

**KAYA LIMITED**  
**CIN: U85190MH2003PLC139763**  
**Reg. Office:** 23/C, Mahal Industrial Estate, Mahakali Caves Road,  
Near Paperbox Lane, Andheri (East), Mumbai – 400093  
**Tel:** 022-66195000, **Fax No.** 022-6619 5050  
**Website:** [www.kaya.in](http://www.kaya.in) **Email:** [investorrelations@kayaindia.net](mailto:investorrelations@kayaindia.net)

**PROXY FORM NO. MGT-11**

*[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]*

Name of the Member(s)	:	
Registered address	:	
E-mail ID	:	
Folio No. /DP ID & Client ID*	:	
No. of shares held	:	

\* Applicable in case shares are held in electronic form.

I/We, being the shareholder(s) of \_\_\_\_\_ shares of KAYA LIMITED, hereby appoint:

Name	:	
Address	:	
E-mail ID	:	
Signature	:	or failing him:

Name	:	
Address	:	
E-mail ID	:	
Signature	:	or failing him:

Name	:	
Address	:	
E-mail ID	:	
Signature	:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twelfth Annual General Meeting of Kaya Limited to be held on September 24, 2015 at 9.30 a.m. at Dr. R H Auditorium, National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 and at my adjournment thereof in respect of such resolutions as are indicated below:

Particulars		For	Against
<b>Ordinary Business</b>			
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.		
2.	Appointment of Mr. Rajen Mariwala, Director retiring by rotation and seeking re-appointment.		
3.	Appointment of M/s. Price Waterhouse, Chartered Accountants as the Statutory Auditors and fixing their remuneration.		
<b>Special Business</b>			
4.	Appointment of Mr. Nikhil Khattau as an Independent Director.		
5.	Appointment of Mr. B. S. Nagesh as an Independent Director.		
6.	Appointment of Mr. Irfan Mustafa as an Independent Director.		
7.	Alteration of Articles of Association.		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2015

Affix One Rupee Revenue Stamp
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Signature of Member \_\_\_\_\_

_____ _____ Signature of first proxy holder	_____ _____ Signature of second proxy holder	_____ _____ Signature of third proxy holder
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**Notes:**

- This form of proxy in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.**
- Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A Proxy need not be a member of the Company.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.
- The Proxy-holder should prove his identity at the time of attending the meeting.

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