

Kaya Limited

February 7, 2025

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: Postal Ballot Notice (only through the e-voting process) for seeking members' approval for agenda included therein.

Dear Sir/Madam,

With reference to the above subject, we would like to inform you that pursuant to Section 108 and Section 110 of the Companies Act, 2013 (the "Act"), read with Rule 20 and Rule 22, of the Companies (Management and Administration) Rules, 2014 ("Rules) read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No.17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 08, 2021, the General Circular No. 3/2021 dated May 05, 2022, the General Circular No.11/2022 dated December 28, 2022, the General Circular No. 09/2023 dated September 25, 2023 and the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars"), read with the Securities and Exchange Board of India 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 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circulars"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable provisions, the approval of members of the Company is being sought for the following resolutions, by way of Postal Ballot (only through the e-voting process):

Ordinary Resolutions:

- 1.) Approval of Material Related Party Transaction(s) to be entered into with Mr. Harsh Mariwala, pertaining to repayment of loans, availed from him

Kaya Limited

- 2.) Approval of Material Related Party Transaction(s) to be entered into with Mr. Rajen Mariwala pertaining to repayment of loans, availed from him
- 3.) Appointment of Mr. Nikhil Khattau (DIN: 00017880) as a Non-Independent Non- Executive Director of the Company

Special Resolutions:

- 4.) Appointment of Vivek Anant Karve (DIN: 06840707) as an Independent Director of the Company
- 5.) Appointment of Ms. Anita Belani (DIN: 01532511) as an Independent Director of the Company

Pursuant to Regulation 30 of Listing Regulations and other applicable provisions, please find enclosed a copy of the Postal Ballot Notice dated January 28, 2025 (“Postal Ballot Notice”) along with the Explanatory Statement. The same is being made available on the Company’s website www.kaya.in

In terms of the MCA Circulars, the Postal Ballot Notice is being sent in electronic form only to the members of the Company whose names appear in the Register of Members / list of beneficiary owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories / RTA as on January 31, 2025, being the cut-off date.

The remote e-voting period will commence on Saturday, February 8, 2025 at 9:00 a.m. IST and end on Sunday, March 9, 2025 at 5:00 p.m. IST. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL, for voting thereafter. The results of the voting conducted through postal ballot (through the remote e-voting process) will be announced on or before March 11, 2025.

Members who have not submitted their e-mail IDs, are requested to submit their e-mail IDs with MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) at rnt.helpdesk@linkintime.co.in or the Company by following the procedure provided in the Postal Ballot Notice.

For Kaya Limited,

NITIKA SUNNY
NIRMAL

Digitally signed by
NITIKA SUNNY NIRMAL
Date: 2025.02.07
10:05:41 +05'30'

Nitika Dalmia

Company Secretary & Compliance Officer

Encl: A/a

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 OF POSTAL BALLOT

(Notice pursuant to Section 110 of the Companies Act, 2013 and applicable rules made thereunder)

Dear Shareholders,

Notice of Postal Ballot is hereby given to the Members of the Company pursuant to Section 108 and Section 110 of the Companies Act, 2013 (the “**Act**”), read with Rule 20 and Rule 22, of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No.17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021 the General Circular No. 20/2021 dated December 08, 2021, the General Circular No. 3/2021 dated May 05, 2022, the General Circular No.11/2022 dated December 28, 2022, the General Circular No. 09/2023 dated September 25, 2023 and the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (“**the MCA Circulars**”), read with the Securities and Exchange Board of India 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 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (“**SEBI Circulars**”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India as amended and other applicable provisions, that the resolutions as set out in this Notice are proposed for approval by the Members of the Company by means of Postal Ballot only by voting through electronic means (**remote e-voting**).

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions of the Act read with the applicable Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

You are requested to record your assent or dissent only by means of remote e-voting system provided by the Company.

SPECIAL BUSINESS:

ITEM NO. 1

Approval of Material Related Party Transaction(s) to be entered into with Mr. Harsh Mariwala, pertaining to repayment of loans, availed from him

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Regulation 23 and such other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable provisions, if any of the Companies Act, 2013, read with rules made thereunder and such other applicable provisions of other relevant laws and regulations, if any, and any amendments, modifications, variations or re-enactments thereof and the policy on related party transactions of Kaya Limited (the “**Company**”), and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Mr. Harsh Mariwala, Chairman & Managing Director and Promoter of the Company, pertaining to repayment of loans availed from him, in one or more tranches during the financial year 2025-26, such that the aggregate value of such transaction(s) at any point in time does not exceed Rs. 90,00,00,000/- (Rupees Ninety Crore Only).

