

Kaya Limited

March 11, 2025

To,
The Secretary
BSE Limited
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001
BSE Scrip Code: 539276

The Manager
National Stock Exchange of India Limited
Exchange Plaza, C/1, Block G, Bandra
Kurla Complex, Bandra (East),
Mumbai 400 051
NSE Symbol: KAYA

Dear Sir/Madam,

Subject: Results of Postal Ballot - Notice dated January 28, 2025

In continuation to our letter dated February 7, 2025 titled 'Notice of Postal Ballot' please find enclosed;

1. Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Report of Scrutinizer dated March 11, 2025

The resolutions as set out in the postal ballot notice have been duly passed by the shareholders through remote e-voting process with requisite majority.

For **Kaya Limited**,

NITIKA
SUNNY
NIRMAL

Digitally signed
by NITIKA
SUNNY NIRMAL
Date: 2025.03.11
14:12:34 +05'30'

Nitika Dalmia
Company Secretary &
Compliance Officer
Encl: A/a

Kaya Limited

Resolution Required :Ordinary			1 - Approval of Material Related Party Transaction(s) to be entered into with Mr. Harsh Mariwala, pertaining to repayment of loans					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Institutions	E-Voting	604053	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	4682564	158569	3.39	156760	1809	98.86	1.14
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		158569	3.39	156760	1809	98.86	1.14
Total		13097541	158569	1.21	156760	1809	98.86	1.14

Kaya Limited

Resolution Required :Ordinary			2 - Approval of Material Related Party Transaction(s) to be entered into with Mr. Rajen Mariwala, pertaining to repayment of loans					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	0	0.00	0	0	0.0	0.0
	Poll		0	0.00	0	0	0.0	0.0
	Postal Ballot		0	0.00	0	0	0.0	0.0
	Total		0	0.00	0	0	0.0	0.0
Public Institutions	E-Voting	604053	0	0.00	0	0	0.0	0.0
	Poll		0	0.00	0	0	0.0	0.0
	Postal Ballot		0	0.00	0	0	0.0	0.0
	Total		0	0.00	0	0	0.0	0.0
Public Non Institutions	E-Voting	4682564	158563	3.39	156754	1809	98.9	1.1
	Poll		0	0.00	0	0	0.0	0.0
	Postal Ballot		0	0.00	0	0	0.0	0.0
	Total		158563	3.39	156754	1809	98.9	1.1
Total		13097541	158563	1.21	156754	1809	98.9	1.1

Kaya Limited

Resolution Required :Ordinary			3 - Appointment of Mr. Nikhil Khattau (DIN: 00017880) as a Non-Independent Non- Executive Director of the Company					
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 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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	7810924	6387514	81.78	6387514	0	100.0000	0.0000
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		6387514	81.78	6387514	0	100.00	0.00
Public Institutions	E-Voting	604053	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	4682564	158563	3.39	158347	216	99.86	0.14
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		158563	3.39	158347	216	99.86	0.14
Total		13097541	6546077	49.98	6545861	216	100.00	0.00

Kaya Limited

Resolution Required :Special			4 - Appointment of Vivek Anant Karve (DIN : 06840707) as an Independent Director of the Company					
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 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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	7810924	6387514	81.78	6387514	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
	Total		6387514	81.78	6387514	0	100.00	0.00
Public Institutions	E-Voting	604053	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	4682564	158563	3.39	158347	216	99.86	0.14
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		158563	3.39	158347	216	99.86	0.14
Total		13097541	6546077	49.98	6545861	216	100.00	0.00

Kaya Limited

Resolution Required :Special			5 - Appointment of Ms. Anita Belani (DIN : 01532511) as an Independent Director of the Company					
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 outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	7810924	6387514	81.78	6387514	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
	Total		6387514	81.78	6387514	0	100.00	0.00
Public Institutions	E-Voting	604053	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	4682564	158563	3.39	158347	216	99.86	0.14
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		158563	3.39	158347	216	99.86	0.14
Total		13097541	6546077	49.98	6545861	216	100.00	0.00

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]

March 11, 2025

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 as per 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**") on January 28, 2025 to scrutinize the voting conducted through remote e-voting on all resolutions set out in the Notice of Postal Ballot dated January 28, 2025 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, 3/2022, 11/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 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, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 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, 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 February 8, 2025 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 February 7, 2025.



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 February 07, 2025 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.

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, January 31, 2025, being the cut-off date. The total number of members to whom the Notice of Postal Ballot was sent vide electronic mode on February 07, 2025 is 18,819.

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, January 31, 2025, there were total 20,160 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 **Saturday, February 8, 2025 at 9.00 a.m. IST** and ended on **Sunday, March 9, 2025 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.



Magia Halwai & Associates

Company Secretaries

- 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.
- 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. March 9, 2025.
- 4.6 The result of postal ballot along with the scrutinizer report shall also be placed on the Company website www.kaya.in and also on the NSDL website and shall be communicated to stock exchange where the Company's shares are listed. The result of postal ballot shall 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.



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

Emails: sitansh.mha@gmail.com : rohith.mha@gmail.com

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

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, 131 Members had cast their votes through remote e-voting.
- 6.2 My report with detailed analysis of Postal Ballot by remote e-voting on the Ordinary as well as Special Resolutions contained in the Notice of Postal Ballot dated January 28, 2025, is annexed herewith as **Annexure-1**.
- 6.3 Based on the analysis annexed herewith, we report that the Ordinary Resolutions as set out in Item Nos. 1, 2 & 3 as well as Special Resolutions as set out in Item Nos. 4 & 5 of the Notice of Postal Ballot dated January 28, 2025, has been **passed with the requisite majority**.

