

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 **18th Annual General Meeting** of **Kaya Limited (the “Company”)** will be held on Wednesday, September 29, 2021 at 10:00 a.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, 2021 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, 2021 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.

SPECIAL BUSINESS:

3. To approve the appointment of Mr. Rishabh Mariwala (DIN: 03072284) as a Non-Executive Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time; Mr. Rishabh Mariwala (DIN 03072284), who was appointed as an Additional (Non-Executive) Director at the meeting of the Board of Directors of the Company held on May 19, 2021 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company and the period of his office shall be liable to determination by retirement by rotation”

4. To approve the appointment of Dr. Om Manchanda (DIN: 02099404) as an Independent Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and the Articles of Association of the Company, Dr. Om Manchanda (DIN: 02099404), who was appointed as an Additional Director (Independent) of the Company, with effect from August 3, 2021, who holds office up to the date of this Annual General Meeting, in respect of whom the Company has received a notice of candidature from a member under Section 160 of the Act and who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and SEBI Listing Regulations and he being eligible for appointment as an Independent Director of the Company, not being liable to retire by rotation, be and is hereby appointed as the Independent Director of the Company to hold office for a tenure of 5 (five) consecutive years commencing from August 3, 2021 to August 2, 2026 (both days inclusive).”

5. To approve the appointment of Ms. Vasuta Agarwal (DIN: 07480674) as an Independent Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and the Articles of Association of the Company, Ms. Vasuta Agarwal (DIN: 07480674), who was appointed as an Additional Director (Independent) of the Company, with effect from August 3, 2021, who holds office up to the date of this

Annual General Meeting, in respect of whom the Company has received a notice of candidature from a member under Section 160 of the Act and who has submitted a declaration that she meets the criteria of independence as prescribed under the Act and SEBI Listing Regulations and she being eligible for appointment as an Independent Director of the Company, not being liable to retire by rotation, be and is hereby appointed as the Independent Director of the Company to hold office for a tenure of 5 (five) consecutive years commencing from August 3, 2021 to August 2, 2026 (both days inclusive)."

6. To approve the re-appointment of Mr. Harsh Mariwala, (DIN: 00210342) as Chairman and Managing Director of the Company for a period of five (5) years with effect from November 1, 2021 and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or reenactment(s) thereof, the approval of the members, be and is hereby accorded for the re-appointment of Mr. Harsh Mariwala (DIN 00210342), who has attained the age of 70 years, in May 2021, as the Chairman and Managing Director of the Company without any remuneration for a further period of 5 years with effect from November 1, 2021 till October 31, 2026, on such terms and conditions as set out in the foregoing resolution and explanatory statement annexed hereto.

RESOLVED FURTHER THAT Mr. Harsh Mariwala, Chairman and Managing Director, Mr. Saurabh Shah, Chief Financial Officer and Ms. Nitika Dalmia, Company Secretary, be and are hereby severally authorised to undertake all actions, deeds, statutory filings and seek necessary approvals to enable the effect of this resolution."

By Order of the Board
For Kaya Limited,

Nitika Dalmia
Company Secretary &
Compliance Officer
ACS No. 33501

Date : August 3, 2021

Place: Mumbai

Registered Office:

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

NOTES:

- Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India for Special Business under Item Nos. 3 to 6 of the Notice is annexed hereto.
- Information required pursuant to Regulation 36(3) of the SEBI Listing Regulations read with the applicable provisions of Secretarial Standards-2, in respect of the Directors seeking appointment / re-appointment, is provided at the end of this Notice.
- In view of the continuing COVID-19 pandemic and restrictions on movement of individuals at several places in the country, the Ministry of Corporate Affairs ("MCA") vide General Circular No. 02/2021 dated January 13, 2021 and the Securities and Exchange Board of India ("SEBI") has vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with their other circulars issued in this regard (collectively referred to as "Circulars"), permitted companies to conduct their Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of Members at a common venue. In accordance with the above stated Circulars and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has decided to convene its 18th Annual General Meeting ("AGM") through VC/OAVM.
- The Company has availed the services of The National Securities Depositories Limited ("NSDL") for conducting the AGM 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 AGM. The procedure for participating in the meeting through VC/OAVM is explained at note no. 17 below.