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “**the Board**”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution(s) / transaction(s) and / or enter into and / or carry out new contract(s) / arrangement(s) / transaction(s), whether by way of an individual transaction or transactions taken together as a series of transactions or otherwise) of the Company be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

ITEM NO 2.

Approval of Material Related Party Transaction(s) to be entered into with Mr. Rajen Mariwala pertaining to repayment of loans, availed from him

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 23 and such other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable provisions, if any of the Companies Act, 2013, read with rules made thereunder and such other applicable provisions of other relevant laws and regulations, if any, and any amendments, modifications, variations or re-enactments thereof and the policy on related party transactions of Kaya Limited (the **“Company”**), and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise),with Mr. Rajen Mariwala, Non-Executive Director and Member of Promoter Group of the Company, pertaining to repayment of loans availed from him, in one or more tranches during the financial year 2025-26, such that the aggregate value at any point in time does not exceed Rs. 90,00,00,000/- (Rupees Ninety Crore Only).

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as **“the Board”**, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution(s) / transaction(s) and / or enter into and / or carry out new contract(s) / arrangement(s) / transaction(s), whether by way of an individual transaction or transactions taken together as a series of transactions or otherwise) of the Company be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

ITEM NO 3.

Appointment of Mr. Nikhil Khattau (DIN: 00017880) as a Non-Independent Non- Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules framed thereunder, Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and the recommendation of the Nomination and Remuneration Committee and the Board of Directors, and in respect of whom the Company has received a notice from a Member proposing his candidature for the office of Director under Section 160 of the Act, Mr. Nikhil Khattau (DIN: 00017880) be and is hereby appointed as a Non-Independent Non-Executive Director of the Company with effect from April 1, 2025, liable to retire by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits of remuneration under the Act.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as **“the Board”**, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time) be authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

ITEM NO. 4

Appointment of Vivek Anant Karve (DIN : 06840707) as an Independent Director of the Company

To consider, and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Company hereby appoints Mr. Vivek Anant Karve (DIN : 06840707), in the capacity of Independent Director in the Board of Directors with effect from April 1, 2025 and in respect of whom the Company has received a notice from a Member proposing his candidature for the office of Director under Section 160 of the Act, and who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and being eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from April 1, 2025 to March 31, 2030 (both days inclusive), not subject to retirement by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits of remuneration under the Act.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “**the Board**”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time) be authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

ITEM NO. 5

Appointment of Ms. Anita Belani (DIN : 01532511) as an Independent Director of the Company

To consider, and if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Company hereby appoints Ms. Anita Belani (DIN : 01532511), in the capacity of Independent Director by the Board of Directors with effect from April 1, 2025 and in respect of whom the Company has received a notice from a Member proposing her candidature for the office of Director under Section 160 of the Act, and who has submitted a declaration that she meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and being eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from April 1, 2025 to March 31, 2030 (both days inclusive), not subject to retirement by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits of remuneration under the Act.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “**the Board**”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time) be authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

Date : January 28, 2025

Place : Mumbai

**By Order of the Board
For Kaya Limited,**

**Nitika Dalmia
Company Secretary & Compliance Officer
ACS No. 33501**

Registered Office:

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

NOTES:

