Kaya Limited

November 06, 2026

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

Subject: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed a copy of the postal ballot notice along with the explanatory statement ("**Postal Ballot Notice**"), seeking approval of the Members of the Company on the following Special Resolution:

Sr. No.	Description of Special Resolution
1.	Appointment of Ms. Shuchi Pandya (DIN: 02048492) as a Non-Executive Independent Director of the Company
2.	Approval for Grant of Employee Stock Options to an Identified Employee Exceeding 1% of the Issued Capital of the Company under the Kaya Employee Stock Option Plan 2021.

The Notice of Postal Ballot along with the instructions regarding e-voting has been sent to the registered email address of the members whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e. Wednesday, November 04, 2026. The members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in the Notice.

The remote e-voting shall commence on Monday, November 09, 2026 at 9:00 am (IST) and shall end on Tuesday, December 08, 2026 at 5:00 pm (IST). The results of e-voting will be announced within two working days from the end of remote e-voting and will be displayed on the website of the Company.

The notice will also be made available on the website of the Company at www.kaya.in

For **Kaya Limited,**

SHILPA ASHUTOSH RATHI

Digitally signed by SHILPA ASHUTOSH RATHI
Date: 2026.11.06 17:15:29 +05'30'

Shilpa Rathi
Company Secretary &
Compliance Officer

Encl: A/a

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 POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Shareholders,

Notice of Postal Ballot is hereby given to the Members of the Company pursuant to Section 108 and Section 110 of the Companies Act, 2013 (the "**Act**"), read with Rule 20 and Rule 22, of the Companies (Management and Administration) Rules, 2014 ("**Rules**) read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No.17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the resolution as set out in this Notice is proposed for approval by the Members of the Company by means of Postal Ballot only by voting through electronic means (**'remote e-voting'**).

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions of the Act read with the applicable Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

You are requested to record your assent or dissent only by means of the remote e-voting system provided by the Company.

SPECIAL BUSINESS:

ITEM NO. 1

Appointment of Ms. Shuchi Pandya (DIN: 02048492) as a Non-Executive Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Ms. Shuchi Pandya (DIN: 02048492), who was appointed as an Additional Director, designated as an Independent, Non-Executive Director of the Company with effect from November 06, 2026, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, and from whom the Company has received a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, consent of the members be and is hereby accorded for the appointment of Ms. Shuchi Pandya as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years commencing from November 06, 2026 to November 05, 2031 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters, and things as may be necessary, proper or expedient to give effect to this resolution."

Item No.02

Approval for Grant of Employee Stock Options to an Identified Employee Exceeding 1% of the Issued Capital of the Company under the Kaya Employee Stock Option Plan 2021.

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the applicable rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), for the time being in force and as maybe modified from time to time, and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the "Applicable Laws"), the Memorandum and Articles of Association of the Company, and in accordance with the Kaya Employee Stock Option Plan 2021 ("Kaya ESOP Plan 2021"), and pursuant to the recommendation of the Nomination and Remuneration committee of the Company ("NRC") and the Board of Directors of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s), as may be required from the appropriate regulatory authorities/institution/bodies and further subject to such terms and conditions as may be prescribed while granting such approval(s)/consent(s)/permission(s)/ sanction(s) , the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof including the Nomination & Remuneration Committee ("NRC") constituted / may be constituted by the Board of Directors of the Company or any other person(s), for the time being exercising the powers conferred on the Board of Directors by this resolution and as may be authorised by the Board in this regard) to offer, create and grant from time to time such number of Stock Options ("Options") in one or more tranches under Kaya ESOP Plan 2021, exercisable into equal number of Equity Shares of face value of Rs. 10/- each fully paid up, as per the terms of Kaya ESOP Plan 2021 during any one financial year, which may be equal to or exceed 1% (one percent) of the issued capital of the Company, at the time of grant of options to the following identified employee(s) of the Company :

Name of the Employee	Designation of the Employee	Maximum No. of Options to be granted
Mr. Saurav Jha	Chief Business Transformation Officer	4,80,000

RESOLVED FURTHER THAT the Nomination & Remuneration Committee and / or the Board of the Company be and is hereby authorized to issue and allot equity shares upon exercise of options from time to time in accordance with the Kaya ESOP Plan 2021 and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution including but not limited to delegate any powers conferred upon the Board by this resolution to any officials of the Company, to execute required documents, deeds and writings and to settle any questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Date: November 06, 2026
Place: Mumbai

By Order of the Board Kaya Limited

Sd/-

Shilpa Rathi

Company Secretary &Compliance Officer

ACS No. 27457

Registered Office:

23/C, Mahal Industrial Estate, Mahakali Caves Road,

Near Paperbox Lane,Andheri (East), Mumbai – 400093.

