# Kaya Limited

June 12, 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 May 12, 2025**

In continuation to our letter dated May 12,2025 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 June 12, 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: 2025.06.12 10:26:43 +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, availed from him** |
| **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 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 | 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 | 418487 | 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 | 4868130 | 159186 | 3.27 | 158173 | 1013 | 99.36 | 0.64 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | **Total** | | **159186** | **3.27** | **158173** | **1013** | **99.36** | **0.64** |
| **Total** | | **13097541** | **159186** | **1.22** | **158173** | **1013** | **99.36** | **0.64** |

NITIKA SUNNY NIRMAL

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Date: 2025.06.12 11:00:51 +05'30'

# 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, availed from him** |
| **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 |
|---|---|---|---|---|---|---|---|---|
| | | [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 | 418487 | 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 | 4868130 | 159186 | 3.27 | 158173 | 1013 | 99.36 | 0.64 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | **Total** | | **159186** | **3.27** | **158173** | **1013** | **99.36** | **0.64** |
| **Total** | | **13097541** | **159186** | **1.22** | **158173** | **1013** | **99.36** | **0.64** |

NITIKA SUNNY NIRMAL

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Date: 2025.06.12 11:01:39 +05'30'

# SCRUTINIZER'S REPORT

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

**June 12, 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 May 12, 2025 to scrutinize the voting conducted through remote e-voting on all resolutions set out in the Notice of Postal Ballot dated May 12, 2025 in a fair and transparent manner.

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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 May 13, 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 May 12, 2025.

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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 May 12, 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, May 9, 2025, being the cut-off date. The total number of members to whom the Notice of Postal Ballot was sent vide electronic mode on May 12, 2025 is 19,056.

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, May 9, 2025, there were total 20,407 members.

**4. Postal Ballot by remote e-voting process**

4.1 The Company had availed e-voting facility offered by NSDL for conducting remote e-voting by the Members of the Company. NSDL had provided a system for casting the votes electronically on https://www.evoting.nsdl.com/.

The remote e-voting period commenced on **Tuesday, May 13, 2025 at 9.00 a.m. IST** and ended on **Wednesday, June 11, 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.

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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. June 11, 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.

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Address: 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

**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, 105 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 Resolutions contained in the Notice of Postal Ballot dated May 12, 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 of the Notice of Postal Ballot dated May 12, 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.

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**Address:** 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

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

Thanking you.

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

Magia Halwai & Associates
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Company Secretaries

**Sitansh Magia**
**Partner**
**P.R. No.: 1669/2022**
**ACS 15169**
**CP 18972**
**UDIN: A015169G000581891**

Witness:

P. A. Halwai

Magia

Countersigned and received the report:

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

NITIKA SUNNY NIRMAL
Digitally signed by NITIKA SUNNY NIRMAL
Date: 2025.06.12 10:28:20 +05'30'

Signed by **Nitika Dalmia**
Company Secretary and Compliance Officer
Authorized by Chairman
**Date:** June 12, 2025
**Place:** Mumbai

# 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. | 89 | 1,58,173 | 89 | 1,58,173 | 99.36% |
| **Dissent** | N.A. | N.A. | 16 | 1,013 | 16 | 1,013 | 0.64% |
| **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.** | **105** | **1,59,186** | **105** | **1,59,186** | **100%** |

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**Emails:** sitansh.mha@gmail.com : rohith.mha@gmail.com
**Mob:** +91 8169 822 764 : +91 9820 722 963 : **Landline:** +91 22 4970 2955

## 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. | 89 | 1,58,173 | 89 | 1,58,173 | 99.36% |
| **Dissent** | N.A. | N.A. | 16 | 1,013 | 16 | 1,013 | 0.64% |
| **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.** | **105** | **1,59,186** | **105** | **1,59,186** | **100%** |

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

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

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

**Sitansh Magia**
**Partner**
**P.R. No.: 1669/2022**
**ACS 15169**
**CP 18972**
**UDIN: A015169G000581891**

Witness:

P. A. Halwai

Amagia

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

**Date:** June 12, 2025
**Place:** Mumbai

**Address:** Office No. 127, Gr. Flr., Raghuleela Mega Mall, Behind Poisar Bus Depot, Kandivali (W), Mumbai-400067.
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**Mob:** +91 8169 822 764 : +91 9820 722 963 : **Landline:** +91 22 4970 2955