

Kaya Limited

July 5, 2018

To,
The Secretary
BSE Limited
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001
BSE Scrip Code: 539276

The Manager
National Stock Exchange of India Limited
Exchange Plaza, C/1, Block G, Bandra Kurla
Complex, Bandra (East),
Mumbai 400 051
NSE Symbol: KAYA

Subject: Notice of the 15th Annual General Meeting of Kaya Limited for the financial year ended March 31, 2018 and details of book closure date.

Dear Sir/Madam,

This is to inform you that the 15th Annual General Meeting of the Company would be held on Friday, August 3, 2018 at 4:30 pm at Indian Education Society, Manik Sabhagriha, M.D. Lotlikar Vidya Sankul, Opposite Lilavati Hospital, Bandra Reclamation, Bandra (West) Mumbai – 400 050.

Further, we wish to inform you that Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 27, 2018 to Friday, August 3, 2018, both days inclusive, for the purpose of the 15th Annual General Meeting of the Company.

A copy of the Notice convening the 15th Annual General Meeting of the Company is enclosed.

This is for your information and records.

For Kaya Limited



Nitika Dalmia
Company Secretary &
Compliance Officer

Encl: A/a



NOTICE

KAYA LIMITED

CIN: L85190MH2003PLC139763

Reg. Office: 23/C, Mahal Industrial Estate, Mahakali Caves Road,
Near Paperbox Lane, Andheri (East), Mumbai – 400093.

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

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

NOTICE is hereby given that the **Fifteenth Annual General Meeting** of Kaya Limited will be held on Friday, August 3, 2018 at 4:30 p.m. at Indian Education Society, Manik Sabhagriha, M.D. Lotlikar Vidya Sankul, Opposite Lilavati Hospital, Bandra Reclamation, Bandra (West), Mumbai – 400050 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements including the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Rajendra Mariwala, Director (DIN: 00007246) who retires by rotation and being eligible seeks re-appointment.
3. To ratify the appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) as Statutory Auditors of the Company 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration plus applicable taxes and out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

4. To consider and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 149, 152 of the Companies Act, 2013 (the “Act”) and such other applicable provisions, if any, of the Act and Rules made thereunder, read with Schedule IV of the Act, Ms. Ameera Shah (DIN:00208095), whose term of office expires on March 31, 2019, be and is hereby re-appointed as an Independent Director, for a further period of 5 (Five) years, to hold office from April 1, 2019 upto March 31, 2024.”

NOTES:

1. 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.
2. **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.**
3. 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.
4. 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.
5. 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.
6. Pursuant to Section 91 of the Companies Act, 2013, Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 27, 2018 to Friday, August 3, 2018, both days inclusive for the purpose of the AGM.

7. 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.
8. 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.
9. 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.
10. 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.
11. 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
Website: www.linkintime.co.in
12. 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
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 2017-18 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, Board's Report, Auditor's 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

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 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 re-appointment at the AGM as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this Notice. The Directors have furnished the necessary declarations for their re-appointment.

19. Members may note that the Notice of the Meeting and the Annual Report 2017-18 is available on the Company's website 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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Fifteenth 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 Thursday, August 2, 2018 (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 Thursday, August 2, 2018 (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., Friday, July 27, 2018. 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., Friday, July 27, 2018 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., Friday, July 27, 2018 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 Tuesday, July 31, 2018 (9:00 am IST) and ends on Thursday, August 2, 2018 (5:00 pm IST). During this period members of the Company holding shares either in physical form or in dematerialized form, as on Friday, July 27, 2018, 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.
 - (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., Friday, July 27, 2018 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.
- (ii) In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
 - (iii) 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 and on the website of NSDL: 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 3, 2018.

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

Nitika Dalmia
Company Secretary & Compliance Officer

Place: Mumbai

Date: May 4, 2018

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
Email: investorrelations@kayaindia.net

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

Item No. 4

As per the provisions of Section 149, Section 152 and Schedule IV of the Companies Act, 2013 read with rules thereunder, the Company had appointed Ms. Ameera Shah as an Independent Director of the Company at the 11th Annual General Meeting for a term of 5 years upto March 31, 2019. Since, she has completed one term, she is further eligible for re-appointment for one more term. The Performance Evaluation of Ms. Ameera Shah was conducted by the entire Board of Directors of the Company at their meeting held on February 7, 2018 and based on same, the Board has approved and recommended the re-appointment of Ms. Ameera Shah, for a second term of 5 (Five) years as provided in the resolution, and that she shall not be liable to retire by rotation at the Annual General Meeting as provided under Section 152(6) of the Companies Act, 2013.