CIN: L85190MH2003PLC139763, Website :www.kaya.in

Email: investorrelations@kayaindia.net,

Tel: 022-6619 5000

NOTES:

1. The explanatory statement pursuant to Section 102(1) and Section 110 of the Companies Act, 2013 ("Act") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto and forms part of the Postal Ballot Notice ("Notice").

2. In accordance with the applicable provisions of the Companies Act, 2013, the rules made thereunder and the applicable circulars issued by the Ministry of Corporate Affairs ("MCA"), this Notice is being sent only through electronic mode to the Members whose names appear in the Register of Members or the List of Beneficial Owners maintained by the Depositories, as applicable, as on November 04, 2026 ("Cut-Off Date"), and whose e-mail addresses are registered with the Company, its Registrar and Share Transfer Agent ("RTA") or the Depositories, as applicable. Members whose e-mail addresses are not registered may follow the procedure specified in this Notice for registration of their e-mail addresses and access to the remote e-voting facility.

3. Only those Members whose names appear in the Register of Members or the List of Beneficial Owners, as applicable, as on the Cut-Off Date shall be entitled to participate in the remote e-voting process. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. The voting rights of the Members shall be in proportion to their respective shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date. Members whose e-mail addresses are not registered shall follow the procedure specified in this Notice to access the Notice and the remote e-voting facility, subject to their eligibility as on the Cut-Off Date.

4. In compliance with Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 ("Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard-2 on General Meetings ("SS-2") and the applicable circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI"), the Company is providing its Members with the facility to exercise their voting rights through remote e-voting only. For this purpose, the Company has engaged National Securities Depository Limited ("NSDL") to facilitate the remote e-voting process. In accordance with the applicable MCA circulars, physical copies of this Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to the Members. The assent or dissent of the Members shall be communicated exclusively through the remote e-voting system.

5. Notice is also placed on the website of the Company i.e. www.kaya.in and the website of NSDL i.e. www.nsdl.co.in and shall also be available on the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Limited i.e. www.bseindia.com and National Stock Exchange of India Limited i.e. www.nseindia.com.

   The remote e-voting period commences on November 09, 2026 at 9:00 A.M. and ends on December 08, 2026 at 5:00 P.M. The remote e-voting module shall be disabled for voting thereafter. Members holding shares in physical or dematerialised form as on the Cut-Off Date may cast their votes electronically during this period in accordance with the instructions set out in this Notice. Once a Member has cast a vote on a resolution, the Member shall not be permitted to change that vote subsequently.

   Members who do not receive this Notice by e-mail may access the Notice from the website of the Company, the websites of the stock exchanges and the e-voting website specified in this Notice. Members who require assistance in accessing the remote e-voting facility may contact the Company, its RTA or NSDL at the contact details provided in this Notice.

6. The Board of Directors ("**Board**") of the Company appointed Mr. Sitansh Magia, (Membership No.: - A15169), Partner of M/s Magia Halwai & Associates, Practicing Company Secretaries, as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

7. The Scrutinizer will submit his report to the Chairman or any other person authorised by him after completion of the scrutiny of the e-voting. The Scrutinizer's decision on the validity of votes cast will be final. The results of the Postal Ballot will be announced by the Chairman of the Company, or any other person authorised by him, within two working days of the conclusion of remote e-voting period, in accordance with the applicable provision of law. The result of the Postal Ballot along with the Scrutinizer's Report shall be placed on the Company's website i.e. www.kaya.in and also on the NSDL's website i.e. www.nsdl.co.in and shall be communicated to the Stock Exchanges where the Company's shares are listed.

