100.0000	0.0000	
Result (A+B)	12897100	8632730	0.6694	8632712	18	99.9998	0.0002	



Sr. No.	Details of the Agenda						Resolution required	Mode of Voting
6	Appointment of Mr. Irfan Mustafa as an Independent Director.						Ordinary	e-voting and Poll at the Meeting
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled	
Resolution No. 6								
Mode of Voting: (E-voting)								
Promoter and Promoter Group	7828924	7828924	100.0000	7828924	0	100.0000	0.0000	
Public Institutional Holders	1383071	741986	53.6477	741986	0	100.0000	0.0000	
Public-Others	3685105	31347	0.8506	31325	22	99.9298	0.0702	
Total(A)	12897100	8602257	66.6992	8602235	22	99.9997	0.0003	
Mode of Voting: (Poll)								
Promoter and Promoter Group	7828924	0	0.0000	0	0	0.0000	0.0000	
Public Institutional Holders	1383071	0	0.0000	0	0	0.0000	0.0000	
Public-Others	3685105	30821	0.8335	30821	0	100.0000	0.0000	
Total(B)	12897100	30821	0.2417	30821	0	100.0000	0.0000	
Result (A+B)	12897100	8633078	0.6694	8633056	22	99.9997	0.0003	



Sr. No.	Details of the Agenda						Resolution required	Mode of Voting
7	Alteration of Articles of Association.						Special	e-voting and Poll at the Meeting
Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled	
Resolution No.7								
Mode of Voting: (E-voting)								
Promoter and Promoter Group	7828924	7828924	100.0000	7828924	0	100.0000	0.0000	
Public Institutional Holders	1383071	741986	53.6477	741986	0	100.0000	0.0000	
Public-Others	3685105	31359	0.8510	31259	100	99.6811	0.3189	
Total(A)	12897100	8602269	66.6993	8602169	100	99.9988	0.0012	
Mode of Voting: (Poll)								
Promoter and Promoter Group	7828924	0	0.0000	0	0	0.0000	0.0000	
Public Institutional Holders	1383071	0	0.0000	0	0	0.0000	0.0000	
Public-Others	3685105	29021	0.7848	29021	0	100.0000	0.0000	
Total(B)	12897100	29021	0.2276	29021	0	100.0000	0.0000	
Result (A+B)	12897100	8631290	0.6692	8631190	100	99.9988	0.0012	





AMITA DESAI & CO.
Company Secretaries



Head Off : Unit No. 1005 Hubtown Solaris, 10th Floor, N.S Phadke Marg, Opp Telli Gali, Andheri Flyover Brigde, Andheri (E) Mumbai- 400069
Branch 1 : 404, 4th Floor, Andheri Flyover Apt., Opp. Telli Galli, Andheri Flyover Bridge, Next to Hub Town, Andheri (E), Mumbai - 400 069.
Branch 2 : 21 & 26 1st Floor, Matadin Mishra Bldg., Corss Old Nagardas Road, Opp. Shivsagar Hotel, Andheri (E), Mumbai - 400 069.
Tel. No. : 022-26845920/21, 6678 0848/7499 • Telefax : 6678 7499 Cell : 9820 177 691
Email : info@amitadesai.com/amita@amitadesai.com • Website : www.amitadesai.com

SCRUTINIZER'S REPORT

September 24, 2015

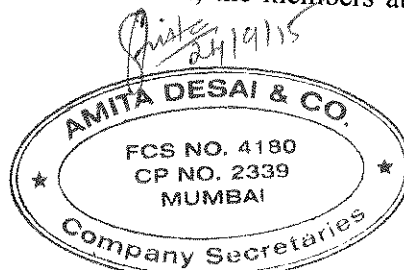
To,
The Chairman
Kaya Limited
23/C, Mahal Industrial Estate,
Mahakali Caves Road,
Near Paperbox Lane,
Andheri (East),
Mumbai – 400093, Maharashtra.

