

Kaya Limited

July 27, 2023

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', 5th 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 – 20th Annual General Meeting (“AGM” or “the Meeting”)

Dear Sir/ Madam,

This is to inform you that in accordance with the applicable laws, the Company had provided the facility of remote e-voting and e-voting at the Meeting to its Members on all resolutions set out in the Notice convening the 20th Annual General Meeting of the members of the Company held on Thursday, July 27, 2023 at 10:00 a.m. IST through Video Conferencing and Other Audio-Visual Means.

The Board of Directors had appointed M/s. Magia Halwai & Associates, Practicing Company Secretaries, Mumbai, as the Scrutinizer to scrutinize the entire voting process. As per the Scrutinizer's Report, all resolutions contained in the Notice of 20th AGM have been duly passed by the Members with requisite majority.

The details of the number of Members present at the meeting were as follows:

Category	Promoter & Promoter Group	Public	Total
Video Conference	11	29	40

Please find enclosed the consolidated voting results i.e. remote e-voting and e-voting at the Meeting, on the business transacted at 20th AGM, in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Scrutinizer's report thereon.

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

CIN: L85190MH2003PLC139763

Kaya Limited

The aforementioned documents are being uploaded on the website of the Company at www.kaya.in and on the website of NSDL at www.evoting.nsdl.com

Kindly take the above on record.

For Kaya Limited,

NITIKA
SUNNY
NIRMAL

Digitally signed by NITIKA SUNNY NIRMAL
DN: c=IN, o=PERSONAL, title=132,
serialNumber=114F50555F7B07F1633B5134C
735a74c0d3b7e10e1e9562ca570879c2,
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serialNumber=08750e76d7f9a31f5668a198
a78a77a3c282877898d711a108d3999ab1,
cn=NITIKA SUNNY NIRMAL,
Date: 2023.07.27 14:21:46 +05'30'

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

CIN: L85190MH2003PLC139763

Kaya Limited

Kaya Limited								
Resolution Required : (Ordinary)			1 - To receive, consider and adopt:					
			a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Report of the Auditors thereon.					
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	7828924	7828924	100.00	7828924	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
	Total		7828924	100.00	7828924	0	100.00	0.00
Public Institutions	E-Voting	280173	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
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	4954994	15319	0.31	15311	8	99.95	0.05
	Poll		319	0.01	319	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		15638	0.32	15630	8	99.95	0.05
Total		13064091	7844562	60.05	7844554	8	100.00	0.00

NITIKA
SUNNY
NIRMAL

Digitally signed by NITIKA SUNNY NIRMAL
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 Date: 2023.07.27 14:20:19 +05'30'

Kaya Limited

Resolution Required : (Ordinary)			2 - To appoint a Director in place of Mr. Rishabh Mariwala, Director (DIN: 03072284) who retires by rotation and being eligible seeks re-appointment.					
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	7828924	7828924	100.00	7828924	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
	Total		7828924	100.00	7828924	0	100.00	0.00
Public Institutions	E-Voting	280173	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
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	4954994	15319	0.31	15311	8	99.95	0.05
	Poll		319	0.01	319	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		15638	0.32	15630	8	99.95	0.05
Total		13064091	7844562	60.05	7844554	8	100.00	0.00

NITIKA
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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]

July 27, 2023

To,
The Chairman
Kaya Limited

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

Twentieth Annual General Meeting of the Equity Shareholders of Kaya Limited held on Thursday, July 27, 2023 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 Twentieth 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 24, 2023 to scrutinize the voting conducted through remote e-voting and e-voting at the AGM on all two resolutions set out in the Notice convening the Twentieth 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 and 11/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 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 6, 2023 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 04, 2023.
- 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 24, 2023 in electronic form on July 04, 2023 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



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

Emails: sitansh.mha@gmail.com : rohith.mha@gmail.com

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

Magia Halwai & Associates

Company Secretaries

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 **Thursday, July 20, 2023**.
- 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 20, 2023 there were total 23496 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 **Monday, July 24, 2023 at 9.00 a.m. IST** and ended on **Wednesday, July 26, 2023 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 Mha



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 20th 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 two resolutions stated in the Notice of the 20th 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) 93 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 two resolutions contained in the Notice dated May 24, 2023 calling AGM on July 27, 2023 is annexed herewith as **Annexure-1**.
- 6.3 Based on the analysis annexed herewith, we report that the Two Ordinary Resolutions as set out in the Item Nos. 1(a) & (b) and 2 of the Notice of the AGM dated May 24, 2023, have been **passed with the requisite majority**.

Gautam Bhandari

Rohith



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 20th 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

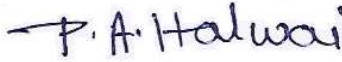
UDIN: A015169E000687381



Gautam Bhandari

(Shareholder Scrutinizer)

Witness:



Mrs. Pramila Halwai



Ms. Parita Shah

Countersigned and received the report:

Signed by **Nitika Dalmia**

Company Secretary and Compliance Officer

Authorized by Chairman of the 20th Annual General Meeting

Date: July 27, 2023

Place: Mumbai

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

Emails: sitansh.mha@gmail.com : rohith.mha@gmail.com

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

Annexure - 1

Analysis of Results

Resolution No.	1 [given as Item No. 1 (a) & (b) of the Notice of AGM]
Subject	a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon; and b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Report of the Auditors thereon.
Type of Resolution	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)	
Assent	86	78,44,235	5	319	91	78,44,554	99.99%
Dissent	7	8	0	0	7	8	0.01%
Abstain	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	0
Total	93	78,44,243	5	319	98	78,44,562	100%

Gautam Bhandari

Rohith Mha



Analysis of Results

Resolution No.	2 [given as Item No. 2 of the Notice of AGM]
Subject	To appoint a Director in place of Mr. Rishabh Mariwala, Director (DIN: 03072284) who retires by rotation and being eligible seeks re-appointment.
Type of Resolution	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)	
Assent	86	78,44,235	5	319	91	78,44,554	99.99%
Dissent	7	8	0	0	7	8	0.01%
Abstain	0	0	0	0	0	0	0
Invalid	0	0	0	0	0	0	0
Total	93	78,44,243	5	319	98	78,44,562	100%

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: A015169E000687381



Gautam Bhandari
(Shareholder Scrutinizer)

Witness:

Mrs. Pramila Halwai

Ms. Parita Shah

Date: July 27, 2023

Place: Mumbai

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

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