1. The explanatory statement pursuant to Section 102(1) and Section 110 of the Companies Act, 2013 ("Act") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto and forms part of the Postal Ballot Notice ('Notice').
2. In accordance with the provisions of the Act and MCA Circulars, the Notice is being sent in electronic form only by email to those members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") and MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Share Transfer Agent of the Company ("LIPL/RTA") as on January 31, 2025 ('Cut-Off Date') and who have or will register their email address with their Depository Participant(s) ("DPs") or with RTA in accordance with the process outlined in this Notice.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
4. In compliance of provision with Section 108 and Section 110 and other applicable provisions of the Act, as amended, read together with the Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations"), Secretarial Standards-2, MCA Circulars and SEBI Circulars, issued time to time, the Company is pleased to offer remote e-voting facility to its the members. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting"). In accordance with the MCA Circulars and SEBI Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of Remote e-voting only.
5. Notice is also placed on the website of the Company i.e. www.kaya.in and the website of NSDL i.e. www.nsd.co.in and shall also be available on the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Ltd. (www.bseindia.com) and National Stock Exchange of India Ltd. (www.nseindia.com). The remote e-voting period commences on February 8, 2025 at 9:00 A.M. and ends on March 9, 2025 at 5:00 P.M. The remote e-voting module shall be disabled for voting thereafter. During this period, the members of the Company holding shares in physical or electronic form, as on the Cut-Off Date may cast their vote by electronic means in the manner and process as mentioned in this Notice. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.
6. The Board of Directors ("Board") of the Company appointed Mr. Sitansh Magia, (Membership No.:- A15169), Partner of M/s. Magia Halwai & Associates, Practicing Company Secretaries, as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
7. The Scrutinizer will submit his report to the Chairman or any other person authorised by him after completion of the scrutiny of the e-voting. The Scrutinizer's decision on the validity of votes cast will be final. The results of the Postal Ballot will be announced by the Chairman of the Company, or any other person authorised by him not later than 2 working days from the conclusion of remote e-voting at the registered office of the Company i.e. on or before March 11, 2025 the result of the Postal Ballot along with the Scrutinizer's Report will also be placed on the Company's website www.kaya.in and also on the NSDL's website www.nsd.co.in and shall be communicated to the Stock Exchanges where the Company's shares are listed. The result of the Postal Ballot will also be displayed at the registered office of the Company.
8. Resolutions, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed as if the same have been passed at a general meeting of the members convened in that behalf and the same shall be deemed to have been passed on the last date of voting, i.e. March 9, 2025.
9. Members who have not registered their email address with the Company or Depositories, may complete the email registration process as under:
 - I. The members of the Company holding equity shares of the Company in Demat Form and who have not registered

their e-mail addresses may temporarily get their e-mail addresses registered with LIPL by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the e-mail registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to LIPL at rnt.helpdesk@linkintime.co.in





On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

II. It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants by following the procedure prescribed by the Depository Participant.

10. The instructions and other information relating to e-voting are as under:

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https:// web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https:// web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Type of shareholders Individual Shareholders (holding securities in demat mode) login through their depository Participants	Login Method You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

A. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system. How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorrelations@kayaindia.net
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorrelations@kayaindia.net. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Guidelines for Shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sitansh.mha@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Ashok Sherugar at evoting@nsdl.com
11. The vote in this Postal Ballot cannot be exercised through proxy.
 12. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to investorrelations@kayaindia.net from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.

Date : January 28, 2025

Place : Mumbai

**By Order of the Board
For Kaya Limited,**

**Nitika Dalmia
Company Secretary & Compliance Officer
ACS No. 33501**

Registered Office:

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THIS POSTAL BALLOT NOTICE

Item No. 1 & 2

Approval of Material Related Party Transactions under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Detail(s) of Transaction and Approvals Sought

The Board anticipates that the loans availed by the Company from Mr. Harsh Mariwala and Mr. Rajen Mariwala (both related parties), from time to time, would be repaid in one or more tranches during the financial years 2025-26, and such repayment of loans will exceed the materiality threshold in accordance with the provisions of Listing Regulations. In terms of the Company's Policy on related party transactions, re-payment of loans being material related party transaction, requires shareholder approval by way of an Ordinary Resolution.

The Audit Committee has been provided with the relevant details, as required under law, of the above-mentioned transactions, including material terms, as also detailed in Annexure A herein. The Audit Committee, after reviewing all necessary information, has granted approval for entering into the aforesaid transactions during the financial year 2025-26. The Audit Committee has noted that the said transactions will be at arm's length basis and in the ordinary course of business.

No related party, as defined in the Listing Regulations, shall vote to approve such resolution(s) whether an entity is a related party to the aforesaid transaction(s) or not.

Mr. Harsh Mariwala and Mr. Rajen Mariwala, Directors of the Company, are directly interested in the said resolutions.

The other Directors, Key Managerial Personnel or their relatives holding shares of the Company may be deemed to be concerned or otherwise interested in the said Resolutions only to the extent of their shareholding.

The Board recommends the Resolutions as set out in Item Nos. 1 & 2 of the Notice for approval by the Members.

