

# Kaya Limited

September 19, 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

Dear Sir/Madam,

**Subject: Results of Postal Ballot - Notice dated August 1, 2022**

This is further to our letter dated August 17, 2022 submitting the Postal Ballot Notice dated August 1, 2022 to the members seeking;

- a) Amendments to the Kaya Employee Stock Option Plan, 2021.
- b) Grant of employee stock options to eligible employees of the Company's subsidiaries under the amended Kaya Employee Stock Option Plan 2021

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 September 19, 2022. In accordance with the said Report, the members of the Company have approved the Special Resolutions 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. September 19, 2022.

The resolutions embodied in the Postal Ballot Notice shall be deemed to be passed on Friday, September 16, 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](http://www.kaya.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

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



<b>Kaya Limited</b>								
<b>Resolution Required : (Special)</b>			<b>1 - To approve Amendments to the Kaya Employee Stock Option Plan, 2021</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</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</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes –Against</b>	<b>% of Votes in favour on</b>	<b>% of Votes against on</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>	<b>[7]={[5]/[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	284438	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
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	4950729	39532	0.80	29546	9986	74.74	25.26
	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>39532</b>	<b>0.80</b>	<b>29546</b>	<b>9986</b>	<b>74.74</b>	<b>25.26</b>
<b>Total</b>		<b>13064091</b>	<b>7868456</b>	<b>60.23</b>	<b>7858470</b>	<b>9986</b>	<b>99.87</b>	<b>0.13</b>

**NITIKA  
SUNNY  
NIRMAL**

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 Date: 2022.09.19 14:04:01 +05'30'

Kaya Limited								
Resolution Required : (Special)			2 - To approve Grant of employee stock options to eligible employees of the Company's subsidiaries under the amended Kaya Employee Stock Option Plan, 2021					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandi	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	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	7828924	7828924	100.00	7828924	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<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	284438	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
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	4950729	39242	0.79	29106	10136	74.17	25.83
	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>39242</b>	<b>0.79</b>	<b>29106</b>	<b>10136</b>	<b>74.17</b>	<b>25.83</b>
<b>Total</b>		<b>13064091</b>	<b>7868166</b>	<b>60.23</b>	<b>7858030</b>	<b>10136</b>	<b>99.87</b>	<b>0.13</b>

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NIRMAL

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## SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

September 19, 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 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 1, 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, 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 August 20, 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 August 17, 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 August 17, 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, 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, August 12, 2022, being the cut-off date. The total number of members to whom the Notice of Postal Ballot was sent vide electronic mode on August 17, 2022 is 23318.
- 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, August 12, 2022, there were total 25300 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, August 18, 2022 at 9.00 a.m. IST** and ended on **Friday, September 16, 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. September 16, 2022.
- 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, 269 Members had cast their votes through remote e-voting.







**Annexure - 1**

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

<b>Resolution No.</b>	1
<b>Subject</b>	Amendments to the Kaya Employee Stock Option Plan, 2021
<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.	234	78,58,470	234	78,58,470	99.87%
<b>Dissent</b>	N.A.	N.A.	35	9,986	35	9,986	00.13%
<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>269</b>	<b>78,68,456</b>	<b>269</b>	<b>78,68,456</b>	<b>100%</b>

**Analysis of Results (Resolution No. 2)**

<b>Resolution No.</b>	2
<b>Subject</b>	Grant of employee stock options to eligible employees of the Company's subsidiaries under the amended Kaya Employee Stock Option Plan 2021
<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.	233	78,58,030	233	78,58,030	99.87%
<b>Dissent</b>	N.A.	N.A.	36	10,136	36	10,136	00.13%
<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>269</b>	<b>78,68,166</b>	<b>269</b>	<b>78,68,166</b>	<b>100%</b>

*Rohith*



**Magia Halwai & Associates**  
Company Secretaries

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: A015169D000995676**

Witness:



**Ms. Nisha Tevar**



**Ms. Parita Shah**

**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