

# Kaya Limited

May 25, 2022

To,  
The Secretary  
BSE Limited  
1<sup>st</sup> 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 and the General Circular No. 20/2021 dated December 08, 2021 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 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 (“**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):

## **Special Resolution:**

- 1) To approve Material Related Party Transaction(s) with Mr. Harsh Mariwala entered into during FY 2021-22
- 2) To approve Material Related Party Transaction(s) with Mr. Rajen Mariwala entered into during FY 2021-22

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](http://www.kaya.in)

CIN: L85190MH2003PLC139763

# Kaya Limited

## Ordinary Resolutions:

- 3) To 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.
- 4) To 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.
- 5) To 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.
- 6) To 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.

Pursuant to Regulation 30 of SEBI LODR Regulations and other applicable provisions, please find enclosed a copy of the Postal Ballot Notice dated May 24, 2022 (“Postal Ballot Notice”) along with the Explanatory Statement. The same is being made available on the Company’s website [www.kaya.in](http://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 **May 20, 2022, being the cut-off date.**

The remote e-voting period will commence on **Thursday, May 26, 2022 at 9:00 a.m. IST and end on Friday, June 24, 2022 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 June 28, 2022.**

# Kaya Limited

Members who have not submitted their e-mail IDs, are requested to submit their e-mail IDs with Link Intime India Pvt. Ltd. at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or the Company by following the procedure provided in the Postal Ballot Notice, in respect of both physical and electronic holdings

We request you to take the same on record.

For **Kaya Limited,**

NITIKA SUNNY  
NIRMAL



**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](http://www.kaya.in)

CIN: L85190MH2003PLC139763

## 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 and the General Circular No. 3/2021 dated May 05, 2022 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 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 (“**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, 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) with Mr. Harsh Mariwala entered into during FY 2021-22

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

“**RESOLVED THAT** pursuant to Regulation 23 and such other applicable provisions, 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**”), the Material Related Party Transaction(s) entered into between Mr. Harsh Mariwala and the Company comprising the loans availed by the Company from Mr. Harsh Mariwala, during Financial Year 2021-22 for an aggregate value of Rs. 30,67,00,000/- (Rupees Thirty Crores Sixty Seven Lakhs only) be and are hereby approved and that the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary to give effect to this approval being given by the shareholders.”

##### ITEM NO. 2

#### Approval of Material Related Party Transaction(s) with Mr. Rajen Mariwala entered into during FY2021-22

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

“**RESOLVED THAT** pursuant to Regulation 23 and such other applicable provisions, 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**”), the Material Related Party Transaction(s) entered into between Mr. Rajen Mariwala and the Company comprising loans availed by the Company from Mr. Rajen Mariwala, during Financial Year 2021-22 for an aggregate value of Rs. 38,36,00,000/- (Rupees Thirty Eight Crores Thirty Six Lakhs only) be and are hereby approved and that the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary to give effect to this approval being given by the shareholders.”

### ITEM NO. 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**

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**”), the approval of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) to be entered into with Mr. Harsh Mariwala, Chairman & Managing Director of the Company, pertaining to availing of one or more loans from him, during the Financial Year 2022-23 such that the aggregate value at any one point in time does not exceed Rs.40,00,00,000/- (Rupees Forty Crores Only) and that the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary to give effect to this approval being given by the shareholders.”

### ITEM NO. 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**

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**”), , the approval of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) to be entered into with Mr. Rajen Mariwala, Non- Executive Director, pertaining to availing of one or more loans from him, during the Financial Year 2022-23 such that the aggregate value at any one point in time does not exceed Rs.40,00,00,000/- (Rupees Forty Crores Only) and that the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary to give effect to this approval being given by the shareholders.”

### ITEM NO. 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**

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**”), the approval of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) to be entered into with Mr. Harsh Mariwala, Chairman & Managing Director of the Company, pertaining to repayment of loans availed from him, in one or more tranches such that the aggregate value at any one point in time does not exceed Rs. 86,86,00,000/- (Rupees Eighty Six Crores Eighty Six Lacs Only) in the financial year 2022-23 and as detailed in the Explanatory Statement annexed to this Notice and that the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary to give effect to this approval being given by the shareholders.”

### ITEM NO. 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**

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**”), for the time being in force), the approval of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) to be entered into with Mr. Rajen Mariwala, Non-Executive Director of the Company, pertaining to repayment of loans availed from him, in one or more tranches such that the aggregate value at any one point in time does not exceed Rs.86,86,00,000/- (Rupees Eighty Six Crores Eighty Six Lacs Only) in the financial year 2022-23 and as detailed in the Explanatory Statement annexed to this Notice and that the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary to give effect to this approval being given by the shareholders.”

