

Kaya Limited

June 27, 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

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (“Listing Regulations”) - Notice of Extraordinary General Meeting

Dear Sir/Madam,

Pursuant to Regulation 30 of the Listing Regulations and further to our communication dated June 26, 2025 informing about the Extraordinary General Meeting (“EGM”) of Kaya Limited (“Company”) to be held on **Tuesday, July 22, 2025** at 10:00 A.M. through Video Conferencing/ Other Audio-Visual Means (VC/OAVM), we are enclosing herewith copy of Notice dated June 26, 2025 of the aforementioned EGM along with the explanatory statement for seeking approval of the Members of the Company for issue of Equity Shares on Preferential Basis.

In accordance with the applicable laws the aforementioned Notice of EGM along with explanatory statement is being sent through electronic mode to the Members.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution set out in the EGM Notice. The e-voting shall commence on Saturday, July 19, 2025 at 9:00 A.M. and end on Monday, July 21, 2025 at 5:00 P.M.

A copy of the Notice of the EGM is also being uploaded on the website of the Company i.e. www.kaya.in and website of National Securities Depository Limited at www.evoting.nsdl.com.

The above is for your information and dissemination to the members.

For **Kaya Limited,**

NITIKA
SUNNY
NIRMAL

Digitally signed by
NITIKA SUNNY
NIRMAL
Date: 2025.06.27
13:25:07 +05'30'

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

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 EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Kaya Limited (the “**Company**”) will be held on Tuesday, July 22, 2025 at 10:00 a.m. through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1

Issuance of Equity Shares on Preferential Basis

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), (“**Act**”), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars / Frequently Asked Questions and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), stock exchanges where the equity shares of the Company are listed (“**Stock Exchanges**”), and subject to all necessary approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India and any other statutory or regulatory authorities / institutions / bodies including but not limited to SEBI and Stock Exchanges as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to mean and include any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot upto 20,90,068 (Twenty Lakh Ninety Thousand and Sixty Eight) equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company (“**Equity Shares**”) for cash consideration at a price of Rs. 358.84/- (Rupees Three Hundred Fifty Eight and Eighty Four paise only) per equity share, which is higher than the floor price determined in accordance with the provisions of Chapter V of ICDR Regulations, aggregating upto Rs. 75,00,00,001/- (Rupees Seventy Five Crore and One only) (“**Consideration**”) to the below mentioned Proposed Allottee by way of preferential issue on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act (“**Preferential Issue**”):

Name of the Proposed Allottee	Category	Number of Equity Shares
Axana Estates LLP	Non- Promoter	20,90,068

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the ICDR Regulations, the “**Relevant Date**” for the purpose of determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be Friday, June 20, 2025, being the preceding working day to the date 30 (thirty) days prior to the date on which the special resolution by the shareholders is proposed to be passed i.e., July 22, 2025.

RESOLVED FURTHER THAT the Equity Shares of the Company being offered, issued and allotted to the Proposed Allottee by way of Preferential Issue shall, *inter-alia*, be subject to the following:

- The Consideration for the Preferential Issue shall be payable on the date of the allotment of the Equity Shares;
- The Equity Shares so offered, issued and allotted to the Proposed Allottee, shall be issued by the Company for cash consideration;

- (c) The Equity Shares shall be allotted, on receipt of subscription monies within a period of 15 (fifteen) days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ statutory authority/ Stock Exchanges/ the central government for allotment is pending (including but not limited to SEBI and RBI), the period of 15 (fifteen) days shall be counted from the date of receipt of such approval or permission;
- (d) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within the time prescribed under the applicable laws;
- (e) The Equity Shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- (f) The pre-preferential allotment holding of the Proposed Allottee and Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations; and
- (g) The Equity Shares will be listed and traded on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be; and
- (h) The price determined above shall be subject to appropriate adjustments as required under the rules, regulations, and laws, as applicable from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee shall be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions, together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Equity Shares, after passing of this resolution and receiving the necessary approval(s) of the regulatory authority(ies).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and any committee of the Board constituted thereof be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable, usual or proper for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the number of equity shares to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory authority or other authorities involved in or concerned with the issue and allotment of Equity Shares, making applications to the Stock Exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company for the purpose of giving effect to this resolution in accordance with applicable laws including the ICDR Regulations and the Listing Regulations or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board in this regard shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

