

Kaya Limited

January 29, 2024

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

Dear Sir/Madam,

Subject: Results of Postal Ballot - Notice dated December 21, 2023

This is further to our letter date December 26, 2023, submitting the Postal Ballot Notice dated December 21, 2023 (“**Postal Ballot Notice**”) to the members seeking approval for Material Related Party Transaction(s) to be entered into with Mr. Harsh Mariwala and Mr. Rajen Mariwala pertaining to repayment of loans, availed from them.

In this regard, please note that Mr. Sitansh Magia, Practicing Company Secretary, who was appointed as the Scrutinizer for the aforesaid Postal Ballot process has submitted his Report on January 29, 2024. In accordance with the said Report, the members of the Company have approved the Resolution as embodied in the Postal Ballot Notice, with requisite majority by remote e-voting process. The results of the Postal Ballot are announced today i.e. January 29, 2024.

The resolution embodied in the Postal Ballot Notice shall be deemed to be passed on Friday, January 26, 2024, being the last date of remote e-voting.

The details of the voting results of Postal Ballot pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Scrutinizer's Report are enclosed herewith.

The results of voting will be displayed along with the Scrutinizer's Report on the notice board of the Company at its Registered Office. The results will also be posted on the website of the Company at www.kaya.in and on the website of NSDL at www.evoting.nsdl.com

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

CIN: L85190MH2003PLC139763

Kaya Limited								
Resolution Required :Ordinary			1 - Approval of Material Related Party Transaction(s) with Mr. Harsh Mariwala, pertaining to repayment of loans, availed from him					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	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 Institutions	E-Voting	269988	174500	64.63	174500	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		174500	64.63	174500	0	100.00	0.00
Public Non Institutions	E-Voting	4965179	46067	0.93	44437	1630	96.46	3.54
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		46067	0.93	44437	1630	96.46	3.54
Total		13064091	220567	1.69	218937	1630	99.26	0.74

Kaya Limited								
Resolution Required :Ordinary			2 - Approval of Material Related Party Transaction(s) with Mr. Rajen Mariwala, pertaining to repayment of loans, availed from him					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	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 Institutions	E-Voting	269988	174500	64.63	174500	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		174500	64.63	174500	0	100.00	0.00
Public Non Institutions	E-Voting	4965179	46067	0.93	44437	1630	96.46	3.54
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		46067	0.93	44437	1630	96.46	3.54
Total		13064091	220567	1.69	218937	1630	99.26	0.74

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]

January 29, 2024

To,
The Chairman
Kaya Limited
23/C, Mahal Industrial Estate,
Mahakali Caves Road, Near Paperbox Lane,
Andheri (East), Mumbai – 400093,
Maharashtra.

Subject: Report on remote e-voting to the items as per Postal Ballot Notice issued pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 2022 and other applicable provisions, if any, of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), 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 from time to time).

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") vide circulation on December 21, 2023 to scrutinize the voting conducted through remote e-voting on all resolutions set out in the Notice of Postal Ballot dated December 21, 2023 in a fair and transparent manner.




Magia Halwai & Associates

Company Secretaries

- 1.2 In accordance with the Articles of Association of the Company, Mr. Sitansh Magia, Practicing Company Secretary (not being an employee) was appointed as Scrutinizer for the aforesaid Postal Ballot process.

2. Dispatch of Notice of Postal Ballot

- 2.1 Pursuant to the General Circulars No. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022 and 11/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022 and December 28, 2022 respectively, issued by the Ministry of Corporate Affairs read with the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, 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 Edition) and Mumbai Lakshadeep (Marathi Edition), having electronic editions, on December 27, 2023 specifying the date & time of the postal ballot period, availability of the notice of postal ballot on Company's website and website of Stock Exchanges, manner of voting through remote e-voting or through e-voting system of the postal ballot, etc.
- 2.2 The Company hosted the notice of postal ballot on its website and the website of the agency providing the platform for remote e-voting during the postal ballot period. The Company also intimated the same to Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited on December 26, 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 Postal Ballot in electronic form on December 26, 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 postal ballot.



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

3. Cut-off date

- 3.1 The Postal Ballot Notice was 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 NSDL and CDSL and whose email IDs are registered with the Company / Depositories / RTA as on Friday, December 22, 2023, being the cut-off date. The total number of members to whom the Notice of Postal Ballot was sent vide electronic mode on December 26, 2023 is 20,741.
- 3.2 On the basis of the Register of Members and the list of Beneficiary Owners made available by the Depository viz. NSDL and CDSL as on the cut-off date on Friday, December 22, 2023, there were total 22,336 members.

4. Postal Ballot by remote e-voting process

- 4.1 The Company had availed e-voting facility offered by 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/>.

