

# NOTICE

## 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** is hereby given that the **17th Annual General Meeting of Kaya Limited (the “Company”)** will be held on Tuesday, September 29, 2020 at 3:00 p.m. IST through Video Conferencing/Other Audio-Visual Means to transact the following business:

### **ORDINARY BUSINESS:**

1. To consider and adopt:
  - a.) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon; and
  - b.) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Rajendra Mariwala, Director (DIN: 00007246) who retires by rotation and being eligible seeks re-appointment.

**By Order of the Board  
For Kaya Limited,**

**Nitika Dalmia  
Company Secretary & Compliance Officer  
ACS No. 33501**

Date : June 29, 2020

Place: Mumbai

### **Registered Office:**

23/C, Mahal Industrial Estate,  
Mahakali Caves Road, Near Paperbox Lane,  
Andheri (East), Mumbai – 400093.

### **NOTES:**

1. General instructions for accessing and participating in the 17th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting.
  - 1.1. In view of the outbreak of the COVID-19 social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 17th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 17th AGM shall be 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.
  - 1.2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, in terms of the MCA Circulars, since the physical attendance of members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 17th AGM. Institutional/ Corporate Shareholders (i.e. other than individuals HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. .
  - 1.3. In case of joint holders participating at the AGM together, only such joint holder who is higher in the order of names will be entitled to vote.
  - 1.4. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed.

- 1.5. The National Securities Depositories Limited (“NSDL”) will be providing facility for voting through remote e-Voting, for participation in the 17th AGM through VC/OAVM Facility and e-Voting during the 17th AGM
- 1.6. The Members may join the 17th AGM through VC/ OAVM Facility by following the procedure as mentioned below which shall be kept open for the members from 2.45 p.m. IST i.e. 15 minutes before the time scheduled to start the 17th AGM and the may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 17th AGM.
- 1.7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under.
- 1.8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations& Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its members holding shares in physical or dematerialized form, as on the cut-off date, being Tuesday, September 22, 2020, to exercise their right to vote through electronic means from a place other than the venue of the Meeting on any or all of the businesses specified in the accompanying Notice (the “Remote e-voting”).
- 1.9. The recorded transcript of the AGM will be hosted on the website of the Company post the AGM.
- 1.10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and any other documents referred to in the accompanying Notice, shall be made available for inspection in accordance with the applicable statutory requirements based on the requests received by the Company at investorrelations@kayaindia.net

**2. The instructions and other information relating to e-voting are as under:**

- 2.1 The remote e-voting period begins on Saturday, September 26, 2020 at 9::00 A.M. and ends on Monday, September 28, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- 2.2 A person who is not a member as on the cutoff date should treat this Notice of 17th AGM for information purpose only.
- 2.3 The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 Members on first come first served basis.
- 2.4 The remote e-Voting process is explained herein below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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. Your password details 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](http://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - 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.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**3. General Guidelines for shareholders**

- 1 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](mailto:sitansh.mha@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. 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](http://www.evoting.nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**4. 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**

- 4.1 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 [nitikad@kayaindia.net](mailto:nitikad@kayaindia.net)

- 4.2 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 nitikad@kayaindia.net

**5. INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

- 5.1 The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 5.2 Only those Members/ shareholders, who will be present in the AGM 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 AGM.
- 5.3 Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- 5.4 The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**6. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

- 5.1 Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- 5.2 Members are encouraged to join the Meeting through Laptops for better experience.
- 5.3 Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 5.4 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.

**7. PROCEDURE FOR SPEAKER REGISTRATION AND TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT**

Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at nitikad@kayaindia.net. Only those member who have registered themselves as a Speaker will be allowed to express their views/ask questions during the AGM.

The request by the speaker shareholder shall be sent to Company latest by Friday, September 25, 2020, 5:00 p.m.

**8. Voting Results**

- 8.1 The Board of Directors have 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.
- 8.2 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.
- 8.3 The Results declared along with the report of the Scrutinizer shall be placed on Company's website: [www.kaya.in](http://www.kaya.in) and on the Link Intime e-Voting website: <https://instavote.linkintime.co.in>, 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.
- 8.4 Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM, i.e., September 29, 2020.

**By Order of the Board  
For Kaya Limited,**

**Nitika Dalmia  
Company Secretary & Compliance Officer  
ACS No. 33501**

Date : June 29, 2020

Place: Mumbai

**Registered Office:**

23/C, Mahal Industrial Estate,  
Mahakali Caves Road,  
Near Paperbox Lane,  
Andheri (East), Mumbai – 400093.