Date: June 26, 2025

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. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 09/2024 dated September 19, 2024, other Circulars issued by MCA from time to time, and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India ("SEBI"), and all other applicable circulars issued in this regard ("the Circulars"), companies are allowed to hold Extra-Ordinary General Meeting ("EGM") through Video Conference/Other Audio Visual Means ("VC / OAVM") , without the physical presence of the Members at a common venue and the Circulars also provide certain relaxation from the compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Hence, in compliance with the Circulars, the EGM of the Company is being held through VC / OAVM. Members of the Company are encouraged to attend and vote at the EGM through VC / OAVM. Members are requested to refer to below in the Notes for the key details regarding the EGM for ease of reference.
2. An Explanatory Statement pursuant to Section 102 of the Act, read with Listing Regulations, 2015, and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as applicable, setting out material facts concerning the business under Item No. 1 of the Notice is annexed hereto.
3. The Company has availed the services of The National Securities Depositories Limited ("NSDL") for conducting the EGM through VC/OAVM and enabling participation of members at the meeting thereto and for providing services of remote e-voting and e-voting during the EGM. The procedure for participating in the meeting through VC/OAVM is explained at note no.14 below.
4. The EGM shall be deemed to be held at the Registered Office of the Company 23/C, Mahal Industrial Estate, Mahakali Caves Road, Near Paperbox Lane, Andheri (East), Mumbai – 400093, Maharashtra as prescribed under the abovementioned circulars.
5. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. As the EGM shall be conducted through VC/ OAVM and physical attendance of Members has been dispensed with, the facility for appointment of Proxy by Members is not available for this EGM. Accordingly, proxy form and attendance slip including route map have not been annexed with this notice.
7. Non-individual Members (i.e., Institutional / Corporate Members) intending to participate through their Authorized Representatives are requested to send a scanned copy (in JPEG / PDF format) of a duly certified Board Resolution/ Authorization by the Board / other relevant authority of concerned non-individual member, authorizing their representative(s) to participate and vote on their behalf at the EGM (through e-voting), pursuant to Section 113 of the Act, to the Company's Registrar and Share Transfer Agent at rnt.helpdesk@in.mpms.mufig.com with a copy marked to evoting@nsdl.com.
8. In case of joint holders participating at the EGM together, only such joint holder whose name appears higher in the order of names will be entitled to vote.
9. The recorded transcript of the EGM will be hosted on the website of the Company post the EGM.
10. Members holding shares in physical form are requested to notify/send any change in their address/bank mandate to the Company's Registrar and Share Transfer Agent at: MUFG Intime India Private Limited,
C - 101, 247 Park, L B S Marg,
Vikhroli West, Mumbai - 400 083.
Tel No.: 08108116767
Fax No.: 022- 4918 6060
E-mail: rnt.helpdesk@in.mpms.mufig.com
Website: www.mpms.mufig.com

Members may also address all other correspondence to the Registrar and Share Transfer Agent at the address mentioned above.
11. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in dematerialised form are therefore requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their dematerialised accounts. Members holding shares in physical form can write to the Registrar and Share Transfer Agent with their PAN details.

12. Members may note that, as mandated by SEBI, effective April 1, 2019, the Company cannot process any request for transfer of securities in physical mode. Only securities held in dematerialized form can be transferred. Hence, Members are requested to dematerialize their shares if held in physical form.

Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cutoff date i.e., July 15, 2025. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the cut-off date, i.e., July 15, 2025 only shall be entitled to avail the facility of remote e-voting.

13. The remote e-voting period commences on Saturday, July 19, 2025 from 9:00 a.m. IST and ends on Monday, July 21, 2025 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
14. The procedure for remote e-voting period and joining the virtual EGM is as under:

How do I Vote electronically using NSDL e-Voting System ?

The way to Vote electronically on NSDL e voting system consists of “Two Steps” which are mentioned below:


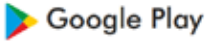


Step 1: Access to NSDL e Voting System

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="608 982 1424 1329">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="608 1350 1424 1476">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="608 1497 1424 1898">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” 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 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 or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 evoting@nsdl.com or call at toll free no.: 022 - 4886 7000
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 helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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.com 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

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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
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.