The remote e-voting period commenced on **Thursday, December 28, 2023 at 9.00 a.m. IST** and ended on **Friday, January 26, 2024 at 5:00 p.m. IST** and the e-voting module was blocked thereafter. As informed to us, once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.

- 4.2 After the closure of the voting, the report on remote e-voting by postal ballot through electronic voting system was generated in my presence and the voting was diligently scrutinized.
- 4.3 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.



Magia Halwai & Associates

Company Secretaries

- 4.4 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 during the process of postal ballot.
- 4.5 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. January 26, 2024.
- 4.6 The result of postal ballot along with the scrutinizer report shall also be placed on the Company website www.kaya.in and also on the NSDL website and shall be communicated to stock exchange where the Company's shares are listed. The result of postal ballot shall also be displayed at the registered office of the Company.
- 4.7 Our responsibility as a scrutinizer is to give a scrutinizer's report of the votes cast "for" or "against" on all resolutions passed for matters enlisted in the Notice of Postal Ballot issued.
- 4.8 We shall submit this report to the Chairman or any other Authorized Person of the Company after completion of e-voting process.

5. Counting Process

- 5.1 On completion of postal ballot by e-voting, we unblocked the results of the remote e-voting on the NSDL e-voting platform and downloaded the results.

6. Results

- 6.1 Based on the results made available to us, 126 Members had cast their votes through remote e-voting.



Magia Halwai & Associates

Company Secretaries

- 6.2 My report with detailed analysis of Postal Ballot by remote e-voting on the Ordinary Resolutions contained in the Notice of Postal Ballot dated December 21, 2023 is annexed herewith as **Annexure-1**.
- 6.3 Based on the analysis annexed herewith, we report that the Ordinary Resolutions as set out in Item Nos. 1 & 2 of the Notice of Postal Ballot dated December 21, 2023, has been **passed with the requisite majority**.

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 of the Company considers and approves the minutes of the postal ballot.

You may accordingly declare the result of voting through Postal Ballot.

Thanking you.

Yours truly,

For Magia Halwai & Associates (A Peer Reviewed Firm)



Sitansh Magia

Partner

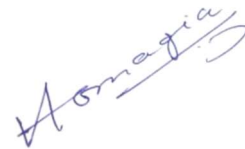
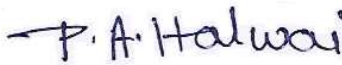
P.R. No.: 1669/2022

ACS 15169

CP 18972

UDIN: A015169E003319778

Witness:



Countersigned and received the report:

Mrs. Pramila Halwai

Mr. Anil Magia

Signed by **Nitika Dalmia**

Company Secretary and Compliance Officer

Authorized by Chairman

Date: January 29, 2024

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

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Annexure - 1

Analysis of Results (Resolution No. 1)

Resolution No.	1
Subject	Approval of Material Related Party Transaction(s) to be entered into with Mr. Harsh Mariwala, pertaining to repayment of loans, availed from him.
Type of Resolution	Ordinary Resolution

Particulars	Postal Ballot Form		Remote e-voting during the Postal Ballot process		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	N.A.	N.A.	112	2,18,937	112	2,18,937	99.26%
Dissent	N.A.	N.A.	14	1,630	14	1,630	0.74%
Abstain	N.A.	N.A.	0	0	0	0	0
Invalid	N.A.	N.A.	0	0	0	0	0
Total	N.A.	N.A.	126	2,20,567	126	2,20,567	100%



Analysis of Results (Resolution No. 2)

Resolution No.	2
Subject	Approval of Material Related Party Transaction(s) to be entered into with Mr. Rajen Mariwala pertaining to repayment of loans, availed from him.
Type of Resolution	Ordinary Resolution

Particulars	Postal Ballot Form		Remote e-voting during the Postal Ballot process		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	N.A.	N.A.	112	2,18,937	112	2,18,937	99.26%
Dissent	N.A.	N.A.	14	1,630	14	1,630	0.74%
Abstain	N.A.	N.A.	0	0	0	0	0
Invalid	N.A.	N.A.	0	0	0	0	0
Total	N.A.	N.A.	126	2,20,567	126	2,20,567	100%

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

For Magia Halwai & Associates (A Peer Reviewed Firm)



Sitansh Magia

Partner

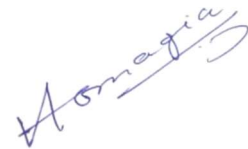
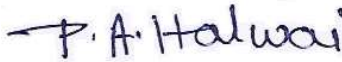
P.R. No.: 1669/2022

ACS 15169

CP 18972

UDIN: A015169E003319778

Witness:



Mrs. Pramila Halwai

Mr. Anil Magia

Date: January 29, 2024

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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