- The AGM 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.
- As the AGM 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 AGM. Accordingly, proxy form and attendance slip including route map have not been annexed with this notice.
- 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 AGM (through e-voting), pursuant to Section 113 of the Act, to the Company's Registrar and Share Transfer Agent at rnt.helpdesk@linkintime.co.in with a copy marked to evoting@nsdl.co.in.
- In case of joint holders participating at the AGM together, only such joint holder whose name appears higher in the order of names will be entitled to vote.
- 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 and Explanatory Statements, 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
- The recorded transcript of the AGM will be hosted on the website of the Company post the AGM.
- 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: Link Intime India Private Limited,

C - 101, 247 Park, L B S Marg,
Vikhroli West, Mumbai - 400 083.
Tel No.: +91 -22- 49186270
Fax No.: +91- 22- 4918 6060
E-mail: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

Members may also address all other correspondences to the Registrar and Share Transfer Agent at the address mentioned above.

12. Electronic Dispatch of Annual Report and Process for Registration of e-mail id for obtaining the Annual Report:

Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI Listing Regulations, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). In accordance with the Circulars issued by MCA and SEBI and owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith) due to COVID-19 pandemic situation, such statements including the Notice of the 18th AGM are being sent through electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice of the Meeting and the Annual Report 2020-21 is also available on the Company's website www.kaya.in website of the Stock exchanges i.e. BSE Limited: www.bseindia.com and National Stock Exchange of India Limited: www.nseindia.com. The AGM Notice is also disseminated on the website of NSDL i.e. <https://www.evoting.nsdl.com/>

Please note that registration of email address and mobile number is now mandatory while voting electronically and joining virtual meetings.




- 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.

14. 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.
15. 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. Wednesday, September 22, 2021. 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. Wednesday, September 22, 2021 only shall be entitled to avail the facility of remote e-voting.
16. The remote e-voting period commences on Sunday, September 26, 2021 from 9:00 a.m. IST and ends on Tuesday, September 28, 2021 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.
17. The procedure for remote e-voting period and joining the virtual AGM is as under:

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"> 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. 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 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. 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 abovementioned 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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.nsd.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.nsd.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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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 system?

- 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.
- 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".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- 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:

- 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
- 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 shareholders 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.**
- Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- 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/AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
- 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/AGM shall be the same person mentioned for Remote e-voting.

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

- Member will be provided with a facility to attend the EGM/AGM 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. 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 to the Company Secretary & Compliance Officer at nitikad@kayaindia.net . The same will be replied by the Company suitably.

6. **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.**

18. **General Guidelines for shareholders**

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.

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 toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

19. **Voting Results**

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.
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 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.
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, 2021.

By Order of the Board
For Kaya Limited,

Nitika Dalmia
Company Secretary & Compliance Officer
ACS No. 33501

Date : August 3, 2021

Place: Mumbai

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

Item No. 3

The Board of Directors of the Company at its meeting held on May 19, 2021, based on the recommendation of the Nomination and Remuneration Committee appointed Mr. Rishabh Mariwala (DIN: 03072284) as an Additional (Non- Executive) Director of the Company with effect from May 19, 2021. As per Section 161 of the Companies Act, 2013 ("the Act"), Mr. Rishabh Mariwala holds office up to the date of this Annual General Meeting of the Company and his appointment as Non-Executive Director is subject to the approval of Members. A brief profile of Mr. Rishabh Mariwala and the information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is provided at the end of this Notice. The Company has received a notice in writing from a Member pursuant to Section 160 of the Act, proposing the candidature of Mr. Rishabh Mariwala as Non-Executive Director of the Company.

Further, the Company has received from Mr. Rishabh Mariwala (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act. Accordingly, the Ordinary Resolution proposed in Item No. 3 seeks the approval of Members for the appointment of Mr. Rishabh Mariwala as Non-Executive Director of the Company liable to retire by rotation. Except Mr. Harsh Mariwala and Mr. Rishabh Mariwala and their relatives (who may be deemed to be interested in the respective resolution, to the extent of their shareholdings, if any, in the Company) none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in passing of the said Resolution.