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
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. If you are an Individual shareholder 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.com 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/EGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. **PROCEDURE FOR SPEAKER REGISTRATION AND TO RAISE QUESTIONS / SEEK CLARIFICATIONS**
 - a) Members who have questions or are seeking clarifications on the on the proposals as contained in this Notice, are requested to send email to the Company on kayainvestorrelations@kayaindia.net or to nitikad@kayaclinic.com before 5:00 p.m. on Thursday, July 17, 2025. This would enable the Company to compile the information and provide the replies at the meeting.
 - b) The Company will allot time for members to express their views or give comments during the meeting. The Members who wish to speak at the meeting need to register themselves as a speaker by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID/Folio number and Mobile number, on e-mail ID, kayainvestorrelations@kayaindia.net or nitikad@kayaclinic.com on or before 5:00 p.m. on Thursday, July 17, 2025. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.
 - c) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

15. General Guidelines for shareholders

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sitansh.mha@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Ashok Sherugar at evoting@nsdl.com

16. Voting Results

1. The Board of Directors has appointed Mr. Sitansh Magia, Practicing Company Secretary (Membership No. A15169) as the Scrutinizer to scrutinize the voting process including remote e-voting process in a fair and transparent manner.

2. The Scrutinizer shall immediately after the conclusion of voting at the Meeting will first count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-voting and shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director or Company Secretary authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
3. The Results declared along with the report of the Scrutinizer shall be placed on Company's website: www.kaya.in and on the MUFG Intime website www.mpms.mufg.com, after the declaration of result by the Chairman or a person authorized by him. The results shall also be communicated to the BSE Limited and National Stock Exchange of India Limited.
4. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the EGM, i.e. on Tuesday, July 22, 2025.

Date : June 26, 2025

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

The Board of Directors of the Company (“Board”) at its meeting held on June 26, 2025, approved raising funds aggregating up to Rs. 75,00,00,001/- (Rupees Seventy Five Crore and One only) by way of issuance of upto 20,90,068 (Twenty Lakh Ninety Thousand and Sixty Eight) equity shares of face value of Rs. 10/- each (Rupees Ten only) (“Equity Shares”) for cash at a price of Rs. 358.84/- (Rupees Three Hundred Fifty Eight and Eighty Four paise only) per Equity Share, which is higher than the floor price determined in accordance with the provisions of Chapter V of ICDR Regulations, to Axana Estates LLP (“Proposed Allottee”) by way of a preferential issue through private placement offer (“Preferential Issue”), who has agreed to subscribe to the proposed Preferential Issue and has confirmed their eligibility in terms of the relevant provision of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”).

Name of the Proposed Allottee	Category	Number of Equity Shares
Axana Estates LLP	Non- Promoter	20,90,068

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder and in accordance with the ICDR Regulations and the Listing Regulations, as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought in terms of Sections 23(1)(b), 42 and 62(1)(c) of the Act, as well as applicable regulations of the ICDR Regulations for proposed Preferential Issue.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act and the rules thereunder, are set out below:

(i) **Date of Board Resolution**

June 26, 2025

(ii) **The total number of securities, kind of securities and price at which security is being offered:**

The Company proposes to issue and allot upto 20,90,068 (Twenty Lakh Ninety Thousand and Sixty Eight) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 358.84/- (Rupees Three Hundred Fifty Eight and Eighty Four paise only) Per Equity Share, for an aggregate amount of Rs. 75,00,00,001/- (Rupees Seventy Five Crore and One only) on preferential basis. The pricing for the proposed Preferential Issue is in accordance with the ICDR Regulations.

(iii) **Objects of the Issue**

The Company shall utilise the proceeds from the Preferential Issue for the following purposes:

Nature of utilization	Amount (in Rs.)	Tentative timelines for utilisation of funds
Expansion including but not limited to opening of new clinics Relocation and renovation of existing clinics Expenditure on new machines	Up to 58,00,00,000/- (Fifty Eight Crore)	Till the conclusion of FY 27
Other general corporate purposes	Up to 17,00,00,001/- (Seventeen Crore and One)	Till the conclusion of FY 27
Total	Up to 75,00,00,001/- (Seventy Five Crore and One)	

*The amount utilised for general corporate purposes does not exceed 25% of the issue proceeds.