Item No. 3

Appointment of Mr. Nikhil Khattau (DIN: 00017880) as a Non-Independent Non- Executive Director of the Company

Pursuant to Section 149 of the Companies Act, 2013 ("Act"), Mr. Nikhil Khattau was appointed as an Independent Director w.e.f. March 30, 2015 at the Company's 12th Annual General Meeting (AGM) held on September 24, 2015 and subsequently re-appointed for a second consecutive term of five years at the 16th AGM held on August 2, 2019. Accordingly, Mr. Khattau completes his ten-year tenure as an Independent Director w.e.f. end of day on March 31, 2025. In terms of the Company's policy on Nomination, Remuneration and Committee ("NRC Policy"), pursuant to the recommendation of the Nomination and Remuneration Committee of the Board of Directors ("NRC"), and considering Mr. Nikhil Khattau's experience, expertise, skills and contributions as part of his long-standing association with the Company, the Board of Directors ("Board") at its meeting held on January 28, 2025, approved his appointment as a Non-Independent Non-Executive Director of the Company with effect from April 1, 2025, liable to retire by rotation. As per Regulation 17 (1C) of the SEBI Listing Regulations, approval of the shareholders for appointment of a director is to be considered at the next general meeting, or within a time period of three months from the date of appointment, whichever is earlier.

In terms of the Company's Policy, Mr. Nikhil Khattau will be entitled to receive remuneration by way of sitting fees as may be approved by the Board for attending Board/ Committee(s) meetings, as applicable and reimbursement of expenses for participation in meetings.

The Company has received, inter alia, consent from Mr. Nikhil Khattau to act as Director of the Company in terms of Section 152 of the Act, declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Further, in terms of Section 160 of the Act, the NRC and Board have recommended the appointment of Mr. Nikhil Khattau and the Company has also received a notice in writing from a Member proposing the candidature of Mr. Nikhil Khattau to be appointed as a Non-Independent Non-Executive Director.

Additional information in respect of Mr. Nikhil Khattau, pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is provided at Annexure B and his brief profile is provided at Annexure C to this Notice.

Except Mr. Nikhil Khattau, none of the Directors and the Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out in Item No. 3.

The Board recommends the Ordinary Resolution set out in Item No. 3 of the Postal Ballot Notice, proposing appointment of Mr. Nikhil Khattau as a Non-Independent Non-Executive Director, for approval of the Members of the Company.

Item No. 4

Appointment of Vivek Anant Karve (DIN : 06840707) as an Independent Director of the Company

In terms of the Company's NRC Policy and pursuant to the recommendation of the NRC, the Board at its meeting held on January 28, 2025, based on the recommendation of Nomination and Remuneration Committee (NRC) and subject to the approval of the shareholders, appointed Vivek Anant Karve (DIN : 06840707) as an Independent Director of the Company with effect from April 1, 2025 till for a period of 5 years, not liable to retire by rotation, subject to approval of the Members.

In terms of the Company's NRC Policy, Mr. Vivek Karve will be entitled to receive remuneration by way of sitting fees as may be approved by the Board for attending Board/Committee(s) meetings and reimbursement of expenses for participation in meetings.

The Company has received, inter alia, the following consents, declarations and confirmations from Mr. Vivek Karve with regard to the proposed appointment:

- i) Consent to act as Director of the Company in terms of Section 152 of the Act and declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act
- ii) Declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.
- iii) Declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations
- iv) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.
- v) Confirmation that he has registered himself with the Independent Directors' databank and satisfied the requirement regarding the online proficiency self-assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014

Further, in terms of Section 160 of the Act, the NRC and Board have recommended the appointment of Mr. Vivek Karve and the Company has also received a notice in writing from a Member proposing his candidature for appointment as an Independent Director.

In the opinion of the Board, Mr. Vivek Karve fulfils the conditions of Independence as specified in the Act and the SEBI Listing Regulations for his proposed appointment as an Independent Director and is independent of the Management

Based on Mr. Vivek Karve's skills, experience and expertise as mentioned below, the Board is of the opinion that his association will add value and it will be in the best interest of the Company to appoint him as an Independent Director for a term of 5 (Five) consecutive years with effect from April 1, 2025.