The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman of the Company considers and approves the minutes of the postal ballot.



Magia Halwai & Associates
Company Secretaries

You may accordingly declare the result of voting through Postal Ballot.

Thanking you.

Yours truly,

For Magia Halwai & Associates (A Peer Reviewed Firm)



Sitansh Magia

Partner

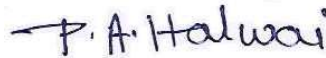
P.R. No.: 1669/2022

ACS 15169

CP 18972

UDIN: A015169F004079891

Witness:



Countersigned and received the report:

Mrs. Pramila Halwai

Mr. Anil Magia

NITIKA SUNNY NIRMAL
Digitally signed by
NITIKA SUNNY NIRMAL
Date: 2025.03.11
13:57:11 +05'30'

Signed by **Nitika Dalmia**

Company Secretary and Compliance Officer

Authorized by Chairman

Date: March 11, 2025

Place: Mumbai

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

Emails: sitansh.mha@gmail.com : rohith.mha@gmail.com

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

Annexure - 1

Analysis of Results (Resolution No. 1)

Resolution No.	1
Subject	Approval of Material Related Party Transaction(s) to be entered into with Mr. Harsh Mariwala, pertaining to repayment of loans, availed from him.
Type of Resolution	Ordinary Resolution

Particulars	Postal Ballot Form		Remote e-voting during the Postal Ballot process		Total		Percentage of total number of votes cast (Rounded off to two-digit decimal)
	Number	Votes (A)	Number	Votes (B)	Number	Votes (A+B)	
Assent	N.A.	N.A.	88	1,56,760	88	1,56,760	98.86%
Dissent	N.A.	N.A.	19	1,809	19	1,809	01.14%
Abstain	N.A.	N.A.	0	0	0	0	0
Invalid	N.A.	N.A.	0	0	0	0	0
Total	N.A.	N.A.	107	1,58,569	107	1,58,569	100%

Signature



Analysis of Results (Resolution No. 2)

Resolution No.	2
Subject	Approval of Material Related Party Transaction(s) to be entered into with Mr. Rajen Mariwala pertaining to repayment of loans, availed from him.
Type of Resolution	Ordinary Resolution

Particulars	Postal Ballot Form		Remote e-voting during the Postal Ballot process		Total		Percentage of total number of votes cast (Rounded off to two-digit decimal)
	Number	Votes (A)	Number	Votes (B)	Number	Votes (A+B)	
Assent	N.A.	N.A.	87	1,56,754	87	1,56,754	98.86%
Dissent	N.A.	N.A.	19	1,809	19	1,809	01.14%
Abstain	N.A.	N.A.	0	0	0	0	0
Invalid	N.A.	N.A.	0	0	0	0	0
Total	N.A.	N.A.	106	1,58,563	106	1,58,563	100%

Rajen



Analysis of Results (Resolution No. 3)

Resolution No.	3
Subject	Appointment of Mr. Nikhil Khattau (DIN: 00017880) as a Non-Independent Non-Executive Director of the Company.
Type of Resolution	Ordinary Resolution

Particulars	Postal Ballot Form		Remote e-voting during the Postal Ballot process		Total		Percentage of total number of votes cast (Rounded off to two-digit decimal)
	Number	Votes (A)	Number	Votes (B)	Number	Votes (A+B)	
Assent	N.A.	N.A.	118	65,45,861	118	65,45,861	99.99%
Dissent	N.A.	N.A.	13	216	13	216	00.01%
Abstain	N.A.	N.A.	0	0	0	0	0
Invalid	N.A.	N.A.	0	0	0	0	0
Total	N.A.	N.A.	131	65,46,077	131	65,46,077	100%

Rohith



Analysis of Results (Resolution No. 4)

Resolution No.	4
Subject	Appointment of Vivek Anant Karve (DIN : 06840707) as an Independent Director of the Company.
Type of Resolution	Special Resolution

Particulars	Postal Ballot Form		Remote e-voting during the Postal Ballot process		Total		Percentage of total number of votes cast (Rounded off to two-digit decimal)
	Number	Votes (A)	Number	Votes (B)	Number	Votes (A+B)	
Assent	N.A.	N.A.	118	65,45,861	118	65,45,861	99.99%
Dissent	N.A.	N.A.	13	216	13	216	00.01%
Abstain	N.A.	N.A.	0	0	0	0	0
Invalid	N.A.	N.A.	0	0	0	0	0
Total	N.A.	N.A.	131	65,46,077	131	65,46,077	100%

[Handwritten Signature]



Analysis of Results (Resolution No. 5)

Resolution No.	5
Subject	Appointment of Ms. Anita Belani (DIN : 01532511) as an Independent Director of the Company.
Type of Resolution	Special Resolution

Particulars	Postal Ballot Form		Remote e-voting during the Postal Ballot process		Total		Percentage of total number of votes cast (Rounded off to two-digit decimal)
	Number	Votes (A)	Number	Votes (B)	Number	Votes (A+B)	
Assent	N.A.	N.A.	118	65,45,861	118	65,45,861	99.99%
Dissent	N.A.	N.A.	13	216	13	216	00.01%
Abstain	N.A.	N.A.	0	0	0	0	0
Invalid	N.A.	N.A.	0	0	0	0	0
Total	N.A.	N.A.	131	65,46,077	131	65,46,077	100%

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: A015169F004079891

Witness:

Mrs. Pramila Halwai

Mr. Anil Magia

Date: March 11, 2025

Place: Mumbai

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

Emails: sitansh.mha@gmail.com : rohith.mha@gmail.com

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