The entire issue proceeds would be utilized for the aforementioned purposes, as per the Company’s business requirements and availability of issue proceeds, within the above timelines. However, the same is based on the fund requirement and the proposed utilization schedule is based on management estimates, market conditions, business needs and other commercial and technical factors, and the actual deployment of funds will depend on a number of factors such as financial, market and sectoral conditions, business performance and strategy, and other external factors (such as competitive environment and related government requirements, employment and disposable income levels, demographic trends, technological changes, changing customer preferences and increasing regulations or changes in government policies), which may not be within the control of the Company and may result in modifications

to the proposed schedule for utilization of the proceeds at the discretion of the Board (or a committee thereof), subject to compliance with applicable laws.

If the issue proceeds are not utilized (in full or in part) for the objects during the period stated above due to any such factors, the remaining issue proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

The Company will have flexibility in deploying the proceeds received by the Company from the Preferential Issue in accordance with applicable laws. Pending utilization for the purposes described above, the Company intends to *inter-alia* temporarily invest funds by way of deposits with banks. Such investments would be in accordance with the treasury policy(ies) as approved by the Board from time to time and applicable laws.

(iv) **Relevant Date**

The "Relevant Date" as per ICDR Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as June 20, 2025, being the preceding working day to the date 30 (thirty) days prior to the date on which the special resolution by the shareholders is proposed to be passed i.e., July 22, 2025.

(v) **Basis or justification for the price (including the premium, if any) has been arrived at**

The Equity Shares of the Company are listed on the BSE Limited and the National Stock Exchange of India Limited ("NSE") and are frequently traded in accordance with the ICDR Regulations. For the purposes of computation of the Floor Price per equity share, NSE is the stock exchange that has higher trading volume for the said period and accordingly, has been considered as a recognised stock exchange under ICDR Regulations for the purpose of arriving at the pricing of the Equity Shares.

Since the equity shares of the Company are frequently traded shares, the Floor Price of the Equity Shares has been determined as per the pricing formula prescribed under the ICDR Regulations which shall not be less than higher of the following:

- (a) 90 (ninety) trading days' volume weighted average price ("VWAP") of the equity shares of the Company quoted on NSE preceding the Relevant Date i.e., Rs. 276.79/- (Rupees Two Hundred Seventy Six and Seventy Nine Paise only); and
- (b) 10 (ten) trading days' VWAP of the equity shares of the Company, quoted on NSE preceding the Relevant Date i.e., Rs. 341.97/- (Rupees Three Hundred Forty One and Ninety Seven Paise only).

The Articles of Association does not mention any provision for method for determination of price in case of preferential issue. Therefore, the pricing of the Equity Shares to be allotted shall be higher of the following parameters:

- (a) Price determined as per the provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares) which is Rs. 341.97/- (Rupees Three Hundred Forty One and Ninety Seven Paise only) per Equity Share; or
- (b) Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations which is Rs. 358.84/- (Rupees Three Hundred Fifty Eight and Eighty Four paise only) per Equity Share.

Accordingly, the price per Equity Share to be issued is fixed at Rs. 358.84/- (Rupees Three Hundred Fifty Eight and Eighty Four paise only) which is higher than Rs. 341.97/- (Rupees Three Hundred Forty One and Ninety Seven Paise only), i.e., the Floor Price. The Equity Share price is at a premium of Rs.348.84/- (Rupees Three Hundred Forty Eight and Eighty Four paise only) to face value of equity shares of the Company.

The pricing of the Equity Shares has been performed by Samarth Valuation Advisory LLP, an independent registered valuer under the provisions of Companies Act, 2013, with registration no. IBBI/RV-E/06/2021/157 having its office at 51/4, Primrose Street, Vatika City, Sector 49, Gurugram, Haryana 122018, *vide* its report dated June 26, 2025.

The said report of Samarth Valuation Advisory LLP is available for inspection by Members upon request. Kindly send your request at kayainvestorrelations.net. The said report is also made available at: www.kaya.in

(vi) **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price**

There are no preferential allotments made during the current Financial Year 2025-26.