The Company has also received a declaration from Ms. Ameera Shah confirming that she meets the criteria of independence as prescribed under the Companies Act, 2013. She has also confirmed that she is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. In the opinion of the Board, Ms. Ameera Shah fulfills the condition as specified in the Companies Act, 2013, for her re-appointment as an Independent Director.

The brief profile of Ms. Ameera Shah is mentioned under "PROFILE OF DIRECTORS" forming part of this Notice. The Board recommends the Special Resolution as set out in item no. 4 of the Notice for approval of the Members in accordance with Section 149(10) of the Companies Act, 2013.

Except Ms. Ameera Shah, none of the Directors or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution, as set out in item no. 4 of the Notice.

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

Nitika Dalmia
Company Secretary & Compliance Officer

Place: Mumbai

Date: May 4, 2018

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
Email: investorrelations@kayaindia.net

PROFILE OF DIRECTORS

(Details of Directors proposed to be reappointed at the ensuing AGM)

As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under Secretarial Standard - 2, the particulars of Directors who are proposed to be appointed/ reappointed at the 15th Annual General Meeting, are given below:

The details of Board and Committee Meetings attended by these Directors during the year 2017-18 are stated in the Corporate Governance Report.

Mr. Rajendra Mariwala

Mr. Rajendra Mariwala has done his Masters in Chemical Engineering from Cornell University, USA. He is currently the Managing Director of Eternis Fine Chemicals Limited, a leading exporter of specialty chemicals - specifically chemicals for fragrances and personal care products. He brings with him a rich experience of over 17 years in leading a competitive global business in specialty chemicals.

DIN	00007246			
Age	55 years			
Qualifications	Masters in Chemical Engineering from Cornell University, USA			
Date of Original Appointment	November 1, 2011			
Directorships in other companies: (excludes foreign & Section 8 Companies)	<ul style="list-style-type: none"> Arctic Investment & Trading Company Private Limited Eternis Fine Chemicals Limited Scientific Precision Private Limited Marico Limited Patspin India Limited 			
Membership / Chairmanship of Board Committees in other Companies: (Includes Audit & Stakeholders' Relationship Committees only)	Sr. No.	Name of the Company	Type of Committee	Member/ Chairman
	1.	Marico Limited	Audit Committee	Member
	2.	Marico Limited	Stakeholders' Relationship Committee	Member
Inter-se Relationship between Directors	Mr. Rajendra Mariwala and Mr. Harsh Mariwala are related to each other as first cousins			
No. of Shares held in the Company as on March 31, 2018	1,19,543			

