

# NOTICE

## KAYA LIMITED

CIN: L85190MH2003PLC139763

**Reg. Office:** 23/C, Mahal Industrial Estate, Mahakali Caves Road,  
Near Paperbox Lane, Andheri (East), Mumbai – 400 093.

**Tel:** 022-6619 5000, **Fax No.** 022-6619 5050

**Website:** www.kaya.in **Email:** investorrelations@kayaindia.net

**NOTICE** is hereby given that the **Fourteenth Annual General Meeting** of Kaya Limited will be held on Wednesday, August 2, 2017 at 4:30 p.m. at Indian Education Society, Manik Sabhagriha, M.D. Lotlikar Vidya Sankul, Opposite Lilavati Hospital, Bandra Reclamation, Bandra (West) Mumbai – 400 050 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements including audited consolidated financial statements of the Company for the financial year ended March 31, 2017 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. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force:

1. M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 14th Annual General Meeting till the conclusion of 19th Annual General Meeting of the Company, subject to ratification by the shareholders at Annual General Meeting/s, as applicable, and at such remuneration and out of pocket expenses as may be determined by the Board of Directors of the Company in mutual agreement with the Statutory Auditors;
2. Board of Directors of the Company (including its Committee/s thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

### SPECIAL BUSINESS:

4. **To determine the fees for delivery of any document to a member through a particular mode of delivery as requested by the member**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013, whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force:

1. the consent of the Company be and is hereby accorded to charge, from the member, fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of service/ delivery mentioned above provided such request along with requisite fee has been duly received by the company at least 10 (Ten) days in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the shareholder;

- any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to this resolution.”

**NOTES:**

- An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (“the Act”) relating to the Special Business to be transacted at the Annual General Meeting (“AGM”) as set out in the Notice is annexed hereto.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- The instrument appointing the proxy, in order to be effective, must be deposited at the registered office of the Company, duly completed and signed, not less than 48 HOURS before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and/or holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by member(s) holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person.
- Corporate members are requested to send to the Company or its Registrar and Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM.
- During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a member can inspect the proxies lodged at any time during the business hours of the Company, provided that a prior notice of not less than three days is given in writing to the Company for such inspection.
- Pursuant to Section 91 of the Companies Act, 2013, Register of members and Share Transfer Books of the Company will remain closed from Thursday, July 27, 2017 to Wednesday, August 2, 2017 both days inclusive for the purpose of the AGM.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during “business hours” on all days except Saturdays, Sundays and Public holidays up to the date of the AGM.
- The Board of Directors have fixed the “business hours” as 11.00 a.m. to 1.00 p.m. on all working days of the Company for the purpose of inspection of certain statutory registers/ records/ documents of the Company.
- Members who hold shares in demat form are requested to direct any change of address, updates of savings bank account details to their respective Depository Participant(s). Members holding shares in physical form are requested to notify/send any change in their address to the Company’s Registrar and Transfer Agent at:  
  
Link Intime India Private Limited,  
C101, 247 Park,  
LBS Marg, Vikhroli (West),  
Mumbai - 400 083.  
Tel No.: +91 22 49186000 Fax No.: +91 22 49186060  
E-mail : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)
- Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.

13. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore requested to submit PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agents.
14. Pursuant to the provisions of Section 72 of the Companies Act, 2013 read with relevant Rules made thereunder, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 duly filled to the Registrar and Transfer Agents of the Company. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing the facility. The Nomination Form is available on the website of the Company. Link: [www.kaya.in](http://www.kaya.in)
15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Accordingly, the Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any shareholder has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
16. Members holding shares in demat form who have not registered their e-mail address are requested to register the same directly to their respective Depository Participant(s). Further, Members holding shares in physical form are requested to register their e-mail address with the Company's Registrar and Transfer Agent for receiving documents like General Meeting Notices, Financial Statements, Directors' Report, Auditors' Report, Ballot Papers and other communications through electronic mode at:

Link Intime India Private Limited,  
C101, 247 Park,  
LBS Marg, Vikhroli (West),  
Mumbai - 400 083.  
Tel No.: +91 22 49186000, Fax No.: +91 22 49186060  
E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Members may also address all other correspondence to the Registrar and Transfer Agent at the address mentioned above.

