Kaya Limited

September 7, 2026

To,

BSE Limited
Market Operations Department,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001
BSE Scrip Code: 539276

National Stock Exchange of India Limited
'Exchange Plaza', 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra(E), Mumbai 400051
NSE Symbol: KAYA

Subject: Voting Result and the Scrutinizer's Report – Extraordinary General Meeting ("EGM" or "the Meeting")

Dear Sir/ Madam,

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Voting Results of the businesses transacted at the EGM of the Company held on Saturday, September 05, 2026 at 10:00 a.m. IST through Video Conferencing and Other Audio-Visual Means.

Also enclosed is the Consolidated Report of the Scrutinizer on remote e-voting conducted prior to and during the EGM.

The aforementioned documents are being uploaded on the website of the Company at www.kaya.in and on the website of NSDL at www.evoting.nsdl.com.

Kindly take the above on record.

For Kaya Limited,

SHILPA ASHUTOSH RATHI

Digitally signed by SHILPA ASHUTOSH RATHI
Date: 2026.09.07 12:33:15 +05'30'

Shilpa Rathi
Company Secretary &
Compliance Officer

Encl: A/a

Kaya Limited

Details of the voting results as per Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of the EGM	Saturday, September 5, 2026
Total number of shareholders on record date	18146
No. of shareholders present in the meeting either in person or through proxy Promoters and Promoters Group: Public:	No arrangement for a physical meeting or appointment of proxy was made as the Meeting was held through video conferencing/ other audio-visual means
Total No. of shareholders attended the meeting through video conferencing/ other audio-visual means	57
Promoters and Promoters Group:	16
Public:	41

Resolution (1)

Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	To consider and approve issue of equity shares on preferential basis to the identified person and other matters related thereto.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7810924	7792924	99.7696	7792924	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	7810924	7792924	99.7696	7792924	0	100.0000	0.0000
Public- Institutions	E-Voting	596722	203354	34.0785	203354	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	596722	203354	34.0785	203354	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6779963	4493	0.0663	4481	12	99.7329	0.2671
	Poll							
	Postal Ballot (if applicable)							
	Total	6779963	4493	0.0663	4481	12	99.7329	0.2671
Total		15187609	8000771	52.6796	8000759	12	99.9999	0.0001

Whether resolution is Pass or Not.	Yes
Disclosure of notes on resolution	Add Notes

Resolution (2)

Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	To appoint Mr. Harsh Mariwala (DIN: 00210342) as Chairman and Non Executive Director with effect from November 01, 2026 upon completion of his term as Chairman and Managing Director

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7810924	7507832	96.1196	7507832	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	7810924	7507832	96.1196	7507832	0	100.0000	0.0000
Public- Institutions	E-Voting	596722	203354	34.0785	203354	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	596722	203354	34.0785	203354	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6779963	2094561	30.8934	2094549	12	99.9994	0.0006
	Poll							
	Postal Ballot (if applicable)							
	Total	6779963	2094561	30.8934	2094549	12	99.9994	0.0006
Total		15187609	9805747	64.5641	9805735	12	99.9999	0.0001

Whether resolution is Pass or Not.	Yes
Disclosure of notes on resolution	Add Notes

Resolution (3)

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	To approve the appointment of Mr. Rishabh Mariwala (DIN: 03072284) as Managing Director of the Company for a period of five (5) consecutive years with effect from November 01, 2026

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7810924	7530924	96.4153	7530924	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	7810924	7530924	96.4153	7530924	0	100.0000	0.0000
Public- Institutions	E-Voting	596722	203354	34.0785	203354	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	596722	203354	34.0785	203354	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6779963	2094561	30.8934	2094549	12	99.9994	0.0006
	Poll							
	Postal Ballot (if applicable)							
	Total	6779963	2094561	30.8934	2094549	12	99.9994	0.0006
Total		15187609	9828839	64.7162	9828827	12	99.9999	0.0001

Whether resolution is Pass or Not.	Yes
Disclosure of notes on resolution	Add Notes

Resolution (4)

Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Amendments to the Kaya Employee Stock Option Plan, 2021

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7810924	7792924	99.7696	7792924	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	7810924	7792924	99.7696	7792924	0	100.0000	0.0000
Public- Institutions	E-Voting	596722	203354	34.0785	203354	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	596722	203354	34.0785	203354	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6779963	2094561	30.8934	2094549	12	99.9994	0.0006
	Poll							
	Postal Ballot (if applicable)							
	Total	6779963	2094561	30.8934	2094549	12	99.9994	0.0006
Total		15187609	10090839	66.4413	10090827	12	99.9999	0.0001

Whether resolution is Pass or Not.	Yes
Disclosure of notes on resolution	Add Notes

Magia Halwai & Associates
Company Secretaries

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 5, 2026

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

Extra Ordinary General Meeting ('EGM') of the Equity Shareholders of Kaya Limited held on Saturday, September 05, 2026 at 10.00 a.m. IST through Video Conferencing / Other Audio-Visual Means.

