

# Kaya Limited

August 6, 2024

To,  
BSE Limited  
Market Operations Department,  
1st Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001  
BSE Scrip Code: 539276

National Stock Exchange of India Limited  
'Exchange Plaza', 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra(E), Mumbai 400051  
NSE Symbol: KAYA

**Subject: Voting Result and the Scrutinizer's Report – 21<sup>st</sup> Annual General Meeting (“AGM” or “the Meeting”)**

Dear Sir/ Madam,

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Voting Results of the businesses transacted at the 21<sup>st</sup> Annual General Meeting (“AGM”) held on Tuesday, August 6, 2024 at 10:00 a.m. IST through Video Conferencing and Other Audio-Visual Means.

Also enclosed is the Consolidated Report of the Scrutinizer on remote e-voting conducted prior to and during the AGM

The aforementioned documents are being uploaded on the website of the Company at [www.kaya.in](http://www.kaya.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Kindly take the above on record.

**For Kaya Limited,**

**Nitika Dalmia**  
**Company Secretary &**  
**Compliance Officer**

**Encl: A/a**

Registered Office: Kaya Limited, Marks, 23/C, Mahal Industries Estate, Mahakali Caves Road, Near Paper Box Lane, Andheri (E), Mumbai 400 093. Tel.:91-22-66195000. Website: [www.kaya.in](http://www.kaya.in)

CIN: L85190MH2003PLC139763

# Kaya Limited

<b>Details of the voting results as per Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</b>	
Date of the AGM	Tuesday, August 6, 2024
Total number of shareholders on record date	As on cut-off date i.e. July 26, 2024: 21013
No. of shareholders present in the meeting either in person or through proxy Promoters and Promoters Group: Public:	No arrangement for a physical meeting or appointment of proxy was made as the Meeting was held through video conferencing/ other audio-visual means
Total No. of shareholders attended the meeting through video conferencing/ other audio-visual means	46
Promoters and Promoters Group:	14
Public:	32

Registered Office: Kaya Limited, Marks, 23/C, Mahal Industries Estate, Mahakali Caves Road, Near Paper Box Lane, Andheri (E), Mumbai 400 093. Tel.:91-22-66195000. Website: [www.kaya.in](http://www.kaya.in)

CIN: L85190MH2003PLC139763

## Kaya Limited

Resolution Required :Ordinary			1 - Approval of Audited Standalone Financial Statement for FY 23-24					
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	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour	% of Votes against
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	7810924	7810924	100.00	7810924	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>7810924</b>	<b>100.00</b>	<b>7810924</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	621450	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	4631717	298480	6.44	298464	16	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>298480</b>	<b>6.44</b>	<b>298464</b>	<b>16</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>13064091</b>	<b>8109404</b>	<b>62.07</b>	<b>8109388</b>	<b>16</b>	<b>100.00</b>	<b>0.00</b>

## Kaya Limited

Resolution Required :Ordinary			2 - Approval of Audited Consolidated Financial Statement for FY 23-24					
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	7810924	7810924	100.00	7810924	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>7810924</b>	<b>100.00</b>	<b>7810924</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	621450	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	4631717	298380	6.44	298364	16	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>298380</b>	<b>6.44</b>	<b>298364</b>	<b>16</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>13064091</b>	<b>8109304</b>	<b>62.07</b>	<b>8109288</b>	<b>16</b>	<b>100.00</b>	<b>0.00</b>

## Kaya Limited

Resolution Required :Ordinary			3 - Appoint a Director in place of Mr. Rajendra Mariwala who retire by rotation					
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	% 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	7810924	7810924	100.00	7810924	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>7810924</b>	<b>100.00</b>	<b>7810924</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	621450	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	4631717	298474	6.44	298453	21	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>298474</b>	<b>6.44</b>	<b>298453</b>	<b>21</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>13064091</b>	<b>8109398</b>	<b>62.07</b>	<b>8109377</b>	<b>21</b>	<b>100.00</b>	<b>0.00</b>

## 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 6, 2024

To,  
The Chairman  
Kaya Limited

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

Twenty-first Annual General Meeting of the Equity Shareholders of Kaya Limited held on Tuesday, August 6, 2024 at 10.00 a.m. IST through Video Conferencing / Other Audio-Visual Means.

**Subject: Combined Report on remote e-voting and e-voting at the AGM conducted pursuant to Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of Companies (Management and Administration) Rules, 2014 including subsequent amendments thereto from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), at the Twenty-first Annual General Meeting (“AGM”).**

### 1. Appointment as Scrutinizer

1.1 We have been appointed as the Scrutinizer pursuant to 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 27, 2024 to scrutinize the voting conducted through remote e-voting and e-voting at the AGM on all three resolutions set out in the Notice convening the Twenty-first AGM in a fair and transparent manner.