17. Company does not give gifts to its members and also does not offer its products at discounted rates. However, the Company is committed to shareholders wealth maximization through superior performance.
18. Additional information about the Director recommended for appointment/ re-appointment at the Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is given in the Corporate Governance Report forming part of Annual Report FY17. The Director has furnished the necessary declarations for their appointment.
19. Members may note that the Notice of the Meeting and the Annual Report 2016-17 is available on the Company's website [www.kaya.in](http://www.kaya.in). The physical copies of the same will also be available at the Company's registered office for inspection during the normal business hours on working days up to the date of AGM.
20. **Voting Instructions:**
  - a) In compliance with provisions of Section 108 of the Companies Act, 2013, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Fourteenth Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited ("NSDL").
  - b) Ms. Amita Desai, Practicing Company Secretary (Membership No. 4180) has been appointed as the Scrutinizer to scrutinize the voting process including remote e-voting process in a fair and transparent manner.

- c) Members who do not have access to remote e-voting facility may send their votes using Ballot form available on the website of the Company, so as to reach the Scrutinizer not later than Tuesday, August 1, 2017 (5.00 p.m. IST). The Ballot Form shall also be made available to such members upon a request made in writing to the Company at its registered office or by sending an e-mail at investorrelations@kayaindia.net or to the Registrar and Transfer Agents at rnt.helpdesk@linkintime.co.in by mentioning their Folio No./DP ID and Client ID No. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final. **Ballot forms received after Tuesday, August 1, 2017 (5.00 p.m. IST) will not be considered.**

The members are requested to send valid Ballot Forms addressed to:

M/s. Amita Desai, Practicing Company Secretary,  
Unit: Kaya Limited  
C/o. Link Intime India Private Limited,  
C101, 247 Park,  
LBS Marg, Vikhroli (West),  
Mumbai - 400 083.

- d) A facility for voting by Poll or otherwise will also be made available at the AGM to the Members attending the AGM who have not already cast their votes by remote e-voting or Ballot Form prior to the AGM. The members who have cast their vote by remote e-voting or Ballot Form prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- e) **Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on cut-off date i.e., Wednesday, July 26, 2017. A person whose name is recorded in the register of members or in the register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the cut-off date, i.e., Wednesday, July 26, 2017 only shall be entitled to avail the facility of remote e-voting or Ballot paper voting/ voting facility provided at the AGM.**
- f) **Any person becoming member of the Company after the dispatch of the Notice of the AGM and holding shares as on the cut-off date, i.e., Wednesday, July 26, 2017 shall be entitled to vote by remote e-voting or Ballot paper voting/ voting facility provided at the AGM.**
- g) **The remote e-voting period commences on Sunday, July 30, 2017 (9:00 am IST) and ends on Tuesday, August 1, 2017 (5:00 pm IST). During this period members of the Company holding shares either in physical form or in dematerialized form, as on Wednesday, July 26, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.**
- h) **A member can opt for only one mode of voting i.e., either through remote e-voting or by Ballot voting/ Voting facility provided at the AGM. If a member casts votes by more than one mode, then voting done through e-voting shall prevail and voting through Ballot/ voting facility at the AGM shall be not be considered.**
- i) The process and manner for remote e-voting is as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participant(s)] :
- (i) Open email and open PDF file viz; "Kaya remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login