(vii) **Maximum number of securities to be issued**

The Company proposes to issue and allot upto 20,90,068 (Twenty Lakh Ninety Thousand and Sixty Eight) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 358.84/- (Rupees Three Hundred Fifty

Eight and Eighty Four paise only) er Equity Share, for an aggregate amount of Rs. 75,00,00,001/- (Rupees Seventy Five Crore and One only) on preferential basis. The pricing for the proposed Preferential Issue is in accordance with the ICDR Regulations.

(viii) **The class or classes of person to whom allotment is proposed to be made**

The proposed allotment, if approved, is to be made to Axana Estates LLP, a limited liability partnership incorporated under the provisions of Limited Liability Partnership Act, 2008. The Proposed Allottee is not related to the promoter / promoter group of the Company in any manner

(ix) **Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the Preferential Issue:**

None of the promoters, directors, key managerial personnel or senior management of the Company intend to subscribe to the Equity Shares being issued by way of the Preferential Issue.

(x) **Shareholding Pattern of the Company before and after the Preferential Issue:**

Sl. No.	Category	Pre-Preferential Issue Shareholding (as on June 20, 2025)		Post Preferential Shareholding (Proposed)	
		Number of equity shares	%	Number of equity shares	%
A	Promoters and Promoter Group holding				
1	Indian				
	Individual	76,34,484	58.29	76,34,484	50.27
	Bodies corporate	1,76,440	1.35	1,76,440	1.16
	Sub-Total	78,10,924	59.64	78,10,924	51.43
2	Foreign Promoters				
	Sub-Total (A = 1+2)	78,10,924	59.64	78,10,924	51.43
B	Non-promoters' holding				
1	Institutional investors				
(a)	Mutual Funds	-	-	-	-
(b)	Alternate Investment Funds	2,23,923	1.71	2,23,923	1.47
(c)	Foreign Portfolio Investors (FPI)	1,72,983	1.32	1,72,983	1.14
(d)	Insurance Companies/Banks	4	-	4	0.00
(e)	NBFCs registered with RBI	-	-	-	-
(f)	Government	-	-	-	-
2	Non-institution				
(a)	Private Bodies Corporate (including Clearing members & LLP)	5,00,659	3.82	25,90,727	17.06
(b)	Directors and relatives (excluding Promoter Directors and entities forming part of promoter group)	-	-	-	-
(c)	Indian public (Individual & HUF)	42,21,822	32.23	42,21,822	27.80
3	Others:				
(a)	NRIs and Foreign Nationals	1,66,560	1.27	1,66,560	1.10
(b)	Trust	506	0.00	506	0.00
(c)	IEPF	-	-	-	-
(d)	Foreign Companies (including foreign institution and banks)	160	-	160	-
	Sub-Total (B = 1+2+3)	52,86,617	40.36	73,76,685	48.57
	GRAND TOTAL (A + B)	1,30,97,541	100.00	1,51,87,609	100.00

* In the event of allotment of ESOPs from the date of the Notice to the date of allotment of Equity Shares to the Proposed Allottees, the post-issue shareholding pattern shall stand modified to the extent of the shares allotted by the Company upon exercise of ESOPs.

(xi) **Time frame within which the preferential issue shall be completed**

In accordance with Regulation 170 of the ICDR Regulations, on receipt of subscription monies, the allotment of the Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

(xii) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottee:**

Based on the confirmation received from the Proposed Allottee, below mentioned are the natural person who are the ultimate beneficial owner of the shares proposed to be allotted and/or who ultimately controls Anaxa Estates LLP, i.e., the Proposed Allottee.

