

Kaya Limited

August 5, 2016

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

Dear Sir/ Madam,

We wish to inform you that the Thirteenth Annual General Meeting of the Company (“AGM”) was duly convened on August 4, 2016 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 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 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 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 Thirteenth Annual General Meeting - Voting Results
Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| | |
|--|----------------|
| Date of the AGM/EGM | August 4, 2016 |
| Total number of shareholders on record date | 29821 |
| No. of shareholders present in the meeting either in person or through proxy | |
| Promoters and Promoter Group | 17 |
| Public | 39 |
| 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, 2016 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 | 100.0000 | 7828924 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 7828924 | 100.0000 | 7828924 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 1292741 | 833456 | 64.4720 | 833456 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 833456 | 64.4720 | 833456 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 3825764 | 3230 | 0.0844 | 3195 | 35 | 98.9164 | 1.0836 |
| | Poll | | 56684 | 1.4816 | 56684 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 59914 | 1.5661 | 59879 | 35 | 99.9416 | 0.0584 |
| Total | | 12947429 | 8722294 | 67.3670 | 8722259 | 35 | 67.3667 | 0.0003 |



| 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 |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 7828924 | 7709381 | 98.4731 | 7709381 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 7709381 | 98.4731 | 7709381 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 1292741 | 833456 | 64.4720 | 833456 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 833456 | 64.4720 | 833456 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 3825764 | 3230 | 0.0844 | 3189 | 41 | 98.7307 | 1.2693 |
| | Poll | | 56684 | 1.4816 | 56684 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 59914 | 1.5661 | 59873 | 41 | 99.9316 | 0.0684 |
| Total | | 12947429 | 8602751 | 66.4437 | 8602710 | 41 | 66.4434 | 0.0003 |



| Resolution Required : Ordinary | | Appointment of M/s. Price Waterhouse, 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 |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 7828924 | 7828924 | 100.0000 | 7828924 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 7828924 | 100.0000 | 7828924 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 1292741 | 833456 | 64.4720 | 802815 | 30641 | 96.3236 | 3.6764 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 833456 | 64.4720 | 802815 | 30641 | 96.3236 | 3.6764 |
| Public Non Institutions | E-Voting | 3825764 | 3230 | 0.0844 | 3189 | 41 | 98.7307 | 1.2693 |
| | Poll | | 56671 | 1.4813 | 56671 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 59901 | 1.5657 | 59860 | 41 | 99.9316 | 0.0684 |
| Total | | 12947429 | 8722281 | 67.3669 | 8691599 | 30682 | 99.6482 | 0.3518 |



| Resolution Required : Special | | | Re - Appointment of Mr. Harsh Mariwala as the Chairman and Managing Director of the Company | | | | | |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | Mr. Harsh Mariwala, Promoter, is interested in this resolution for his re-appointment as Chairman and Managing 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 |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 7828924 | 7543832 | 96.3585 | 7543832 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 7543832 | 96.3585 | 7543832 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 1292741 | 833456 | 64.4720 | 802815 | 30641 | 96.3236 | 3.6764 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 833456 | 64.4720 | 802815 | 30641 | 96.3236 | 3.6764 |
| Public Non Institutions | E-Voting | 3825764 | 3229 | 0.0844 | 3189 | 40 | 98.7612 | 1.2388 |
| | Poll | | 56684 | 1.4816 | 56684 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 59913 | 1.5660 | 59873 | 40 | 99.9332 | 0.0668 |
| Total | | 12947429 | 8437201 | 65.1651 | 8406520 | 30681 | 99.6364 | 0.3636 |



| Resolution Required : Special | | Kaya Employee Stock Option Plan, 2016 for employees 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 |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 7828924 | 7828924 | 100.0000 | 7828924 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 7828924 | 100.0000 | 7828924 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 1292741 | 833456 | 64.4720 | 784152 | 49304 | 94.0844 | 5.9156 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 833456 | 64.4720 | 784152 | 49304 | 94.0844 | 5.9156 |
| Public Non Institutions | E-Voting | 3825764 | 3250 | 0.0850 | 3049 | 201 | 93.8154 | 6.1846 |
| | Poll | | 56684 | 1.4816 | 56634 | 50 | 99.9118 | 0.0882 |
| | Postal Ballot | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 59934 | 1.5666 | 59683 | 251 | 99.5812 | 0.4188 |
| Total | | 12947429 | 8722314 | 67.3672 | 8672759 | 49555 | 99.4319 | 0.5681 |