In terms of Regulation 17(1C) of the Listing Regulations, the listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, pursuant to Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director of a listed entity shall be approved by Members by way of Special resolution.

Copy of the draft letter of appointment of Mr. Vivek Karve setting out the terms and conditions thereof is available for inspection by the Members as provided in this Notice.

Additional information in respect of Mr. Vivek Karve, pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is provided at Annexure B and his brief profile is provided at Annexure C to this Notice.

Except Mr. Vivek Karve and/or his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 4.

The Board recommends the Resolution in relation to appointment of Mr. Vivek Karve as an Independent Director as set out in Item No. 4 for approval of the Members by way of a Special Resolution.

Item No. 5

Appointment of Ms. Anita Belani (DIN : 01532511) as an Independent Director of the Company

In terms of the Company's NRC Policy and pursuant to the recommendation of the NRC, the Board at its meeting held on 28 January 2025, based on the recommendation of Nomination and Remuneration Committee and subject to the approval of the shareholders, appointed Ms. Anita Belani (DIN : 01532511) as a Independent Director of the Company with effect from April 1, 2025 for a period of 5 (five) years, not liable to retire by rotation, subject to approval of the Members.

In terms of the Company's NRC Policy, Ms. Anita Belani will be entitled to receive remuneration by way of sitting fees as may be approved by the Board for attending Board/Committee(s) meetings and reimbursement of expenses for participation in meetings.

The Company has received, inter alia, the following consents, declarations and confirmations from Ms. Anita Belani with regard to the proposed appointment:

- i) Consent to act as Director of the Company in terms of Section 152 of the Act and declaration that she is not disqualified from being appointed as Director in terms of Section 164 of the Act
- ii) Declaration that she is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.
- iii) Declaration that she meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations
- iv) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.
- v) Confirmation that she has registered herself with the Independent Directors' databank and satisfied the requirement regarding the online proficiency self-assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014

Further, in terms of Section 160 of the Act, the NRC and Board have recommended the appointment of Ms. Anita Belani and the Company has also received a notice in writing from a Member proposing her candidature for appointment as an Independent Director.

In the opinion of the Board, Ms. Anita Belani fulfils the conditions of Independence as specified in the Act and the SEBI Listing Regulations for her proposed appointment as an Independent Director and is independent of the Management

Based on Ms. Anita Belani's skills, experience and expertise as mentioned below, the Board is of the opinion that her association will add value and it will be in the best interest of the Company to appoint her as an Independent Director for a term of 5 (Five) consecutive years with effect from April 1, 2025

In terms of Regulation 17(1C) of the Listing Regulations, the listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, pursuant to Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director of a listed entity shall be approved by Members by way of Special resolution.

Copy of the draft letter of appointment of Ms. Anita Belani setting out the terms and conditions thereof is available for inspection by the Members as provided in this Notice.

Additional information in respect of Ms. Anita Belani, pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is provided at Annexure B and her brief profile is provided at Annexure C to this Notice.

Except Ms. Anita Belani and/or her relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 5.

The Board recommends the Resolution in relation to appointment of Ms. Anita Belani as an Independent Director as set out in Item No. 5 for approval of the Members by way of a Special Resolution.

Date : January 28, 2025

Place : Mumbai

By Order of the Board

For Kaya Limited,

Nitika Dalmia
Company Secretary & Compliance Officer
ACS No. 33501

Registered Office:

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

Annexure A

Details of Material RPTs provided in line with requirements of the Companies Act, 2013 and the Listing Regulations are as follows:

Sr. No.	Particulars	Details	
		1	Name of Related Party
2	Nature of Relationship	Chairman & Managing Director Promoter of the Company	Non-Executive Director Member of Promoter Group of the Company
3	Nature and Material Terms of Contract	Repayment of loans availed from the related party	Repayment of loans availed from the related party
4	Tenure of the transaction/proposed transaction (particular tenure shall be specified)	Repayment of loans during financial years 2025-26.	
5	Whether in Ordinary Course of Business	Yes	Yes
6	Whether at Arm's Length basis	Yes	Yes
7	Value of Approval being sought (in Rupees)	Repayment of Loan Rs. 90,00,00,000/-	Repayment of Loan Rs. 90,00,00,000/-
8	Justification as to how these RPTs is in the interest of the Company	Commercially beneficial for the Company	
9	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided	FY24 – 22.26%	FY24 - 22.26 %
10	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <ul style="list-style-type: none"> • details of the source of funds in connection with the proposed transaction; • where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investment, nature of indebtedness; cost of funds; and tenure; • applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured the nature of security; and • the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT. 	Not Applicable	
11	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable	
12	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Not Applicable	
13	Any other information that may be relevant	All relevant / important information forms part of the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.	

