

Kaya Limited

September 24, 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: Proceedings of the Twelfth Annual General Meeting of Kaya Limited
("the Company").**

Reference: Clause 31(d) of the Listing Agreement.

Dear Sir/Madam,

The Twelfth Annual General Meeting of the Company ("AGM" or "the Meeting") was duly held on September 24, 2015 at 9.30 a.m. at the 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.

The meeting was chaired by Mr. Harsh Mariwala, Chairman. As per the attendance records, in aggregate 49 Members were present at the AGM, out of which 47 were present in person and 2 Members were present through proxy. The requisite quorum being present, the Chairman called the meeting to order. The Members were informed that the requisite registers and documents referred to in the Notice of AGM were available for inspection during the Meeting.

The Chairman addressed the Members present by giving a review of operations of the Company during the financial year 2014-15 and the new initiatives taken up during the year by the Company. Mr. Dharmendar Jain, Chief Financial Officer updated the Members on the Corporate Developments.

The Chairman then placed the following agenda matters before the Members for Proposal and Secondment, briefly explaining the objective and implications, wherever necessary.

Ordinary Business

1. To receive, consider and adopt the 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.
2. To appoint a Director in place of Mr. Rajen Mariwala, Director (holding DIN: 00007246) who retires by rotation and being eligible seeks re-appointment.
3. Appointment of M/s. Price Waterhouse, Chartered Accountants, as Statutory Auditors of the Company.

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Special Business

1. Appointment of Mr. Nikhil Khattau (DIN: 00017880) as an Independent Director of the Company.
2. Appointment of Mr. B. S. Nagesh (DIN: 00027595) as an Independent Director of the Company.
3. Appointment of Mr. Irfan Mustafa (DIN: 07168570) as an Independent Director of the Company.
4. Alteration of Articles of Association of the Company.

The Chairman then invited queries from the Members on the agenda matters. The queries were replied to by the Chairman, CEO of Kaya Business India and CFO of the Company.

The Chairman informed the Members about the remote e-voting facility and Ballot Voting facility provided by the Company. He then stated that the remote e-voting period commenced on Monday, September 21, 2015 from 9.00 a.m. (IST) and concluded on September 23, 2015 at 5.00 p.m. (IST). A Poll was then ordered by the Chairman to provide an opportunity to Members present at the Meeting to cast their votes, in case they were unable to vote through remote e-voting or Ballot Voting.

M/s. Amita Desai, Practising 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.

Thereafter, the Members were informed that a consolidated report on total votes casted shall be submitted by Scrutinizer to the Chairman within 3 days of the conclusion of the AGM and the same will be forthwith declared by the company by publishing it on its website, the website of NSDL and by notifying to the Stock Exchanges where shares of the Company are listed.

The AGM concluded with a vote of thanks to those present.

Thank you.

For Kaya Limited



Almas Badar
Company Secretary &
Compliance Officer