- (iv) Put your user ID and password (the initial password mentioned in the e-mail sent by NSDL to shareholders whose email addresses are registered with the company/depository participant(s) or mentioned in the postal ballot form) and verification code as displayed. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select EVEN of Kaya Limited – “106295”
  - (viii) Now you are ready for remote e-voting as “Cast Vote” page opens.
  - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to info@amitadesai.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :
- I. Initial password is provided at the bottom of the Attendance Slip for the AGM.
  - II. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast your vote.
- C. Any person becoming member of the Company after the dispatch of the Notice of the AGM and holding shares as on the cut-off date, i.e., **Wednesday, July 26, 2017** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rnt.helpdesk@linkintime.co.in.
- D. General Instructions:
- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
  - II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - III. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.
- NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.
- (iv) In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
  - (v) In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

## 21. Voting Results

- a) The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- b) The Results declared along with the report of the Scrutinizer shall be placed on Company's website: [www.kaya.in](http://www.kaya.in) and on the website of NSDL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorized by him. The results shall also be communicated to the BSE Limited and National Stock Exchange of India Limited.
- c) Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM, i.e., August 2, 2017.

By Order of the Board  
For **KAYA LIMITED**

**Almas Badar**  
**Company Secretary &**  
**Compliance Officer**

Place : Mumbai  
Date : May 3, 2017

**Registered Office:**

23/C, Mahal Industrial Estate, Mahakali Caves Road,  
Near Paperbox Lane, Andheri (East), Mumbai – 400 093.  
Tel no.: 022-6619 5000  
Fax No.: 022 6619 5050  
Website: [www.kaya.in](http://www.kaya.in)  
Email: [investorrelations@kayaindia.net](mailto:investorrelations@kayaindia.net)

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 4**

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed. Further, a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Therefore, to enable the members to avail this facility, it is necessary for the Company to determine the fees to be charged for delivery of documents through a particular mode.

Accordingly, the Board of Directors recommends the Ordinary Resolution set out in Item 4 of the Notice for the approval of the shareholders.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

By Order of the Board  
For **KAYA LIMITED**

**Almas Badar**  
**Company Secretary &**  
**Compliance Officer**

Place : Mumbai

Date : May 3, 2017

#### **Registered Office:**

23/C, Mahal Industrial Estate, Mahakali Caves Road,  
Near Paperbox Lane, Andheri (East), Mumbai – 400 093.