Item No. 4

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, appointed Dr. Om Manchanda (DIN 02099404) as an Additional Director (Independent), with effect from August 3, 2021 for a term up to 5 (Five) consecutive years each from the date of his appointment, subject to the approval of the Members at the Annual General Meeting.

Dr. Om Manchanda is not disqualified from being appointed as Director in terms of Section 164 of the Act and has consented to act as Independent Director of the Company. The Company has also received a declaration from Dr. Om to the effect that he meets the criteria of independence as prescribed under Section 149 of the Act and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and declaration that he is not debarred from holding office of director by virtue of any SEBI order or any other such authority.

In the opinion of the Board, the Director fulfils the conditions of Independence as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement Regulations), 2015 for such appointment and is independent of the Management. Brief profile of the Director, nature of his expertise in specified functional areas and names of companies in which he holds directorships and memberships / chairmanship of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read together with Secretarial Standards – 2 are provided at the end of this Notice.

Copies of the draft letter of appointment of the said Director setting out the terms and conditions of appointment are available for inspection by the members subject to prior written intimation to the Company Secretary & Compliance Officer. The remuneration of the Independent Director will be as per the Policy on Nomination, Remuneration and Evaluation, the provisions of the Companies Act, 2013 and as agreed by the Board of Directors on the recommendation of the Nomination and Remuneration Committee from time to time.

Except Dr. Om Manchanda, the appointee Director, none of the other Directors, Key Managerial Personnel, of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution proposed in Item No. 4.

The Board believes that the association of Dr. Manchanda would be of immense benefit to the Company considering his expertise and experience and accordingly, recommends passing of the resolution set forth under Item No. 4 of the accompanying Notice as Ordinary Resolution.

Item No. 5

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, appointed Ms. Vasuta Agarwal (DIN 07480674) as an Additional Director (Independent), with effect from August 3, 2021 for a term up to 5 (Five) consecutive years each from the date of her appointment, subject to the approval of the Members at the Annual General Meeting.

Ms. Vasuta Agarwal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has consented to act as Independent Director of the Company. The Company has also received a declaration from her to the effect that

she meets the criteria of independence as prescribed under Section 149 of the Act and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and declaration that she is not debarred from holding office of director by virtue of any SEBI order or any other such authority.

In the opinion of the Board, the Director fulfils the conditions of Independence as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement Regulations, 2015 for such appointment and is independent of the Management. Brief profile of the Director, nature of her expertise in specified functional areas and names of companies in which she holds directorships and memberships / chairmanship of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read together with Secretarial Standards – 2 are provided at the end of this Notice.

Copies of the draft letter of appointment of the said Director setting out the terms and conditions of appointment are available for inspection by the members subject to prior written intimation to the Company Secretary & Compliance Officer. The remuneration of the Independent Director will be as per the Policy on Nomination, Remuneration and Evaluation, the provisions of the Companies Act, 2013 and as agreed by the Board of Directors on the recommendation of the Nomination and Remuneration Committee from time to time.

Except Ms. Vasuta Agarwal, the appointee Director, none of the other Directors, Key Managerial Personnel, of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution proposed in Item No. 5.

The Board believes that the association of Ms. Vasuta Agarwal would be of immense benefit to the Company considering her expertise and experience and accordingly, recommends passing of the resolution set forth under Item No. 5 of the accompanying Notice as Ordinary Resolution.

Item No. 6

Mr. Harsh Mariwala was re-appointed as Chairman and Managing Director by the members through special resolution at the 13th Annual General Meeting of the Company held on August 4, 2016, to hold office for a period of 5 years commencing from November 1, 2016 to October 31, 2021. He has attained the age of 70 years in May 2021 and also his tenure is due for re-appointment post October 31, 2021. Hence his re-appointment as Chairman and Managing Director requires the approval of members by way of a special resolution.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution.