| Resolution Required : Special | | Kaya Employee Stock Option Plan, 2016 for employees of the Subsidiaries 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 |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 7828924 | 7828924 | 100.0000 | 7828924 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 7828924 | 100.0000 | 7828924 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 1292741 | 833456 | 64.4720 | 784152 | 49304 | 94.0844 | 5.9156 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 833456 | 64.4720 | 784152 | 49304 | 94.0844 | 5.9156 |
| Public Non Institutions | E-Voting | 3825764 | 3268 | 0.0854 | 3067 | 201 | 93.8494 | 6.1506 |
| | Poll | | 56684 | 1.4816 | 56634 | 50 | 99.9118 | 0.0882 |
| | Postal Ballot | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 59952 | 1.5670 | 59701 | 251 | 99.5813 | 0.4187 |
| Total | | 12947429 | 8722332 | 67.3673 | 8672777 | 49555 | 99.4319 | 0.5681 |





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 05, 2016

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

Thirteenth Annual General Meeting of the Equity Shareholders of KAYA LIMITED held on August 4, 2016 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.

Subject: Combined Report on Remote E-voting/Voting by Ballot and Voting by Ballot 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 a Scrutinizer as mentioned under 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 26, 2016 to scrutinize the voting conducted through remote e-Voting, Ballot Voting & Ballot Voting at the AGM on all six resolutions set out in the Notice convening the Thirteenth AGM in a fair and transparent manner. The AGM was duly held on Thursday, August 4, 2016 at 9:30 a.m.

Amite
05/08/16



The Notice of AGM dated June 28, 2016 was sent in electronic form on July 07, 2016 to those shareholders whose e-mail addresses were registered with the Company and in physical form through courier on July 07, 2016 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”) as the Service Provider for extending 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 **Monday, August 1, 2016 at 9.00 a.m.** and ended on **Wednesday August 3, 2016 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 at the AGM for the resolutions contained in the Notice to the 13th AGM of the Equity Shareholders of the Company.

My responsibility as a scrutinizer for the voting process of voting through remote e-voting or Ballot voting is restricted to make a combined scrutinizer’s report of the votes cast “assent” or “dissent” the resolutions stated in the Notice of the 13th AGM, based on the reports generated from the e-voting system provided by NSDL.

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 29, 2016.**

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. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on the cut-off date of July 29, 2016, there were total 29,821 members.

In terms of clause (v) of sub rule 4 of the Rule 20, an advertisement was published by the Company on Monday, July 11, 2016 in an English newspaper namely. The Financial Express and in a vernacular newspaper namely Mumbai Lakshdeep 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.

Amrita
05/08/16



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. Hirak Patel and Ms. Tejal Dolas who are not in the employment of the Company.

Based on the results made available to me, **142 Members holding 87,22,353 Equity Shares** of the Company constituting **67.36 % 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 six resolutions contained in the Notice dated June 28, 2016 calling AGM on August 04, 2016 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 6 shall be deemed to have been passed with the requisite majority on the date of the AGM held on August 04, 2016

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 13th AGM.

Thanking you,

Yours faithfully

For Amita Desai & Co.
Company Secretaries

Amita
09/08/16
Amita Desai
Proprietor
FCS 4180
CP 2339



Witness:

Hirak Patel

Hirak Patel

Tejal Dolas

Tejal Dolas

Countersigned and received the report:

Mr. Harsh Mariwala

Signed by Mr. Harsh Mariwala
Chairman of the meeting

Date:

Place: Mumbai

Annexure -1

Analysis of Results

| | |
|---------------------------|--|
| Resolution No. | 1 |
| Subject | To adopt of the audited financial statement including audited consolidated financial statements of the Company for the year ended March 31, 2016 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 | 115 | 8665668 | 27 | 56685 | 8722353 | 100.00 |
| Assent | 111 | 8665575 | 26 | 56684 | 8722259 | 100.00 |
| Dissent | 1 | 35 | 0 | 0 | 35 | 0.00 |
| Abstain | 3 | 58 | 0 | 0 | 58 | 0.00 |
| Invalid | 0 | 0 | 1 | 1 | 1 | 0.00 |
| Total | 115 | 8665668 | 27 | 56685 | 8722353 | 100.00 |