Subject: Combined Report on remote e-voting and e-voting at the EGM conducted pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014 including subsequent amendments thereto from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), at the Extra Ordinary General Meeting ("EGM").

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 meeting held on August 10, 2026 to scrutinize the voting conducted through remote e-voting and e-voting at the EGM on all Four resolutions set out in the Notice convening the EGM in a fair and transparent manner.

Gautam Bhandari

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CP: 18972
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Add: Office No. 127, Gr. Flr., Raghuleela Mega Mall, Behind Poisar Bus Depot, Kandivali (W), Mumbai-400067.
Emails: sitansh.mha@gmail.com : rohith.mha@gmail.com
Mob: +91 8169 822 764 : +91 9820 722 963 : Landline: +91 22 4970 2955

1.2 In accordance with the Articles of Association of the Company, Mr. Gautam Bhandari, shareholder of the Company (not being an employee) was appointed as another Scrutinizer for the aforesaid purpose by the Chairman of the EGM.

2. Dispatch of Notice convening the EGM

2.1 Pursuant to the General Circulars No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 11/2022, 09/2023, 09/2024 and 03/2025 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024, and September 22, 2025 respectively issued by the Ministry of Corporate Affairs, and in accordance with Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, issued by Securities & Exchange Board of India, companies are allowed to hold the EGM through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue amongst other relaxations. Further, in terms of clause (v) of sub-rule 4 of Rule 20 of the Rules, an advertisement was published in the Financial Express (English) and Mumbai Lakshdeep (Marathi edition), on Thursday, August 13, 2026 specifying the date & time of the EGM, availability of the notice of EGM on Company's website and website of Stock Exchanges, manner of voting through remote e-voting or through e-voting system at the time of EGM, etc.

2.2 The Company hosted the notice of EGM on its website and website of the agency providing the platform for remote e-voting and e-voting during the EGM, and also intimated the same to Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited on August 12, 2026.

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 EGM dated August 10, 2026 in electronic form on August 12, 2026 to those shareholders whose e-mail addresses were registered with the Company. The detailed procedure for e-voting was contained in the Notice of EGM.

Gautam Bhandari

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Company Secretaries

3. **Cut-off date**

3.1 **The cut-off date (record date)** for determining members entitled to participate in the remote e-voting or voting at the EGM through e-voting system was fixed by the Company as **Monday, August 31, 2026**.

3.2 On the basis of the Register of Members and the list of Beneficiary Owners made available by the Depository viz. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the Cut-Off Date of Monday, August 31, 2026 there were total 18,146 members.

4. **Remote e-voting process and e-voting during the EGM**

4.1 The Company had availed e-voting facility offered by National Securities Depository Limited ("**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/.

4.2 The remote e-voting period commenced on **Wednesday, September 02, 2026 at 9.00 a.m. IST** and ended on **Friday, September 04, 2026 at 5:00 p.m. IST** and the e-voting module was blocked thereafter.

4.3 Further, during the EGM, only the members who were attending the EGM through Video Conferencing / Other Audio-Visual Means and who have not cast their votes through remote e-voting were allowed to vote through e-voting.

4.4 After the closure of the voting at the EGM, the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.

4.5 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.

Gautam Bhandari

Magia Halwai & Associates Company Secretaries
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4.6 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 or e-voting during the EGM for the resolutions contained in the Notice to the EGM of the Equity Shareholders of the Company.

4.7 Our responsibility as a scrutinizer and to give a combined scrutinizer's report of the votes cast "for" or "against" on all three resolutions stated in the Notice of the EGM is based on the reports generated from the e-voting system for remote e-voting and votes cast during the EGM through the said e-voting system.

5. Counting Process

5.1 On completion of e-voting during the EGM, we unblocked the results of the remote e-voting and e-voting by members at the EGM, on the NSDL e-voting platform and downloaded the results.

6. Results

6.1 Based on the results made available to us:

a) 83 Members had cast their votes through remote e-voting.
b) 1 Member had cast their votes through e-voting during the EGM.

6.2 My report with detailed analysis of remote e-voting and e-voting during the EGM on each of the Four resolutions contained in the Notice dated August 10, 2026 calling EGM on September 05, 2026 is annexed herewith as **Annexure-1.**

6.3 Based on the analysis annexed herewith, we report that the Three Special Resolutions and One Ordinary Resolution as set out in the Item Nos. 1, 2, 4, and 3 respectively, of the Notice of the EGM dated August 10, 2026, have been **passed with the requisite majority**.

Gautam Bhandari

Magia Halwai & Associates
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Company Secretaries

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 considers, approves and signs the minutes of the EGM.

Thanking you.