Annexure B

INFORMATION REQUIRED UNDER REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD- 2 ON GENERAL MEETINGS WITH RESPECT TO DIRECTORS' APPOINTMENT/RE-APPOINTMENT

Particulars	Nikhil Khattau	Vivek Karve	Anita Belani
Director Identification Number	00017880	06840707	01532511
Designation	Non-Independent Non-Executive Director	Independent Director	Independent Director
Age (in years)	61 years	54 years	61 years
Date of first appointment	March 30, 2015	April 1, 2025	April 1, 2025
Qualification	Fellow of the Institute of Chartered Accountants in England and Wales and Bachelor's degree from the University of Mumbai.	Chartered Accountant & Cost Accountant	MBA from XLRI, Jamshedpur and B.A.(Hons) in Economics from Miranda House, Delhi University
Experience	More than 41 years	More than 30 years	More 30 than years
Nature of expertise in specific functional areas	<ul style="list-style-type: none"> • Corporate Strategy and Planning • Financial & Accounting • M&A, Strategy and Investment Management • Corporate Governance, Risk & Compliance • Global business & Consumer Understanding • New Age Consumer Channel & Digital Skills • Retail & GTM • Leadership • Entrepreneurship • Human Capital Management • Geographic, Gender and cultural diversity • Legal 	<ul style="list-style-type: none"> • Financial Services • Consumer Goods and Information Technology • Leadership 	<ul style="list-style-type: none"> • Leadership Development • Organisation Structuring & Transformation • Strategy Clarification • Talent Management
	Appointment as a Non-Independent Non-Executive Director of the Company w.e.f. April 1, 2025, liable to retire by rotation	Appointment as an Independent Director of the Company w.e.f. April 1, 2025	Appointment as an Independent Director of the Company w.e.f. April 1, 2025
Relationship with other Directors and Key Managerial Personnel	None	None	None

Particulars	Nikhil Khattau	Vivek Karve	Anita Belani
Directorships in other companies	<ul style="list-style-type: none"> • Marico Limited • Torrent Pharmaceuticals Limited • Securens Systems Private Limited • Mayfield India II, Limited • Mayfield India II Management, Limited • Mayfield Mauritius, Limited • Mayfield FVCI, Limited • Delightful Gourmet Private Limited • The G.O.A.T Brand Labs PTE. LTD • Eatclub Brands Private Limited 	<ul style="list-style-type: none"> • Process Intelligence and Dynamics Private Limited • Suryoday Small Finance Bank Limited 	<ul style="list-style-type: none"> • Proconnect Supply Chain Solutions Limited • Asirvad Micro Finance Limited • Eternis Fine Chemicals Limited • Vivriti Capital Limited • Foseco India Limited • Redington Limited • Benares Hotels Limited
Name of the entity in which the Director holds committee memberships & chairpersonship (excluding foreign companies)	<p>Member of Audit Committee, Securities Transfer and Stakeholders' Relationship Committee and Chairman of Risk Management Committee - Torrent Pharmaceuticals Limited</p> <p>*Chairman of Audit Committee, Risk Management Committee and Stakeholders' Relationship Committee - Kaya Limited</p> <p>*Mr. Khattau will cease to be a Chairman of all aforesaid Kaya Committees w.e.f. end of day on March 31, 2025.</p>	NIL	<ul style="list-style-type: none"> • Member of Audit Committee in Foseco India Limited, Vivriti Capital Limited, ProConnect Supply Chain Solutions and Eternis Fine Chemicals Limited • Member of Stakeholders Relationship Committee in Foseco India Limited. • Chairperson of Nomination & Remuneration Committee in Foseco India Limited, Redington India Limited, Vivriti Capital Limited and Eternis Fine Chemicals Limited and Member of Nomination & Remuneration Committee in Asirvad Mico Finance Limited. • Member of Risk Management Committee in Foseco India Limited, Asirvad Mico Finance Limited, Redington Limited • Chairperson of Corporate Social Responsibility Committee in Foseco India Limited and Member of Corporate Social Responsibility Committee of Vivriti Capital Limited