Twelfth Annual General Meeting of the Equity Shareholders of KAYA LIMITED held on September 24, 2015 at 9.30 a.m. at Dr. R.H. Patil Auditorium, National Stock Exchange of India Limited, Exchange Plaza, Bandra- Kurla Complex, Bandra (East), Mumbai- 400 051.

Sub: Combined Report on Remote E-voting/Voting by Ballot and Voting by Pollat the venue of the AGM pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014as amended by the Companies (Management and Administration) Amendment Rules, 2015 and clause 35B of the Listing Agreement.

I have been appointed as a Scrutinizer as mentioned under clause (ix) of Sub rule 3 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 August 3, 2015, to scrutinize the voting conducted through remote e-voting, Ballot voting & Voting at the meeting on all resolutions set out in the Notice convening the Twelfth Annual General Meeting of the Company (“AGM”) in a fair and transparent manner. The AGM was duly held on Thursday, September 24, 2015.

The Company had appointed National Securities Depository Limited (“NSDL”) as the Service Provider for extending the E-voting facility to the Members of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule No.20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement. The E-voting period commenced on Monday, September 21, 2015 at 9.00 a.m. and ended on Wednesday September 23, 2015 at 5.00 p.m. The members of the Company were also provided with the facility to cast their votes through Ballot Form. Further, the members attending the



meeting who did not cast their votes through remote e-voting or Ballot voting were invited by the Chairman to cast their vote at the meeting through Poll.

The cut-off date (record date) for determining Members entitled to participate in the remote e-voting, Ballot voting or voting at the meeting was fixed by the Company as **Friday, September 18, 2015**. NSDL had provided a system for recording the votes electronically on their website <https://www.evoting.nsdl.com/>

The Company had uploaded all the items of the business to be transacted on its website and also on the website of the Service Provider 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. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on the cut-off date there were total **30,684** Members of the Company.

The Notice of AGM was sent in electronic form on August 25, 2015 to those shareholders whose e-mail addresses were registered in electronic form and in physical form (through courier) on August 24, 2015 to those shareholders whose e-mail addresses were not registered or who otherwise had opted to receive physical copies.

In terms of clause (v) of sub rule 4 of the Rule 20, an advertisement was published by the Company on Thursday, August 27, 2015 in an English newspaper namely The Financial Express and in a vernacular newspaper namely Mumbai Lakshwadeep in Marathi Language. Such newspaper publication carried the information specified in Sub Rule 4(v) (a) to (h) of Rule 20.

On conclusion of the voting at the AGM, first the votes cast through Poll were counted by me and then the e-voting results were unblocked by me in the presence of Ms. Shweta Singh and Mr. Shabbir Dholkawala, as prescribed in Sub Rule 4 (xii) of the said Rule 20. No member opted to vote through Ballot voting.

Based on the results made available to me, about 66.93% had participated in the Remote E-voting and voting by poll process. My report with detailed analysis of Remote E-voting and voting by poll process on each of the seven agenda items contained in the Notice calling AGM dated August 3, 2015 is annexed herewith.

Thanking you,
Yours faithfully,

For Amita Desai & Co.
Company Secretaries

Amita
24/9/15
Amita Desai
Proprietor
FCS 4180 CP 2339
Encl : A/a



Analysis of Results

Resolution No.	1
Subject	Consideration and adoption of the audited financial statement including audited consolidated financial statements of the Company for the yearended March 31, 2015 together with the Reports of the Board of Directors and 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	123	8602260	13	30821	8633081	100
Assent	122	8602250	13	30821	8633071	99.99
Dissent	1	10	0	0	10	0.01
Abstain	0	0	0	0	0	0.00
Invalid	0	0	0	0	0	0.00
Total	123	8602260	13	30821	8633081	100.00

Analysis of Results

Resolution No.	2
Subject	Appointment of Mr. Rajen Mariwala (DIN 00007246), Director who retires by rotation and seeking 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	123	8602260	13	30821	8633081	100
Assent	114	8568712	13	30821	8599533	99.61
Dissent	9	33548	0	0	33548	0.39
Abstain	0	0	0	0	0	0.00
Invalid	0	0	0	0	0	0.00
Total	123	8602260	13	30821	8633081	100.00



