



| <b>Kaya Limited</b>                    |                       |                           |   |  |                                 |                              |   |   |
|--|-----------------------|---------------------------|---|--|---------------------------------|------------------------------|---|---|
| <b>Resolution Required : (Special)</b> |                       |                           | <b>1 - To approve sale, transfer or disposal of assets exceeding 20% of the assets held by the material subsidiary of the Company</b> |  |                                 |                              |   |   |
| <b>Whether promoter/ promoter</b>      |                       |                           | <b>No</b>   |  |                                 |                              |   |   |
| <b>Category</b>                        | <b>Mode of Voting</b> | <b>No. of shares held</b> | <b>No. of votes polled</b>  | <b>% of Votes Polled on outstanding shares</b> | <b>No. of Votes – in favour</b> | <b>No. of Votes –Against</b> | <b>% of Votes in favour on votes polled</b> | <b>% of Votes against on votes polled</b> |
|  |                       |                           | <b>[1]</b>  | <b>[2]</b>                                     | <b>[3]={[2]/[1]}*100</b>        | <b>[4]</b>                   | <b>[5]</b>                                  | <b>[6]={[4]/[2]}*100</b>                  |
| 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                                      |
|  | <b>Total</b>          |                           | <b>7828924</b>  | <b>100.00</b>                                  | <b>7828924</b>                  | <b>0</b>                     | <b>100.00</b>                               | <b>0.00</b>                               |
| Public Institutions                    | E-Voting              | 285932                    | 174500  | 61.03  | 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                                      |
|  | <b>Total</b>          |                           | <b>174500</b>   | <b>61.03</b>                                   | <b>174500</b>                   | <b>0</b>                     | <b>100.00</b>                               | <b>0.00</b>                               |
| Public Non Institutions                | E-Voting              | 4949235                   | 81940   | 1.66   | 78398                           | 3542                         | 95.68                                       | 4.32                                      |
|  | Poll                  |                           | 0   | 0.00   | 0                               | 0                            | 0.00  | 0.00                                      |
|  | Postal Ballot         |                           | 0   | 0.00   | 0                               | 0                            | 0.00  | 0.00                                      |
|  | <b>Total</b>          |                           | <b>81940</b>  | <b>1.66</b>                                    | <b>78398</b>                    | <b>3542</b>                  | <b>95.68</b>                                | <b>4.32</b>                               |
| <b>Total</b>                           |                       | <b>13064091</b>           | <b>8085364</b>  | <b>61.89</b>                                   | <b>8081822</b>                  | <b>3542</b>                  | <b>99.96</b>                                | <b>0.04</b>                               |

**NITIKA SUNNY NIRMAL**

Digitally signed by NITIKA SUNNY NIRMAL  
 DN: c=IN, o=PERSONAL, ou=5132,  
 postalCode=95064082948887816380  
 6062257,  
 2.5.4.20=48377324688818a4b4c1e  
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 serialNumber=6828757678671956891  
 8626872762862878396071394109039959  
 81, cn=NITIKA SUNNY NIRMAL,  
 Date: 2023.10.05 13:24:54 +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]

October 5, 2023

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 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") at its Board meeting held on August 24, 2023 to scrutinize the voting conducted through remote e-voting on all resolutions set out in the Notice of Postal Ballot dated August 30, 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 and 3/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 05, 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 September 5, 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 September 4, 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 September 4, 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, 12<sup>th</sup> Floor, Navjivan Commercial Premises Co-op Hsg. Soc. (Gate no. 2), Lamington Road, Mumbai Central, Mumbai 400008.

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

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

### 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, September 1, 2023, being the cut-off date. The total number of members to whom the Notice of Postal Ballot was sent vide electronic mode on September 4, 2023 is 21522.
- 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, September 1, 2023, there were total 23169 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 **Tuesday, September 5, 2023 at 9.00 a.m. IST** and ended on **Wednesday, October 4, 2023 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.



The image shows a handwritten signature in blue ink on the left and a circular blue ink stamp on the right. The stamp contains the text: 'Magia Halwai & Associates', 'ACS:15169', 'CP: 18972', 'MUMBAI', and 'Company Secretaries'.

# 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. October 4, 2023.
- 4.6 The result of postal ballot along with the scrutinizer report will also be placed on the Company website [www.kaya.in](http://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, 197 Members had cast their votes through remote e-voting.



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

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

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



**Annexure - 1**

**Analysis of Results (Resolution No. 1)**

|                           |  |
|---------------------------|--|
| <b>Resolution No.</b>     | 1  |
| <b>Subject</b>            | Approve sale, transfer or disposal of assets exceeding 20% of the assets held by the material subsidiary of the Company. |
| <b>Type of Resolution</b> | 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)      |   |
| <b>Assent</b>  | N.A.               | N.A.        | 174  | 80,81,822        | 174        | 80,81,822        | 99.96%  |
| <b>Dissent</b> | N.A.               | N.A.        | 23   | 3,542            | 23         | 3,542            | 0.04%   |
| <b>Abstain</b> | N.A.               | N.A.        | 0  | 0                | 0          | 0                | 0   |
| <b>Invalid</b> | N.A.               | N.A.        | 0  | 0                | 0          | 0                | 0   |
| <b>Total</b>   | <b>N.A.</b>        | <b>N.A.</b> | <b>197</b>                                       | <b>80,85,364</b> | <b>197</b> | <b>80,85,364</b> | <b>100%</b>   |

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

**For Magia Halwai & Associates (A Peer Reviewed Firm)**



**Sitansh Magia**

**Partner**

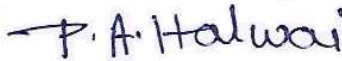
**P.R. No.: 1669/2022**

**ACS 15169**

**CP 18972**

**UDIN: A015169E001184865**

Witness:



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

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

**Date:** October 5, 2023

**Place:** Mumbai

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

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