

Kaya Limited

January 15, 2022

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 December 8, 2021

This is further to our letter dated December 14, 2021 submitting the Postal Ballot Notice dated December 8, 2021 (Postal Ballot Notice) to the members seeking;

- a) Approval of Kaya Limited Employee Stock Option Plan 2021 (“Kaya ESOP Plan 2021”) for Employees of the Company for issue of up to 6,53,204 options to employees of the Company.
- b) Approval for extending the benefit of Kaya ESOP Plan 2021 and to grant the employee stock options to the employees of the present and future subsidiary company(ies) of the Company, whether incorporated in India or outside; and
- c) Approval for granting of options under the aforesaid Kaya ESOP Plan 2021 to an identified employee exceeding 1% (one percent) of the issued capital of the Company at the time of grant.

In this regard, please note that Mr. Sitansh Magia, Practicing Company Secretary, who was appointed as the Scrutinizer for the aforesaid Postal Ballot process has submitted his Report on January 15, 2022. In accordance with the said Report, the members of the Company have approved the Special Resolutions as embodied in the Postal Ballot Notice, with requisite majority by remote e-voting process. The results of the Postal Ballot are announced today i.e. January 15, 2022.

The resolutions embodied in the Postal Ballot Notice shall be deemed to be passed on Thursday, January 13, 2022, being the last date of remote e-voting.

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

The details of the voting results of Postal Ballot pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Scrutinizer's Report are enclosed herewith.

The results of voting will be displayed along with the Scrutinizer's Report on the notice board of the Company at its Registered Office. The results will also be posted on the website of the Company at www.kaya.in and on the website of NSDL at www.evoting.nsdl.com

We request you to take the same on record.

For **Kaya Limited**,

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

Resolution Required : (Special)			1 - Approval of Kaya Limited Employee Stock Option Plan 2021, ("Kaya ESOP Plan 2021") for eligible employees of the Company and its subsidiaries.					
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	7828924	7828924	100.00	7828924	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		7828924	100.00	7828924	0	100.00	0.00
Public Institutions	E-Voting	280917	9783	3.48	9783	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		9783	3.48	9783	0	100.00	0.00
Public Non Institutions	E-Voting	4954250	17751	0.36	15943	1808	89.81	10.19
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		17751	0.36	15943	1808	89.81	10.19
Total		13064091	7856458	60.14	7854650	1808	99.98	0.02

Kaya Limited								
Resolution Required : (Special)			2 - Approval for granting of Employee Stock Options to the employees of the subsidiary company(ies) of the Company under Kaya Limited Employee Stock Option Plan 2021.					
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	7828924	7828924	100.00	7828924	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		7828924	100.00	7828924	0	100.00	0.00
Public Institutions	E-Voting	280917	9783	3.48	9783	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		9783	3.48	9783	0	100.00	0.00
Public Non Institutions	E-Voting	4954250	17630	0.36	15761	1869	89.40	10.60
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		17630	0.36	15761	1869	89.40	10.60
Total		13064091	7856337	60.14	7854468	1869	99.98	0.02

Kaya Limited

Resolution Required : (Special)			3 - Approval for granting of Employee Stock Options to an identified employee exceeding 1% (one percent) of the issued capital of the Company at the time of grant.					
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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	7828924	7828924	100.00	7828924	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		7828924	100.00	7828924	0	100.00	0.00
Public Institutions	E-Voting	280917	9783	3.48	9783	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		9783	3.48	9783	0	100.00	0.00
Public Non Institutions	E-Voting	4954250	17630	0.36	14335	3295	81.31	18.69
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		17630	0.36	14335	3295	81.31	18.69
Total		13064091	7856337	60.14	7853042	3295	99.96	0.04

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]

January 15, 2022

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 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 20, 22 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") at its Board meeting held on October 29, 2021 to scrutinize the voting conducted through remote e-voting on all resolutions set out in the Notice of Postal Ballot 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 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2021, December 31, 2020 and June 23, 2021 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 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, 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 December 15, 2021 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 and also intimated the same to Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited on December 14, 2021.
- 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 December 14, 2021 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.



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

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 December 10, 2021, being the cut-off date.
- 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, December 10, 2021 there were total 25472 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 **Wednesday, December 15, 2021 at 9.00 a.m. IST** and ended on **Thursday, January 13, 2022 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.

- 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.




Magia Halwai & Associates

Company Secretaries

- 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. January 13, 2022.
- 4.6 The result of postal ballot along with the scrutinizer report will 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 will 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.

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, 182 Members had cast their votes through remote e-voting.



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

Magia Halwai & Associates

Company Secretaries

- 6.2 My report with detailed analysis of Postal Ballot by remote e-voting on each of the three resolutions contained in the Notice of Postal Ballot dated December 8, 2021 is annexed herewith as **Annexure-1**.
- 6.3 Based on the analysis annexed herewith, we report that the three Special Resolutions as set out in the Item Nos. 1, Item Nos. 2 and Item Nos. 3 of the Notice of Postal Ballot dated December 8, 2021, have 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 considers, approves and signs the minutes of the meeting.

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

Thanking you.

Yours truly,

For Magia Halwai & Associates

Witness:



Sitansh Magia

Partner

ACS 15169

CP 18972

UDIN: A015169C002182171

Ms. Deepali Jadhav

Ms. Parita Shah

Countersigned and received the report:

Signed by **Nitika Dalmia**

Company Secretary and Compliance Officer

Authorized by Chairman

Date: January 15, 2022

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

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Annexure - 1

Analysis of Results

Resolution No.	1
Subject	To consider and approve Kaya Limited Employee Stock Option Plan 2021, ("KAYA ESOP Plan 2021") for eligible employees 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.	167	78,54,650	167	78,54,650	99.98%
Dissent	N.A.	N.A.	15	1,808	15	1,808	0.02%
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.	182	78,56,458	182	78,56,458	100%




Analysis of Results

Resolution No.	2
Subject	To consider and approve granting of Employee Stock Option to the employees of the Subsidiary company(ies) of the Company under Kaya Limited Employee Stock Option Plan 2021.
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.	162	78,54,468	162	78,54,468	99.98%
Dissent	N.A.	N.A.	17	1,869	17	1,869	0.02%
Abstain	N.A.	N.A.	3	121	3	121	0
Invalid	N.A.	N.A.	0	0	0	0	0
Total	N.A.	N.A.	182	78,56,458	182	78,56,458	100%

[Handwritten Signature]



Analysis of Results

Resolution No.	3
Subject	To consider and approve granting of Employee Stock Option to an identified employee exceeding 1% (One percent) of the issued capital of the Company at the time of grant.
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.	154	78,53,042	154	78,53,042	99.96%
Dissent	N.A.	N.A.	25	3,295	25	3,295	0.04%
Abstain	N.A.	N.A.	3	121	3	121	0
Invalid	N.A.	N.A.	0	0	0	0	0
Total	N.A.	N.A.	182	78,56,458	182	78,56,458	100%

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

For Magia Halwai & Associates

Witness:



Sitansh Magia

Partner

ACS 15169

CP 18972

UDIN: A015169C002182171

Ms. Deepali Jadhav

Ms. Parita Shah

Date: January 15, 2022

Place: Mumbai