Analysis of Results

Resolution No.	3
Subject	Appointment of M/s. Price Waterhouse, Chartered Accountant (Firm Registration No. 301112E) to hold office from the conclusion of the 12 th Annual General Meeting (AGM) until the conclusion of 13 th AGM, at such remuneration as may be determined by the Board of Directors of the Company in mutual agreement with the Statutory Auditors.
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	123	8602260	13	30821	8633081	100
Assent	108	8504051	12	30401	8534452	98.86
Dissent	15	98209	1	420	98629	1.14
Abstain	0	0	0	0	0	0.00
Invalid	0	0	0	0	0	0.00
Total	123	8602260	13	30821	8633081	100.00

Analysis of Results

Resolution No.	4
Subject	Appointment of Mr.Nikhil Khattau (DIN 00017880) as an Independent Director of the Company to hold office for a term ending March 31, 2020.
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	122	8602228	13	30821	8633049	100
Assent	115	8602101	13	30821	8632922	99.99
Dissent	7	127	0	0	127	0.01
Abstain	0	0	0	0	0	0.00
Invalid	0	0	0	0	0	0.00
Total	122	8602228	13	30821	8633049	100.00



Analysis of Results

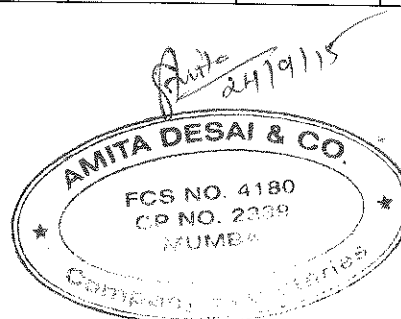
Resolution No.	5
Subject	Appointment of Mr.B.S.Nagesh (DIN 00027595) as an Independent Director of the Company to hold office for a term ending March 31, 2020.
Type of Resolution	Ordinary

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	122	8601909	13	30821	8632730	100
Assent	117	8601891	13	30821	8632712	100
Dissent	5	18	0	0	18	0.00
Abstain	0	0	0	0	0	0.00
Invalid	0	0	0	0	0	0.00
Total	122	8601909	13	30821	8632730	100.00

Analysis of Results

Resolution No.	6
Subject	Appointment of Mr. Irfan Mustafa (DIN 07168570) as an Independent Director of the Company to hold office for a term ending March 31, 2020.
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	121	8602257	13	30821	8633078	100
Assent	115	8602235	13	30821	8633056	99.99
Dissent	6	22	0	0	22	0.01
Abstain	0	0	0	0	0	0.00
Invalid	0	0	0	0	0	0.00
Total	121	8602257	13	30821	8633078	100.00



Analysis of Results

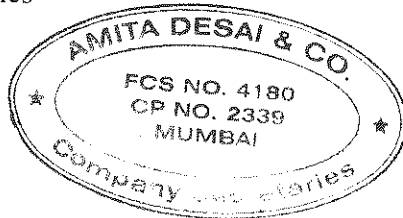
Resolution No.	7
Subject	Alteration of Article of Association of the Company
Type of Resolution	Special

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	122	8602269	13	30821	8633090	100
Assent	119	8602169	12	29021	8631190	99.97
Dissent	3	100	0	0	100	0.01
Abstain	0	0	1	1800	1800	0.02
Invalid	0	0	0	0	0	0.00
Total	122	8602269	13	30821	8633090	100.00

Thanking you,
Yours faithfully

For Amita Desai & Co.
Company Secretaries

Shweta
24/9/15
Amita Desai
Proprietor
FCS 4180
CP 2339



Witness:

Shweta

Shweta Singh

Shabbir

Shabbir Dholkawala

Countersigned and received the report:

Harsh Mariwala

Signed by Mr. Harsh Mariwala
Chairman of the meeting

Date: September 24, 2015

Place: Mumbai