Analysis of Results

| | |
|---------------------------|--|
| Resolution No. | 2 |
| Subject | To appoint a Director in place of Mr. Rajen Mariwala (DIN 00007246), Director 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 | 115 | 8665668 | 27 | 56685 | 8722353 | 100.00 |
| Assent | 107 | 8546026 | 26 | 56684 | 8602710 | 98.63 |
| Dissent | 3 | 41 | 0 | 0 | 41 | 0.00 |
| Abstain | 5 | 119601 | 0 | 0 | 119601 | 1.37 |
| Invalid | 0 | 0 | 1 | 1 | 1 | 0.00 |
| Total | 115 | 8665668 | 27 | 56685 | 8722353 | 100.00 |

Shilpa
05/08/16



Analysis of Results

| | |
|---------------------------|--|
| Resolution No. | 3 |
| Subject | To appoint M/s. Price Waterhouse, Chartered Accountants as the Statutory Auditors and fixing 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 | 115 | 8665668 | 27 | 56685 | 8722353 | 100.00 |
| Assent | 108 | 8634928 | 25 | 56671 | 8691599 | 99.65 |
| Dissent | 4 | 30682 | 0 | 0 | 30682 | 0.35 |
| Abstain | 3 | 58 | 1 | 13 | 71 | 0.00 |
| Invalid | 0 | 0 | 1 | 1 | 1 | 0.00 |
| Total | 115 | 8665668 | 27 | 56685 | 8722353 | 100.00 |

Analysis of Results

| | |
|---------------------------|--|
| Resolution No. | 4 |
| Subject | To re-appoint Mr. Harsh Mariwala as the Chairman and Managing Director of the Company for a period of five years |
| 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 | 115 | 8665668 | 27 | 56685 | 8722353 | 100.00 |
| Assent | 107 | 8349836 | 26 | 56684 | 8406520 | 96.38 |
| Dissent | 3 | 30681 | 0 | 0 | 30681 | 0.35 |
| Abstain | 5 | 285151 | 0 | 0 | 285151 | 3.27 |
| Invalid | 0 | 0 | 1 | 1 | 1 | 0.00 |
| Total | 115 | 8665668 | 27 | 56685 | 8722353 | 100.00 |

Quite
05/08/16



Analysis of Results

| | |
|---------------------------|---|
| Resolution No. | 5 |
| Subject | To approve the Kaya Employee Stock Option Plan, 2016 for the employees 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 | 115 | 8665668 | 27 | 56685 | 8722353 | 100.00 |
| Assent | 97 | 8616125 | 25 | 56634 | 8672759 | 99.43 |
| Dissent | 15 | 49505 | 1 | 50 | 49555 | 0.57 |
| Abstain | 3 | 38 | 0 | 0 | 38 | 0 |
| Invalid | 0 | 0 | 1 | 1 | 1 | 0.00 |
| Total | 115 | 8665668 | 27 | 56685 | 8722353 | 100.00 |

Analysis of Results

| | |
|---------------------------|---|
| Resolution No. | 6 |
| Subject | To approve the Kaya Employee Stock Option Plan, 2016 for the employees of the subsidiaries 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 | 115 | 8665668 | 27 | 56685 | 8722353 | 100.00 |
| Assent | 99 | 8616143 | 25 | 56634 | 8672777 | 99.43 |
| Dissent | 15 | 49505 | 1 | 50 | 49555 | 0.57 |
| Abstain | 1 | 20 | 0 | 0 | 20 | 0 |
| Invalid | 0 | 0 | 1 | 1 | 1 | 0.00 |
| Total | 115 | 8665668 | 27 | 56685 | 8722353 | 100.00 |



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

For Amita Desai & Co.
Company Secretaries

Patel
05/08/16
Amita Desai
Proprietor
FCS 4180
CP 2339



Witness:

Patel

Hirak Patel

Tejal

Tejal Dolas