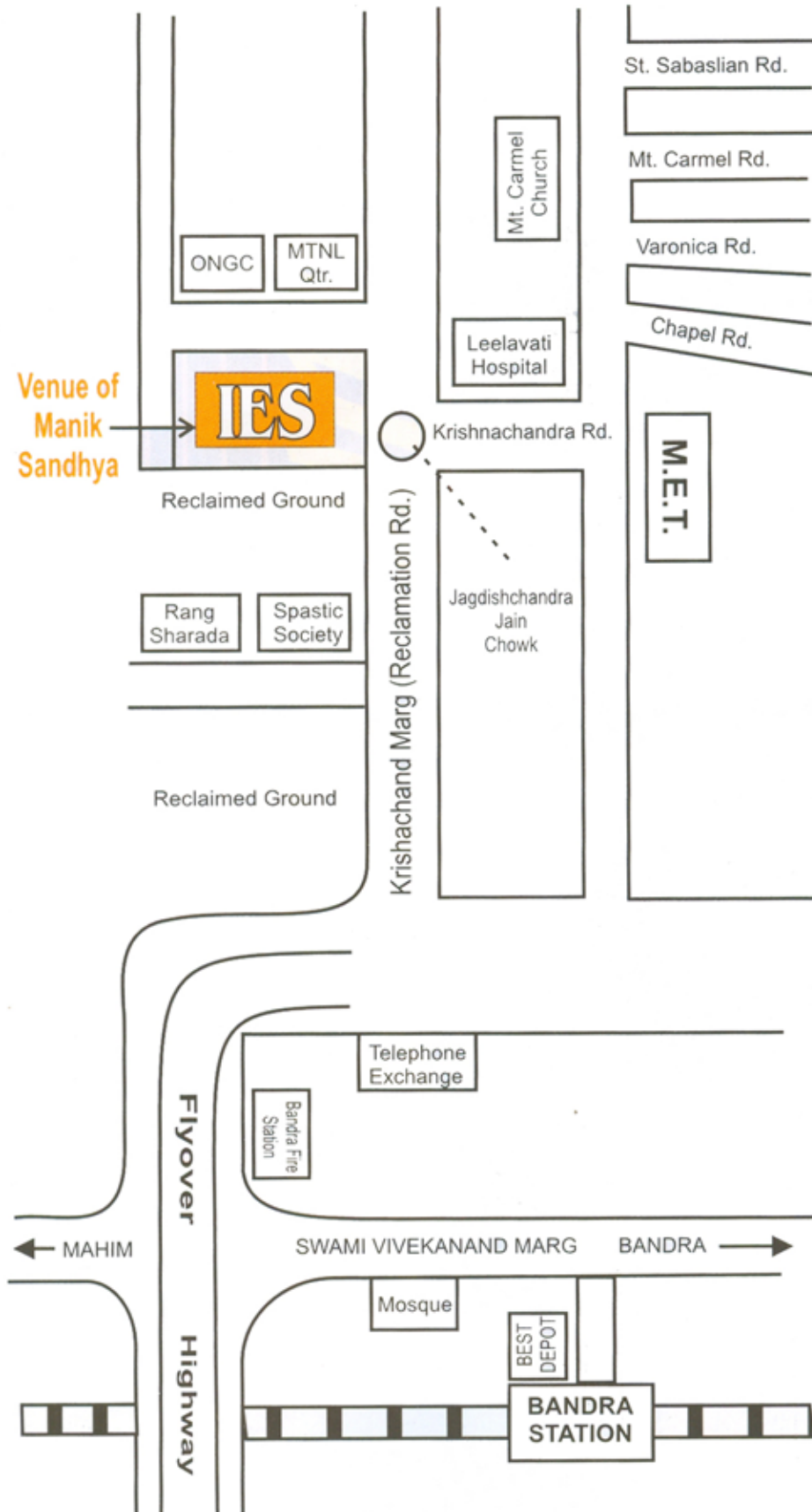
Tel no.: 022-6619 5000

Fax No.: 022 6619 5050

Website: [www.kaya.in](http://www.kaya.in)

Email: [investorrelations@kayaindia.net](mailto:investorrelations@kayaindia.net)

# HOW TO REACH IES, MANIK SABHAGRIHA







# KAYA LIMITED

**CIN: L85190MH2003PLC139763**

**Reg. Office:** 23/C, Mahal Industrial Estate, Mahakali Caves Road,  
Near Paperbox Lane, Andheri (East), Mumbai – 400 093.

**Tel:** 022-6619 5000, **Fax No.** 022-6619 5050

**Website:** www.kaya.in **Email:** 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 <input type="text"/> or failing him/her:

Name	:	
Address	:	
E-mail ID	:	
		Signature <input type="text"/> or failing him/her:

Name	:	
Address	:	
E-mail ID	:	
		Signature <input type="text"/>

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fourteenth Annual General Meeting of Kaya Limited to be held on Wednesday, August 2, 2017 at 4:30 p.m. at Indian Education Society, Manik Sabhagriha, M.D. Lotlikar Vidya Sankul, Opposite Lilavati Hospital, Bandra Reclamation, Bandra (West) Mumbai – 400 050 and at any 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, 2017 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. B S R & Co. LLP, Chartered Accountants as the Statutory Auditors and fixing their remuneration.		
<b>Special Business:</b>		<b>For</b>	<b>Against</b>
4.	To determine the fees for delivery of any document to a member through a particular mode of delivery as requested by the member.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017 Signature of Member \_\_\_\_\_

Affix  
One Rupee  
Revenue  
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

**Note:**

1. 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.
2. 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.
3. A Proxy need not be a member of the Company.
4. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.
5. The Proxy-holder should prove his identity at the time of attending the meeting.