Particulars	Nikhil Khattau	Vivek Karve	Anita Belani
Listed entities from which the Director has resigned in the past 3 (three) years	None	<ul style="list-style-type: none"> • Mahindra Rural Housing Finance Limited • Mahindra Insurance Brokers Limited • Mahindra Finance CSR Foundation 	<ul style="list-style-type: none"> • Margo Networks Private Limited • Bandhan AMC Limited
Shareholding in the Company as on the date of Postal Ballot Notice	NIL	NIL	NIL
No. of Board Meetings attended	FY 25 (till 28.01.2025) – 4 of 4 FY 24- 7 of 7 FY 23- 4 of 5	Not Applicable	Not Applicable
Details of remuneration last drawn (FY 2024-25) (till 28.01.2025)	Sitting Fees – 8,50,000/-	Not Applicable	Not Applicable

ANNEXURE C

Brief profile of Director seeking appointment

Mr. Nikhil Khattau's (DIN: 00017880):

Mr. Nikhil Khattau is an experienced investor, entrepreneur and banker. At Mayfield, Mr. Khattau has been leading investments since 2007. As an entrepreneur, he was the founding CEO of SUN F&C, one of India's first privately – owned mutual fund houses.

His investment banking experience was with EY's corporate Finance Group in London and New York. Mr. Khattau believes the Indian consumer is changing habits and he works with entrepreneurs at the forefront of this change. Food, online brands and consumer financial services are areas of his particular interest. Among his board positions are Kaya Limited (listed, specialty skin care), Marico Limited (listed, packaged consumer goods), Torrent Pharmaceuticals Limited (listed, pharmaceuticals), Securens (remote monitoring and surveillance), Licious (online meat brand), EatClub (online QSR restaurant chain) and GOAT Brand Labs (online house of brands).

Mr. Khattau is a Fellow of the Institute of Chartered Accountants in England and Wales and received his Bachelor's degree from the University of Mumbai.

Mr. Vivek Anant Karve (DIN: 06840707):

Mr. Vivek Karve is a finance professional with over 30 years of rich work experience across Three (3) Sectors, namely, Financial Services, Consumer Goods and Information Technology (SAP consulting).

Vivek was part of Marico, a leading FMCG Group in India, for about 20 years (October 2000 – September 2020). During his tenure with Marico, he held various leadership positions and for the last Six (6) years being as Group CFO. Some of the notable contributions in his career with Marico have centered around Performance Management, GRC, Automation in Finance Processes, Outsourcing of Finance Processes, Designing and Implementation of Long-term Incentive Plans, M&A due diligence, designing and implementing Functional Competency Frameworks for Finance, sponsoring a few centres of excellence in the finance function etc.

In his last stint as CFO of Financial Services Sector at Mahindra Finance, a listed NBFC (September 2020 to October 2024), he was responsible for leading Finance function, spanning sectors such as Vehicle & Home Finance, Insurance Broking and Mutual Fund. As a member of the top leadership team, he helped steer the company through the turbulent Covid period. Some of the notable contributions in his career with Mahindra Finance have centered around setting Performance Management Systems & Processes and Centralization of Customer On-boarding due diligence and Finance Processes.

As an individual, he is a team player with a focus on planning and excellence.

Ms. Anita Belani (DIN: 01532511):

Anita Belani is a seasoned professional with over 30 years of experience as a senior business & human capital leader. She is a director on the board of Eternis Fine Chemicals, Foseco India Limited.

Ms. Belani is an ICF Accredited Executive Coach and has 15 years of coaching experience under her belt having coached several C-suite level executives across various sectors. She has worked in the US with Sun Microsystems as its global Senior HR Business Partner and KPMG USA as Director HR. She has also worked with American Express TRS in the early part of her career.

Ms. Belani is the Chairperson of the Corporate Social Responsibility Committee and the Nomination and Remuneration Committee. She also serves as a member of the Stakeholders' Relationship Committee, Audit Committee and Risk Management Committee of the Company's board, demonstrating her expertise in providing strategic solutions and ensuring compliance.

Ms. Anita takes keen interest in mentoring startups and is a key member of the lead Angels network which focuses on investing in early-stage companies.