**Date :** May 24, 2022

**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 Ministry of Corporate Affairs, Government of India’s General Circular No.14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 08, 2021 and the General Circular No. 3/2021 dated May 5, 2022 (“MCA Circulars”), and Secretarial Standard on General Meetings and 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 (‘SEBI Circulars’), 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 Link Intime India Private Limited, the Share Transfer Agent of the Company (“LIPL/RTA”) as on Friday, May 20, 2022 (‘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 “SEBI (LODR) 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](http://www.kaya.in) and the website of NSDL i.e. [www.nsdl.co.in](http://www.nsdl.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](http://www.bseindia.com)) and National Stock Exchange of India Ltd. ([www.nseindia.com](http://www.nseindia.com)).
6. The remote e-voting period commences on Thursday, May 26, 2022 at 9:00 A.M. and ends on Friday, June 24, 2022 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.
7. The board of directors ("Board") of the Company appointed Mr. Sitansh Magia, (Membership No.:- A15169), Practicing Company Secretary, as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
8. 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 evoting at the registered office of the Company i.e. on or before June 28, 2022.
9. The result of the Postal Ballot along with the Scrutinizer's Report will also be placed on the Company's website [www.kaya.in](http://www.kaya.in) and also on the NSDL's website [www.nsdl.co.in](http://www.nsdl.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.
10. 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.
11. 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](https://linkintime.co.in/emailreg/email_register.html) in their website [www.linkintime.co.in](http://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](mailto: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.
12. 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.

**A. Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:**

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in demat mode with NSDL.</b></p>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>



Type of shareholders	Login Method
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B. 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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.

4. 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](http://www.evoting.nsdl.com).
    - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) 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](mailto: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](mailto: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.co.in](mailto:evoting@nsdl.co.in) 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.
13. The vote in this Postal Ballot cannot be exercised through proxy.
14. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to [investorrelations@kaya.in](mailto:investorrelations@kaya.in) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.

**Date :** May 24, 2022

**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 to 6**

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

**Detail(s) of Transaction and Approvals Sought**

During the year ended on March 31, 2022 (FY22), the Company availed loans from its Director namely, Mr. Harsh Mariwala and Mr. Rajen Mariwala (both related parties), from time to time. During March 2022, the quantum of such loans taken crossed the materiality threshold of 10% of the consolidated turnover of the Company. In terms of the Company's Policy on Disclosure on Material Events/Information, such loans being material related party transactions require shareholder approval by way of a Special Resolution.

The Board also anticipates that during the financial year ending on March 31, 2023 (FY23), the Company will require loans from Mr Harsh Mariwala and Mr Rajen Mariwala ( both related parties) from time to time. It is expected that such loans during FY 23 will cross the materiality threshold. In terms of the Company's revised Policy on Disclosure on Material Events/ Information w.e.f. May 24, 2022, such loans being material related party transactions require shareholder approval by way of an Ordinary Resolution.

The Board also anticipates that during the financial year ending on March 31, 2023 (FY23), the Company will repay such loans to both Mr Harsh Mariwala and Mr Rajen Mariwala ( both related parties) from time to time. It is expected that such repayment of loans during FY 23 will cross the materiality threshold. In terms of the Company's revised Policy on Disclosure on Material Events/Information w.e.f. May 24, 2022, such re-payment of loans being material related party transactions require shareholder approval by way of an Ordinary Resolution.

Approval of the Members of the Company is, therefore, being sought in terms of Regulation 23 of the SEBI LODR, 2015 and other applicable provisions by way of passing of Special Resolutions for item no. 1 & 2 and Ordinary Resolutions for item no. 3 to 6 for the aforesaid Material Related Party Transactions, and as detailed in Annexure A.

No related party shall vote to approve such resolution(s) whether an entity is a related party to the particular transaction or not.

The 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 the Notice for approval by the Members.

**Date :** May 24, 2022

**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 SEBI (LODR) Regulations, 2015 are as follows:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>	
1	Name of Related Party	Harsh Mariwala	Rajen Mariwala
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	Availing of loan and repayment of the same loans	Availing of loan and repayment of the same loans
4	Tenure of the transaction/proposed transaction (particular tenure shall be specified)	Pertaining to loans availed during F.Y. 22 and to be availed and repaid during F.Y. 23.	
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)	FY22 – 30.67 Crores FY23- Availing loan – 40 Crores Repayment of Loan – 86.86 Crores	FY22 – 38.36 Crores FY23- Availing loan – 40 Crores Repayment of Loan – 86.86 Crores
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)	FY 22 – 11.15% FY 23 – 12.35% & 26.81%	FY 22 – 13.95% FY 23 – 12.35% & 26.81%
10	If the transaction relates to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured the nature of security; and iv) 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	

**Date :** May 24, 2022

**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.