*Gautam Bhandari*

*Rohith Mha*



# Magia Halwai & Associates

## Company Secretaries

- 1.2 In accordance with the Articles of Association of the Company, Mr. Gautam Bhandari, shareholder of the Company (not being an employee) was appointed as another Scrutinizer for the aforesaid purpose by the Chairman of the AGM.

## 2. Dispatch of Notice convening the AGM

- 2.1 Pursuant to the General Circulars No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 11/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 respectively issued by the Ministry of Corporate Affairs, and in accordance with Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by Securities & Exchange Board of India, and in terms of clause (v) of sub-rule 4 of Rule 20 of the Rules, an advertisement was published in the Financial Express (English) and Mumbai Lakshadeep (Marathi), having electronic editions, on July 16, 2024 specifying the date & time of the AGM, availability of the notice of AGM on Company's website and website of Stock Exchanges, manner of voting through remote e-voting or through e-voting system at the time of AGM, etc.
- 2.2 The Company hosted the notice of AGM on its website and website of the agency providing the platform for remote e-voting and e-voting during the AGM, and also intimated the same to Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited on July 16, 2024.
- 2.3 The Company informed that on the basis of the Register of Members and the list of the Beneficial Owners made available by the Depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Company sent the Notice of AGM dated May 27, 2024 in electronic form on July 15, 2024 to those shareholders whose e-mail addresses were registered with the Company. The detailed procedure for e-voting was contained in the Notice of AGM.

*Gautam Bhandari*

*Rohith Mha*



**3. Cut-off date**

- 3.1 **The cut-off date (record date)** for determining members entitled to participate in the remote e-voting or voting at the AGM through e-voting system was fixed by the Company as **Friday, July 26, 2024**.
- 3.2 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 Friday, July 26, 2024 there were total 21013 members.

**4. Remote e-voting process and e-voting during the AGM**

- 4.1 The Company had availed e-voting facility offered by National Securities Depository Limited (“NSDL”) for conducting remote e-voting by the Members of the Company. NSDL had provided a system for casting the votes electronically on <https://www.evoting.nsdl.com/>.
- 4.2 The remote e-voting period commenced on **Saturday, August 3, 2024 at 9.00 a.m. IST** and ended on **Monday, August 5, 2024 at 5:00 p.m. IST** and the e-voting module was blocked thereafter.
- 4.3 Further, during the AGM, only the members who were attending the AGM through Video Conferencing / Other Audio-Visual Means and who have not cast their votes through remote e-voting were allowed to vote through e-voting.
- 4.4 After the closure of the voting at the AGM, the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.
- 4.5 The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. The votes tendered therein, based on the data downloaded from the e-voting system, were scrutinized and reviewed.

*Gautam Bhandari*

*Rohith*





# Magia Halwai & Associates

## Company Secretaries

- 4.6 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 e-voting during the AGM for the resolutions contained in the Notice to the 21<sup>st</sup> AGM of the Equity Shareholders of the Company.
- 4.7 Our responsibility as a scrutinizer and to give a combined scrutinizer's report of the votes cast "for" or "against" on all three resolutions stated in the Notice of the 21<sup>st</sup> AGM is based on the reports generated from the e-voting system for remote e-voting and votes cast during the AGM through the said e-voting system.

### 5. Counting Process

- 5.1 On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members at the AGM, on the NSDL e-voting platform and downloaded the results.

### 6. Results

- 6.1 Based on the results made available to us:
- a) 102 Members had cast their votes through remote e-voting.
  - b) 5 Members had cast their votes through e-voting during the AGM.
- 6.2 My report with detailed analysis of remote e-voting and e-voting during the AGM on each of the three resolutions contained in the Notice dated May 27, 2024 calling AGM on August 6, 2024 is annexed herewith as **Annexure-1**.
- 6.3 Based on the analysis annexed herewith, we report that the Three Ordinary Resolutions as set out in the Item Nos. 1(a) & (b) and 2 of the Notice of the AGM dated May 27, 2024, have been **passed with the requisite majority**.

*Gautam Bhandari*

*Rohith Mha*



# Magia Halwai & Associates

## Company Secretaries

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 21<sup>st</sup> AGM.

Thanking you.

Yours truly,

For Magia Halwai & Associates (A Peer Reviewed Firm)



**Sitansh Magia**

Partner

P.R. No.: 1669/2022

ACS 15169

CP 18972

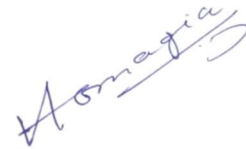
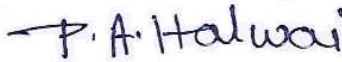
UDIN: A015169F000907161



**Gautam Bhandari**

(Shareholder Scrutinizer)

Witness:



Countersigned and received the report:

\_\_\_\_\_  
**Mrs. Pramila Halwai**

\_\_\_\_\_  
**Mr. Anil Magia**

\_\_\_\_\_  
Signed by **Nitika Dalmia**

Company Secretary and Compliance Officer

Authorized by Chairman of the 21<sup>st</sup> Annual General Meeting

**Date:** August 6, 2024

**Place:** Mumbai

**Address:** Office No. 1229, 12<sup>th</sup> Floor, Navjivan Commercial Premises Co-op Hsg. Soc. (Gate no. 2), Lamington Road, Mumbai Central, Mumbai 400008.