Name of the Proposed Allottee	Category	Name of the natural persons, who are the ultimate beneficial owners*	Pre-Preferential Allotment		Number of Equity Shares proposed to be issued	Post-Preferential Allotment	
			No. of Equity Shares	% of voting rights		No. of Equity Shares	% of voting rights
Axana Estates LLP	Non-promoter	Mr. Mithun Padam Sacheti	Nil	Nil	20,90,068	20,90,068	13.76
		Mr. Siddhartha Sacheti					
		Mr. Yash Siddhartha Sacheti					
		Mr. Arpit Khandelwal					

(xiii) **Name of the proposed allottee and the percentage of the post-preferential issue that may be held by the Proposed Allottee:**

Sr. No.	Name of the Proposed Allottee	Category	Pre Issue % Holding	Number of Equity Shares proposed to be allotted	Post Issue % Holding (proposed)
1.	Axana Estates LLP	Non-promoter	Nil	20,90,068	13.76

(xiv) **Change in control, if any, in the Company that would occur consequent to the preferential issue:**

There will be no change in control of the Company consequent to the completion of the Preferential Issue of the Equity Shares to the Proposed Allottee.

(xv) **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer**

Not applicable as the Preferential Issue will be undertaken for cash consideration.

(xvi) **Current and proposed status of the Proposed Allottee post the preferential issue viz. promoter or non-promoter/ class or classes of persons to whom the allotment is proposed to be made**

The Proposed Allottee as on the date of this Notice does not hold any equity shares of the Company and their status is non-promoter. Post the proposed allotment, they will continue to be non-promoter shareholders.

(xvii) **Lock-in period**

The Equity Shares allotted pursuant to this resolution as above shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations. Accordingly, entire 20,90,068 Equity Shares shall be subject to a lock-in period of 6 (six) months from the last date of receipt of trading approval from the Stock Exchanges.

The Proposed Allottee did not hold any shares of the Company for 90 trading days prior to the Relevant Date, hence lock-in of pre-allotment holding is not applicable

(xviii) **Name and address of the valuer who performed the valuation**

The valuation of the Equity Shares has been performed by Samarth Valuation Advisory LLP, an independent registered valuer under the provisions of Companies Act, 2013, with registration no. IBBI/RV-E/06/2021/157 having its office at 51/4, Primrose Street, Vatika City, Sector 49, Gurugram, Haryana, vide its report dated June 26, 2025, which includes justification for the valuation.

(xix) **The Company hereby undertakes that:**

- (a) It would re-compute the price of the Equity Shares in terms of the provisions of the ICDR Regulations where it is required to do so;
- (b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above shares shall continue to be locked in till the time such amount is paid by the Proposed Allottees;
- (c) Neither the Company, nor its Directors or Promoters have been declared as wilful defaulter or a fraudulent borrower as defined under the ICDR Regulations;
- (d) Neither the Company's Directors nor Promoters are categorized as a fugitive economic offender as defined under the ICDR Regulations;
- (e) The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of the Companies Act, 2013;
- (f) The Company does not have any outstanding dues to the Board, the Stock Exchanges or the depositories as on the date of the Notice;
- (g) The proposed preferential issue is not being made to any body corporate incorporated in, or a national of a country which shares a land border with India;
- (h) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder; and
- (i) The Company is eligible to make the Preferential Issue to its Proposed Allottees under Chapter V of the ICDR Regulations.
- (j) The Proposed Allottee has not sold any equity shares of the Company during the 90 (ninety) trading days preceding the Relevant Date.

(xx) **Practicing Company Secretary's Certificate**

A certificate from M/s Magia Halwai & Associates, Practising Company Secretaries dated June 26, 2025, has been obtained by the Company certifying that the Preferential Issue is being made in accordance with the requirements of the ICDR Regulations. The certificate is made available on the website and can be accessed at www.kaya.in and shall be placed before the general meeting of the shareholders.

(xxi) **Principal terms of assets charged as securities**

Not Applicable

The proposed Special Resolution seeks to confer upon the Board (including any Committee thereof) the absolute discretion to determine the terms and conditions of the aforementioned issuance of Equity Shares by way of a Preferential Issue. The detailed terms and conditions of such issuance will be determined by the Board or any Committee duly authorised by the Board, considering prevailing market conditions, practices and in accordance with the applicable laws.

None of the Promoters, members of the Promoter Group, the Non-Executive Directors and the Independent Directors of the Company or their relatives are interested, financially or otherwise, in the Special Resolution under Item No. 1 of this Notice. However, they may be deemed to be concerned or interested, to the extent of their shareholding, if any, in the Company.

The Board accordingly recommends the Special Resolution as set out in Item No. 1 of this Notice for your approval.

Date : June 26, 2025

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 – 40093