Keeping in view that Mr. Harsh Mariwala has been on the Board of Kaya Limited since its incorporation i.e March 27, 2003 and he has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the employment of Mr. Harsh Mariwala as Chairman and Managing Director.

Mr. Harsh Mariwala has given his consent to be re-appointed as Chairman and Managing Director of the Company. Accordingly, on recommendation of Nomination and Remuneration Committee of the Company, the Board of Directors at its meeting held on May 19, 2021 approved the re-appointment of Mr. Mariwala as the Chairman and Managing Director of the Company for a period of 5 (five) years commencing from November 1, 2021 to October 31, 2026 and approved the terms and conditions of his appointment including remuneration.

Brief profile of the Director, nature of his expertise in specified functional areas and names of companies in which he holds directorships and memberships / chairmanship of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read together with Secretarial Standards – 2 are provided at the end of this Notice.

Except Mr. Harsh Mariwala, Mr. Rishabh Mariwala, Mr. Rajendra Mariwala and their relatives, none of the other Directors, Key Managerial Personnel, of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution proposed in Item No. 6.

The Board recommends the passing of Item No. 6 of the Notice as a **Special Resolution** by the Members.

Place: Mumbai

Date: August 3, 2021

Registered Office:

23/C, Mahal Industrial Estate,
Mahakali Caves Road, Near Paperbox Lane,
Andheri (East), Mumbai – 400 093
Tel no.: 022 – 6619 5000
Fax No.: 022 – 6619 5050
Website: www.kaya.in
Email: investorrelations@kayaindia.net

By Order of the Board
For Kaya Limited,
Nitika Dalmia
Company Secretary &
Compliance Officer

Information required under regulation 36(3) of the SEBI Listing Regulations with respect to Directors' re-appointment/appointment

Particulars	Mr. Rajendra Mariwala	Mr. Rishabh Mariwala	Dr Om Manchanda	Ms. Vasuta Agarwal	Mr. Harsh Mariwala
Designation	Non- Executive Director	Non- Executive Director	Independent Director	Independent Director	Chairman & Managing Director
Director Identification Number	00007246	03072284	02099404	07480674	00210342
Age (in years)	58	39	56	38	71
Date of first appointment	November 1, 2011	May 19, 2021	August 3, 2021	August 3, 2021	March 27, 2003
Qualification	Master's in Chemical Engineering	Graduate from Zarb School of Business, Hofstra University, New York, USA.	MBA from IIM Ahmedabad and is also an alumnus of Harvard Business School. Graduate in veterinary sciences.	Electronics Engineer from BITS, Pilani, and MBA from IIM-Bangalore.	Graduate Sydenham College of Commerce
Experience	More than 30 years	12 years	16 years	14 years	over 50 years
Terms & Condition	Non-Executive, Non-Independent Director of the Company, liable to retire by rotation	Non-Executive, Non-Independent Director of the Company, liable to retire by rotation	To be appointed as Independent Director, not liable to retire by rotation, for a tenure of five years from August 3, 2021 to August 2, 2026 (both days inclusive).	To be appointed as Independent Director, not liable to retire by rotation, for a tenure of five years from August 3, 2021 to August 2, 2026 (both days inclusive).	1. The appointment of Mr. Harsh Mariwala as Chairman & Managing Director is subject to the supervision, control and direction of the Board and he shall be responsible for the day-to-day management of the Company and shall carry out such duties as may be entrusted to him by the Board. 2. He shall be in continuous service of the Company during his term of appointment and his office shall not be liable to retire by rotation; 3. The appointment may be terminated by the Company or by the Director by giving not less than three months' notice. If at any time, he ceases to be a Director of the Company for any cause whatsoever, he shall cease to be the Chairman & Managing Director 4. He shall not receive any remuneration by way of salary, dearness allowance, perquisites, commission or any other allowance, benefit or amenity from the Company during his office as Chairman & Managing of the Company; 5. He shall not be entitled to sitting fees for attending Meetings of the Board of Directors of the Company or any committee or committees thereof.