**Emails:** [sitansh.mha@gmail.com](mailto:sitansh.mha@gmail.com) : [rohith.mha@gmail.com](mailto:rohith.mha@gmail.com)

**Mob:** +91 8169 822 764 : +91 9820 722 963 : **Landline:** +91 22 4970 2955

**Annexure - 1**

**Analysis of Results**

<b>Resolution No.</b>	1 [given as Item No. 1 (a) of the Notice of AGM]
<b>Subject</b>	a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon; and
<b>Type of Resolution</b>	Ordinary Resolution

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage of total number of votes cast (Rounded off to two-digit decimal)
	Number	Votes (A)	Number	Votes (B)	Number	Votes (A+B)	
<b>Assent</b>	93	81,09,333	5	55	98	81,09,388	99.99%
<b>Dissent</b>	9	16	0	0	9	16	0.01%
<b>Abstain</b>	0	0	0	0	0	0	0
<b>Invalid</b>	0	0	0	0	0	0	0
<b>Total</b>	<b>102</b>	<b>81,09,349</b>	<b>5</b>	<b>55</b>	<b>107</b>	<b>81,09,404</b>	<b>100%</b>

*Gautam Bhandari*

*Rohith*



**Analysis of Results**

<b>Resolution No.</b>	2 [given as Item No. 1 (b) of the Notice of AGM]
<b>Subject</b>	b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Report of the Auditors thereon.
<b>Type of Resolution</b>	Ordinary Resolution

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage of total number of votes cast (Rounded off to two-digit decimal)
	Number	Votes (A)	Number	Votes (B)	Number	Votes (A+B)	
<b>Assent</b>	92	81,09,233	5	55	97	81,09,288	99.99%
<b>Dissent</b>	9	16	0	0	9	16	0.01%
<b>Abstain</b>	0	0	0	0	0	0	0
<b>Invalid</b>	0	0	0	0	0	0	0
<b>Total</b>	<b>101</b>	<b>81,09,249</b>	<b>5</b>	<b>55</b>	<b>106</b>	<b>81,09,304</b>	<b>100%</b>

*Gautam Bhandari*

*Rohith*



**Analysis of Results**

<b>Resolution No.</b>	3 [given as Item No. 2 of the Notice of AGM]
<b>Subject</b>	To appoint a Director in place of Mr. Rajendra Mariwala, Director (DIN: 00007246) who retires by rotation and being eligible seeks re-appointment.
<b>Type of Resolution</b>	Ordinary Resolution

Particulars	Remote e-voting		e-voting at the AGM		Total		Percentage of total number of votes cast (Rounded off to two-digit decimal)
	Number	Votes (A)	Number	Votes (B)	Number	Votes (A+B)	
<b>Assent</b>	89	81,09,322	5	55	94	81,09,377	99.99%
<b>Dissent</b>	12	21	0	0	12	21	0.01%
<b>Abstain</b>	0	0	0	0	0	0	0
<b>Invalid</b>	0	0	0	0	0	0	0
<b>Total</b>	<b>101</b>	<b>81,09,343</b>	<b>5</b>	<b>55</b>	<b>106</b>	<b>81,09,398</b>	<b>100%</b>

This Annexure-1 is part of our Scrutinizer's Report.

For Magia Halwai & Associates (A Peer Reviewed Firm)

Sitansh Magia  
Partner

P.R. No.: 1669/2022

ACS 15169

CP 18972

UDIN: A015169F000907161



Gautam Bhandari  
(Shareholder Scrutinizer)

Witness:

\_\_\_\_\_  
Mrs. Pramila Halwai

\_\_\_\_\_  
Mr. Anil Magia

Date: August 6, 2024

Place: Mumbai

**Address:** Office No. 1229, 12<sup>th</sup> Floor, Navjivan Commercial Premises Co-op Hsg. Soc. (Gate no. 2), Lamington Road, Mumbai Central, Mumbai 400008.

**Emails:** [sitansh.mha@gmail.com](mailto:sitansh.mha@gmail.com) : [rohith.mha@gmail.com](mailto:rohith.mha@gmail.com)

**Mob:** +91 8169 822 764 : +91 9820 722 963 : **Landline:** +91 22 4970 2955