Ms. Ameera Shah

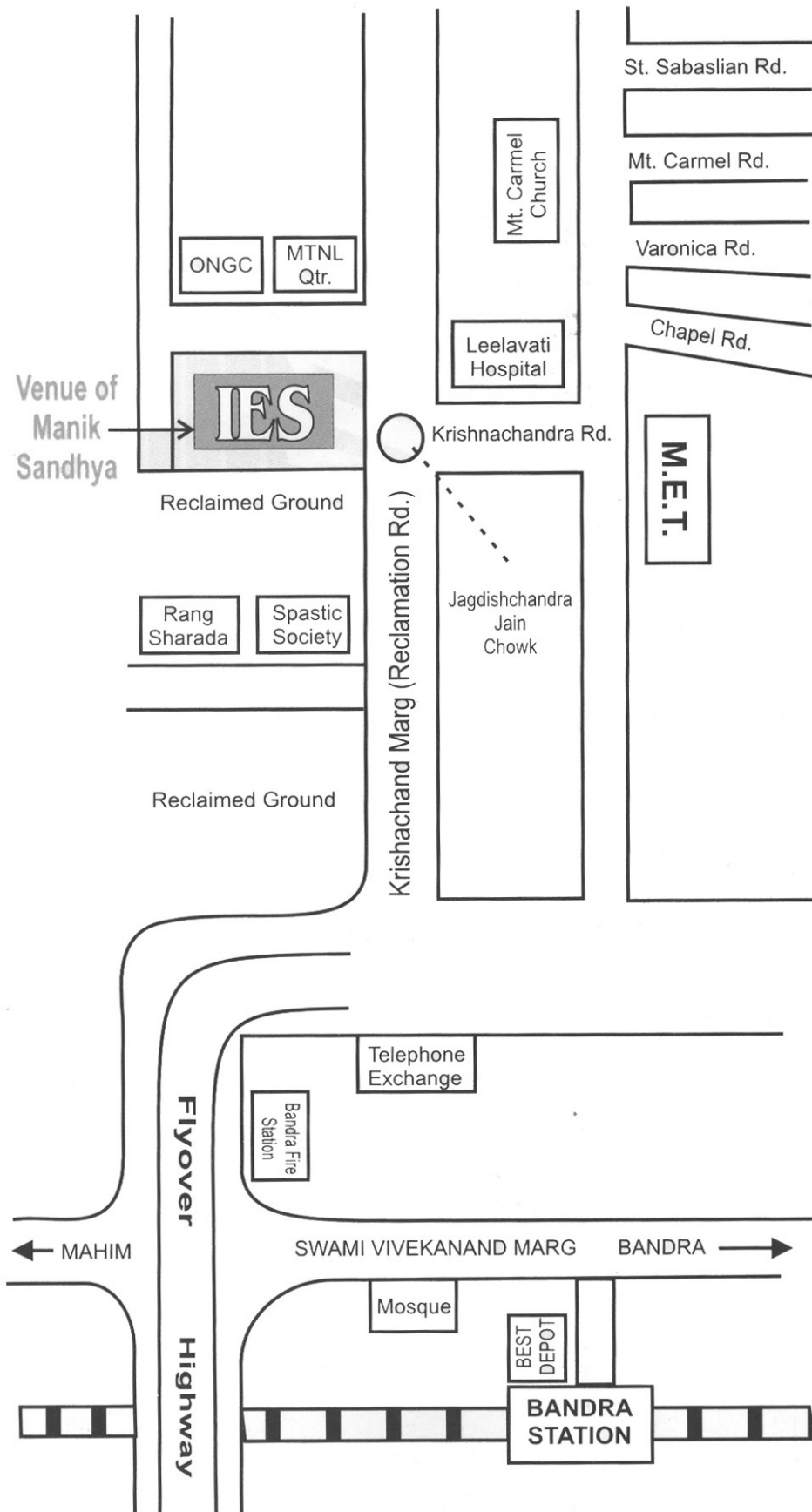
Ms. Ameera Shah is the Promoter & Managing Director of Metropolis Healthcare Ltd., a reputed chain of diagnostic centres with a loyal customer base across India, South Asia, Africa and Middle East. She has an experience of over 17 years and is named amongst 'Asia's Most Powerful Women in Business' by Forbes Asia and 'Fifty Most Powerful Women in Business' by Fortune India. Ms. Shah is recognized as a global thought leader in the healthcare industry.

Notable Awards and Accolades

- Most powerful women in Business by Fortune India 2017
- Forbes Asia listed Ms. Shah in the Asia's Most Powerful Women 2015
- 'Young Global Leader' list brought out by the prestigious 'World Economic Forum' in 2015
- 40 under 40 years by Economic Times & Spencer Stuart (2014).
- Bloomberg. 'Exemplary Women Leadership award' at the World Women Leadership and Congress awards 2014.
- Young Entrepreneur of the Year Award' in 2011 organized by Entrepreneur India and Bloomberg

DIN	00208095
Age	38
Qualifications	Degree in Finance from The University of Texas at Austin and has also completed the prestigious Owner-President Management Program at Harvard Business School.
Date of Original Appointment	June 19, 2014
Directorships in other companies: (excludes foreign & Section 8 Companies)	<ul style="list-style-type: none"> • Bacchus Hospitality Services and Real Estate Private Limited • Metropolis Healthcare Limited • R.V. Metropolis Diagnostic & Health Carecenter Private Limited • Desai Metropolis Health Services Private Limited • Sudharma Metropolis Health Services Private Limited • Golwilkar Metropolis Health Services(India) Private Limited • Metropolis Histoexpert Digital Services Private Limited • Micron Metropolis Healthcare Private Limited • Bokil Golwilkar Metropolis Healthcare Private Limited • KRD Real Estate Private Limited • METZ Advisory LLP
Membership / Chairmanship of Board Committees in other Companies (Includes Audit & Stakeholders' Relationship Committees only)	None
Inter-se Relationship between Directors	-
No. of Shares held in the Company as on March 31, 2018	2,920

HOW TO REACH MANIK SABHAGRIHA



KAYA LIMITED

CIN: L85190MH2003PLC139763

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 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:

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

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 Fifteenth Annual General Meeting of Kaya Limited to be held on Friday, August 3, 2018 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
Ordinary Business			
1.	Adoption of audited financial statements including audited consolidated financial statements of the Company for the year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon.		
2.	Appointment of Mr. Rajendra Mariwala, Director retiring by rotation and seeking re-appointment.		
3.	Ratification of appointment of M/s. B S R & Co. LLP, Chartered Accountants as the Statutory Auditors and fixing their remuneration.		
Special Business		For	Against
4.	To re-appoint Ms. Ameera Shah as an Independent Director of the Company.		

Signed this ____ day of _____ 2018

Signature of Member _____

Affix
One Rupee
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

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.

Notes

[illegible]