Particulars	Mr. Rajendra Mariwala	Mr. Rishabh Mariwala	Dr Om Manchanda	Ms. Vasuta Agarwal	Mr. Harsh Mariwala
Details of remuneration last drawn (in Rs.)	Sitting fees.	N.A.	N.A.	N.A.	Nil
Details of remuneration proposed	As per the Policy on Nomination, Remuneration and Evaluation, the provisions of the Companies Act, 2013 and as agreed by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, Rs.1,00,000/- per board meeting attended and Rs. 50,000/0 per committee meeting attended.				Nil
Shareholding in the Company as on the date of this report	119543 equity shares of Rs. 10/- each	262000 equity shares of Rs. 10/- each	Nil	Nil	407492 equity shares of Rs. 10/- each
Relationship with other directors, Manager & KMP	Mr. Rishabh Mariwala, Non-Executive Director of the Company and Member of the Promoter group is his Nephew. Mr. Harsh Mariwala and Mr. Rajendra Mariwala are first cousins.	Mr. Harsh Mariwala, Managing Director and Chairman is the father of Mr. Rishabh Mariwala. Mr. Rajendra Mariwala is the paternal uncle of Mr. Rishabh Mariwala.	None	None	Mr. Rishabh Mariwala, Non-Executive Director of the Company and Member of the Promoter group is his Son. Mr. Harsh Mariwala and Mr. Rajendra Mariwala are first cousins.
Directorships	1. Marico Limited 2. Eternis Fine Chemicals Limited 3. Scientific Precision Private Limited 4. Eternis (UK) Limited 5. Eternis Chemicals Private Limited	1. Marico Limited 2. Sharrp Consumer Wellbeing Solutions Pvt Ltd 3. Marico Inovation Foundation 4. Aqua Centric Pvt Ltd	1. Dr. Lal PathLabs Limited 2. Dr. Lal Ventures Private Limited 3. PathLabs Unifiers Private Limited 4. Nephrocare Health Services Private Limited 5. Dr. Lal Path Labs Bangladesh Private Limited	1. Iglulabs Software Private Limited 2. Valetex Services Private Limited	1. Marico Limited 2. Marico Innovation Foundation 3. Eternis Fine Chemicals Limited 4. Scientific Precision Private Limited 5. Sharrp Consumer Wellbeing Solutions Pvt Ltd
	6. Eternis Fine Chemicals UK Limited (formerly Tennants Fine Chemicals Limited) 7. Mariwala Consultancy Private Limited				6. Ascent India Foundation 7. Mariwala Health Foundation 8. Thermax Limited 9. Aqua Centric Private Limited 10. Zensar Technologies Limited 11. JSW Steel Limited 12. Halite Personal Care India Private Limited
Name of the entity in which the Director holds memberships & chairpersonship (incl. Kaya) covers two committees namely, Audit Committee and Stakeholders' Relationship Committee and excludes Committee position held in private limited Companies, foreign Companies and Section 8 Companies	1 Marico Limited - Member of Audit Committee and Stakeholder Relationship Committee 2 Eternis Fine Chemicals Limited - Member of Audit Committee 3 Kaya Limited - Member of Audit Committee	None	1. Member of the Stakeholders Relationship Committee of Dr. Lal PathLabs Limited	None	1 Kaya Limited - Member of Stakeholders Relationship Committee

