

Kaya Limited

June 27, 2022

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 May 24, 2022

This is further to our letter dated May 25, 2022 submitting the Postal Ballot Notice dated May 24, 2022 (Postal Ballot Notice) to the members seeking;

- 1) Approval of Material Related Party Transaction(s) with Mr. Harsh Mariwala entered into during FY 2021-22
- 2) Approval of Material Related Party Transaction(s) with Mr. Rajen Mariwala entered into during FY 2021-22
- 3) Approval of Material Related Party Transaction(s) to be entered into with Mr. Harsh Mariwala during Financial Year 2022-23, pertaining to availing of loans from him.
- 4) Approval of Material Related Party Transaction(s) to be entered into with Mr. Rajen Mariwala during Financial Year 2022-23 pertaining to availing of loans from him.
- 5) Approval of Material Related Party Transaction(s) to be entered into with Mr. Harsh Mariwala during Financial Year 2022-23, pertaining to repayment of loans, availed from him.
- 6) Approval of Material Related Party Transaction(s) to be entered into with Mr. Rajen Mariwala during Financial Year 2022-23, pertaining to repayment of loans, availed from him.

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 June 27, 2022 In accordance with the said Report, the members of the Company have approved the Resolutions as embodied in the Postal Ballot Notice, with requisite majority by

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

remote e-voting process. The results of the Postal Ballot are announced today i.e. June 27, 2022.

The resolutions embodied in the Postal Ballot Notice shall be deemed to be passed on Friday, June 24, 2022, 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

We request you to take the same on record.

For **Kaya Limited,**

NITIKA

SUNNY

NIRMAL

Nitika Dalmia

**Company Secretary &
Compliance Officer**

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NIRMAL
DN: c=IN, o=PERSONAL, ou=5132,
pseudoym=3149320547369741635,
st=3462738474008887414814956,
6206570879c2, postalCode=421203,
serialNumber=08395078474931156,
c=IN, ou=3462738474008887414814956,
410623955ab1, cn=NITIKA SUNNY
NIRMAL
Date: 2022.06.27 12:10:52 +05'30'

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 : (Special)			2 - Approval of Material Related Party Transaction(s) with Mr. Rajen Mariwala entered into during FY2021-22					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on	% of Votes against on votes
		[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	295661	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	4939506	18371	0.37	16203	2168	88.20	11.80
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		18371	0.37	16203	2168	88.20	11.80
Total		13064091	18371	0.14	16203	2168	88.20	11.80

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postalCode=3149285547369741635b513
4cc73d474ccbb7e1de1e95662e576987
9c2, postalCode=421203, st=Maharashtra,
serialNumber=083150e78d7e9a3115688e1
90a3f4e2a7629629783980715341060999
ab1, cn=NITIKA SUNNY NIRMAL
Date: 2022.06.27 15:03:34 +05'30'

Kaya Limited

Resolution Required : (Ordinary)		3 - Approval of Material Related Party Transaction(s) to be entered into with Mr. Harsh Mariwala during Financial Year 2022-23, pertaining to availing of loans from him						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandi	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes
		[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	295661	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	4939506	18381	0.37	16757	1624	91.16	8.84
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		18381	0.37	16757	1624	91.16	8.84
Total		13064091	18381	0.14	16757	1624	91.16	8.84

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Kaya Limited

Resolution Required : (Ordinary)		5 - Approval of Material Related Party Transaction(s) to be entered into with Mr. Harsh Mariwala during Financial Year 2022-23, pertaining to repayment of loans, availed from him						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
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	295661	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	4939506	18381	0.37	16777	1604	91.27	8.73
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		18381	0.37	16777	1604	91.27	8.73
Total		13064091	18381	0.14	16777	1604	91.27	8.73

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pseudoym=31a7a2a55473e7f141632d5134e
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cn=NITIKA SUNNY NIRMAL
Date: 2022.06.27 15:05:44 +05'30'

Kaya Limited

Resolution Required : (Ordinary)		6 - Approval of Material Related Party Transaction(s) to be entered into with Mr. Rajen Mariwala during Financial Year 2022-23, pertaining to repayment of loans, availed from him						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes	% of Votes against on votes
			[1]	[2]	[3]={{[2]/[1]}*100}	[4]	[5]	[6]={{[4]/[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	295661	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	4939506	18382	0.37	16773	1609	91.25	8.75
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		18382	0.37	16773	1609	91.25	8.75
Total		13064091	18382	0.14	16773	1609	91.25	8.75

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DN: cn=NITIKA-SUNNY, o=PERSONAL, ou=5132,
serialNumber=31, ipAddress=147.39.97.41, c=IN,
136c735a474c030867619149569045
769879c2, postalCode=421203,
ou=India, email=
serialNumber=46350678d75a315668
e198a2b67a7620626783607712411960
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Date: 2022.06.27 15:06:30 +05'30'