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

Magia Halwai & Associates Company Secretaries ACS:15169 CP: 18972 MUMBAI

Gautam Bhandari

Sitansh Magia
Partner
P.R. No.: 1669/2022
ACS 15169
CP 18972
UDIN: A015169H001384163

Gautam Bhandari
(Shareholder Scrutinizer)

Witness:

P. A. Halwai

A. Magia

Mrs. Pramila Halwai **Mr. Anil Magia**

Countersigned and received the report:

SHILPA ASHUTOSH RATHI Digitally signed by SHILPA ASHUTOSH RATHI Date: 2026.09.07 10:07:01 +05'30'

Signed by Mrs. Shilpa Rathi
Company Secretary and Compliance Officer
Authorized by Chairman

Date: September 5, 2026
Place: Mumbai

Annexure - 1

Analysis of Results

Resolution No.	1 *[given as Item No. 1 of the Notice of EGM]*
Subject	To consider and approve issue of 18,24,150 equity shares of Rs. 10/- each (at a consideration of Rs. 274.10/- per equity share including premium) on preferential basis to the identified person and other matters related thereto.
Type of Resolution	Special Resolution

Particulars	**Remote e-voting**		**e-voting at the EGM**		**Total Valid Votes**		**Percentage of total number of valid votes cast** (Rounded off to two-digit decimal)
	Number	**Votes (A)**	**Number**	**Votes (B)**	**Number**	**Votes (A+B)**	
Assent	72	80,00,758	1	1	73	80,00,759	99.9999%
Dissent	10	12	0	0	10	12	0.0001%
Abstain	0	0	0	0	0	0	0
Invalid	0	0	0	0	N.A.	N.A.	N.A.
Total Valid Votes	**82**	**80,00,770**	**1**	**1**	**83**	**80,00,771**	**100%**

Gautam Bhandari

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Magia Halwai & Associates Company Secretaries

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Analysis of Results

Resolution No.	2 *[given as Item No. 2 of the Notice of EGM]*
Subject	To appoint Mr. Harsh Mariwala (DIN: 00210342) as Chairman and Non-Executive Director with effect from November 01, 2026 upon completion of his term as Chairman and Managing Director
Type of Resolution	Special Resolution

Particulars	**Remote e-voting**		**e-voting at the EGM**		**Total Valid Votes**		**Percentage of total number of valid votes cast** (Rounded off to two-digit decimal)
	Number	**Votes (A)**	**Number**	**Votes (B)**	**Number**	**Votes (A+B)**	
Assent	72	98,05,734	1	1	73	98,05,735	99.9999%
Dissent	10	12	0	0	10	12	0.0001%
Abstain	0	0	0	0	0	0	0
Invalid	0	0	0	0	N.A.	N.A.	N.A.
Total Valid Votes	**82**	**98,05,746**	**1**	**1**	**83**	**98,05,747**	**100%**

Gautam Bhandari

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Analysis of Results

Resolution No.	3 *[given as Item No. 3 of the Notice of EGM]*
Subject	To approve the appointment of Mr. Rishabh Mariwala (DIN: 03072284) as Managing Director of the Company for a period of five (5) consecutive years with effect from November 01, 2026
Type of Resolution	Ordinary Resolution

Particulars	**Remote e-voting**		**e-voting at the EGM**		**Total Valid Votes**		**Percentage of total number of valid votes cast** (Rounded off to two-digit decimal)
	Number	**Votes (A)**	**Number**	**Votes (B)**	**Number**	**Votes (A+B)**	
Assent	72	98,28,826	1	1	73	98,28,827	99.9999%
Dissent	10	12	0	0	10	12	0.0001%
Abstain	0	0	0	0	0	0	0
Invalid	0	0	0	0	N.A.	N.A.	N.A.
Total Valid Votes	**82**	**98,28,838**	**1**	**1**	**83**	**98,28,839**	**100%**

Gautam Bhandari

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Magia Halwai & Associates
Company Secretaries

Analysis of Results

Resolution No.	4 *[given as Item No. 4 of the Notice of EGM]*
Subject	Amendments to the Kaya Employee Stock Option Plan, 2021
Type of Resolution	Special Resolution

Particulars	**Remote e-voting**		**e-voting at the EGM**		**Total Valid Votes**		**Percentage of total number of valid votes cast** (Rounded off to two-digit decimal)
	Number	**Votes (A)**	**Number**	**Votes (B)**	**Number**	**Votes (A+B)**	
Assent	73	100,90,826	1	1	74	100,90,827	99.9999%
Dissent	10	12	0	0	10	12	0.0001%
Abstain	0	0	0	0	0	0	0
Invalid	0	0	0	0	N.A.	N.A.	N.A.
Total Valid Votes	**83**	**100,90,838**	**1**	**1**	**84**	**100,90,839**	**100%**

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

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

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MUMBAI

Gautam Bhandari

Sitansh Magia
Partner
P.R. No.: 1669/2022
ACS 15169
CP 18972
UDIN: A015169H001384163

Gautam Bhandari
(Shareholder Scrutinizer)

Witness:

P. A. Halwai

Mrs. Pramila Halwai **Mr. Anil Magia**

Date: September 5, 2026
Place: Mumbai

Add: **Office No. 127, Gr. Flr., Raghuleela Mega Mall, Behind Poisar Bus Depot, Kandivali (W), Mumbai-400067.**
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