Particulars	Mr. Rajendra Mariwala	Mr. Rishabh Mariwala	Dr Om Manchanda	Ms. Vasuta Agarwal	Mr. Harsh Mariwala
No. of Board Meetings attended during FY 2020-21	7 of 7	N.A.	N.A.	N.A.	7 of 7
Brief Profile	Mr. Rajendra Mariwala has done his Masters in Chemical Engineering from Cornell University, USA. He is currently the Managing Director of Eternis Fine Chemicals Limited, a leading exporter of specialty chemicals - specifically chemicals for fragrances and personal care products. He brings with him a rich experience of over 31 years in fragrances and 18 years in leading a competitive global business in specialty chemicals.	Mr. Rishabh Mariwala, is a second generation family business entrepreneur. He is a graduate from Zarb School of Business, Hofstra University, New York, USA. An avid learner, he has undergone different executive courses from various universities. In 2010, he chose to become an entrepreneur where he could appreciate managing a business in its entirety. He launched a new business line "Soap Opera" catering to the masstige and luxury consumer segment. His passion for innovative product formulations and the deep consumer insight was instrumental in introducing the luxury range of skincare products called "PureSense" in 2016. While working on Puresense, Rishabh founded Sharrp Ventures - the Mariwala Family Office, and presently heads the same. Sharrp Ventures is engaged in public markets, private equity and venture capital. This experience has provided him great insight into India's vibrant start-up space and immense learning about global best practices of cutting edge new businesses in both the digital and offline space. Having undertaken various responsibilities, Rishabh has acquired overall entrepreneurial hands-on experience across all aspects of the business	Om Manchanda is the Managing Director of Dr. Lal PathLabs Ltd. (LPL). Om has successfully led the transformation of LPL in last nearly 16 years from a small business to a professionally run India's largest medical diagnostics company. He also successfully led the IPO of the company in the year 2015, the first company to be listed in diagnostics space in India. His career spans over three decades across diverse industries like FMCG, Agri-Inputs and Consumer Healthcare. He spent nearly a decade with Hindustan Unilever where he started his career as a management trainee in the year 1990. He has done MBA from IIM Ahmedabad and is also an alumnus of Harvard Business School. He is a graduate in veterinary sciences. He was Finalist for the prestigious "EY Entrepreneur of the Year" awards for 2015 and later won this award "EY Entrepreneur of the Year" for 2019 in the Healthcare and Life Sciences category. Recently he received 'Healthcare Personality of the Year-2020' award in the FICCI Healthcare Excellence Awards, organized in September, 2020	Ms. Vasuta is the SVP and Managing Director for Asia Pacific at InMobi. She is responsible for the P&L, revenue, strategic partnerships and business for India, Southeast Asia, Japan, Korea, and ANZ markets. Vasuta started her career at Intel after graduating as an electronics engineer from BITS, Pilani, and went on to be a Director's Merit Lister from IIM-Bangalore for her MBA. Post MBA, she spent 3 years in strategy consulting at McKinsey owning work streams for government, finance and consumer goods clients. She has featured in the Campaign Asia "Women to Watch 2020" list, among the "Top 50 Influential Women in Media and Marketing in India" for 3 successive years since 2018 and in the "Economic Times Women Ahead List" for 2018. She is also a champion of women leadership & initiatives for mentoring young women professionals with 'Pink Ladder' and the 'She Leads' Annual Summit.	Mr. Harsh Mariwala leads Marico Limited as its Chairman. Mr. Mariwala's passion for innovation, enthused him to establish the Marico Innovation Foundation in 2003 which works towards nurturing innovations in India. In 2012, Mr. Mariwala started ASCENT Foundation, a peer-learning entrepreneurial platform. Sharrp Ventures is the Family Office of the Harsh Mariwala Family. He also founded the Mariwala Health Initiative (MHI) in 2015, with the philanthropic aim of giving back to society. Mr. Mariwala was recently bestowed the EY Entrepreneur of the year award 2020 for India which is the world's most prestigious business award for entrepreneurs.

Particulars	Mr. Rajendra Mariwala	Mr. Rishabh Mariwala	Dr Om Manchanda	Ms. Vasuta Agarwal	Mr. Harsh Mariwala
nature of expertise in specific functional areas	Corporate Strategy and Planning, Leadership, Entrepreneurship, Global business & Consumer Understanding	Entrepreneurship, Brand Building, New Age Consumer Channel & Digital Skills, Retail & Go To Market, Strategy and Investment Management and Corporate Governance, Risk & Compliance	Corporate Strategy and Planning, Leadership, Brand Building	Corporate Strategy and Planning, Leadership, Entrepreneurship, Global business & Consumer Understanding, Digital skills	Operations & Process Optimization, Corporate Governance, Risk & Compliance, Leadership, Entrepreneurship, Brand Building, Retail & Go to market strategy