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]

June 27, 2022

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 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 20, 22 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") at its Board meeting held on May 24, 2022 to scrutinize the voting conducted through remote e-voting on all resolutions set out in the Notice of Postal Ballot 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 and 20/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 08, 2021 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 May 26, 2022 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 and also intimated the same to Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited on May 25, 2022.
- 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 May 25, 2022 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 May 20, 2022, being the cut-off date. The total number of members to whom the Notice of Postal Ballot was sent vide electronic mode on May 25, 2022 is 23304.
- 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, May 20, 2022, there were total 25437 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, May 26, 2022 at 9.00 a.m. IST** and ended on **Friday, June 24, 2022 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. June 24, 2022.
- 4.6 The result of postal ballot along with the scrutinizer report will 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 will 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, 162 Members had cast their votes through remote e-voting.



The image shows a handwritten signature in blue ink on the left. To its right is a circular official stamp in blue ink. The stamp contains the following text: 'Magia Halwai & Associates' around the top edge, 'ACS:15169' in the center, 'CP: 18972' below it, and 'MUMBAI' at the bottom. The words 'Company Secretaries' are written along the bottom inner edge of the circle.

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

6.2 My report with detailed analysis of Postal Ballot by remote e-voting on each of the Six resolutions contained in the Notice of Postal Ballot dated May 24, 2022 is annexed herewith as **Annexure-1**.

6.3 Based on the analysis annexed herewith, we report that the Two Special Resolutions as set out in the Item Nos. 1 and 2, and Four Ordinary Resolutions as set out in the Item Nos. 3, 4, 5 and 6 of the Notice of Postal Ballot dated May 24, 2022, have 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)

Witness:



Sitansh Magia
Partner

P.R. No.: 1669/2022

ACS 15169

CP 18972

UDIN: A015169D000532499

Ms. Deepali Jadhav

Ms. Parita Shah

Countersigned and received the report:

Signed by **Nitika Dalmia**

Company Secretary and Compliance Officer

Authorized by Chairman

Date: June 27, 2022

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)

Resolution No.	1
Subject	To consider and approve Material Related Party Transaction(s) with Mr. Harsh Mariwala entered into during FY 2021-22
Type of Resolution	Special 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.	137	16,215	137	16,215	88.21%
Dissent	N.A.	N.A.	25	2,168	25	2,168	11.79%
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.	162	18,383	162	18,383	100%

Analysis of Results (Resolution No. 2)

Resolution No.	2
Subject	To consider and approve Material Related Party Transaction(s) with Mr. Rajen Mariwala entered into during FY 2021-22
Type of Resolution	Special 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.	135	16,203	135	16,203	88.20%
Dissent	N.A.	N.A.	25	2,168	25	2,168	11.80%
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.	160	18,371	160	18,371	100%

Analysis of Results (Resolution No. 3)

Resolution No.	3
Subject	To consider and approve Material Related Party Transaction(s) to be entered into with Mr. Harsh Mariwala during Financial Year 2022-23, pertaining to availing of loans 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.	135	16,757	135	16,757	91.16%
Dissent	N.A.	N.A.	26	1,624	26	1,624	8.84%
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.	161	18,381	161	18,381	100%

Analysis of Results (Resolution No. 4)

Resolution No.	4
Subject	To consider and approve Material Related Party Transaction(s) to be entered into with Mr. Rajen Mariwala during Financial Year 2022-23, pertaining to availing of loans 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.	134	16,747	134	16,747	91.11%
Dissent	N.A.	N.A.	27	1,634	27	1,634	8.89%
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.	161	18,381	161	18,381	100%

Analysis of Results (Resolution No. 5)

Resolution No.	5
Subject	To consider and approve Material Related Party Transaction(s) to be entered into with Mr. Harsh Mariwala during Financial Year 2022-23, 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.	137	16,777	137	16,777	91.27%
Dissent	N.A.	N.A.	24	1,604	24	1,604	8.73%
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.	161	18,381	161	18,381	100%

Analysis of Results (Resolution No. 6)

Resolution No.	6
Subject	To consider and approve Material Related Party Transaction(s) to be entered into with Mr. Rajen Mariwala during Financial Year 2022-23, 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.	136	16,773	136	16,773	91.25%
Dissent	N.A.	N.A.	26	1,609	26	1,609	8.75%
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.	162	18,382	162	18,382	100%

Magia Halwai & Associates
Company Secretaries

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

For Magia Halwai & Associates
(A Peer Reviewed Firm)

Witness:



Sitansh Magia

Partner

P.R. No.: 1669/2022

ACS 15169

CP 18972

UDIN: A015169D000532499

Ms. Deepali Jadhav

Ms. Parita Shah

Date: June 27, 2022

Place: Mumbai

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