8. 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 on that behalf and the same shall be deemed

to have been passed on the last date of voting, i.e. December 08, 2026.

9. Members who have not registered their e-mail address with the Company or their Depository Participant, as applicable, are requested to register their e-mail address by following the procedure set out below:

a) **Members holding shares in physical form:** Members may register or update their e-mail address by submitting the prescribed request, along with the necessary supporting documents, to the Company's Registrar and Share Transfer Agent ("RTA") at the contact details provided on the Company's website.

b) **Members holding shares in dematerialised form:** Members may register or update their e-mail address with their respective Depository Participant in accordance with the procedure prescribed by the Depository Participant

Members may also refer to the Company's website and the RTA's website for the applicable procedure and supporting documents required for registration or updating of e-mail addresses.

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

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories andDepository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.
	2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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
	3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	4. 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. 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.
	5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play  
Individual Shareholders holding securitiesin demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password
	2. After successful login the Easi / Easiest user will be able to see the e- Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.

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 relatedto login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details

Individual Shareholders holding securitiesin 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 022 - 4886 7000
Individual Shareholders holding securitiesin 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 toll free no. 1800-21-09911

A. Login Method 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. 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 demataccount with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and ClientID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demataccount 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 PhysicalForm.	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 castyour 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 on NSDL e-Voting system.How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holdingshares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.
7. 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 beneficiaryID), 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 explainedat **step 1 (A)** i.e. **Login method for e-Voting 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 passwordfor 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.

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 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.

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 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 or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Apeksha Gojamgunde at evoting@nsdl.com

11. The vote in this Postal Ballot cannot be exercised through proxy.

12. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to investorrelations@kayaindia.net from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THIS POSTAL BALLOT NOTICE

Item No. 1

Appointment of Ms. Shuchi Pandya (DIN: 02048492) as a Non-Executive Independent Director of the Company.

Appointment of Ms. Shuchi Pandya (DIN: 02048492) as an Independent Director of the Company Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on November 06, 2026, appointed Ms. Shuchi Pandya (DIN: 02048492) as an Additional Director of the Company, designated as an Independent Director, Non-Executive Director of the Company, for a term of 5 (five) consecutive years commencing from November 06, 2026 to November 05, 2031 (both days inclusive), subject to the approval of members of the Company by way of a Special Resolution. Ms. Shuchi Pandya has given her consent to act as a Director in terms of Section 152 of the Act. She is not disqualified from being appointed as a Director in terms of Section 164(1) and 164(2) of the Act and has submitted a declaration in Form DIR-8 to that effect. She has also confirmed that she is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any other such statutory authority.

The Company has received all statutory disclosure / declaration, including:

1. Consent to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
2. Declaration in Form DIR-8, confirming that she is not disqualified to act as a Director under Section 164(1) or (2) of the Act;
3. Declaration of Independence, confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations;
4. Declaration that she is not debarred from holding the office of Director pursuant to any SEBI order or any other authority;
5. Form MBP-1, disclosing her concern or interest in other companies pursuant to Section 184(1) of the Act; and
6. A notice in writing under Section 160(1) of the Act, received from a member of the Company, proposing her candidature for the office of Director.
7. Confirmation of registration with the Independent Directors' databank maintained by the Indian Institute of Corporate Affairs (IICA) under Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 alongwith declaration of compliance of rule 6(3) of the said Rules.

In the opinion of the Board, Ms. Shuchi Pandya fulfils the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and is independent of the management. She possesses the necessary skills, expertise, integrity and experience, including in the areas of finance, business strategy, and business development functions, that would benefit the Company and contribute effectively to the Board and its Committees.

She shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and its Committees, reimbursement of expenses incurred for participation in such meetings , in accordance with the Company's Policy.

Pursuant to Sections 149, 150 and 152 read with Schedule IV to the Act and the relevant rules made thereunder, the appointment of an Independent Director requires approval of the members. Further, as per Regulation 25(2A) of the Listing Regulations, such appointment also requires approval of members by way of a Special Resolution.

Accordingly, the Board recommends the resolution set out at Item No. 1 for approval of the members as a Special Resolution.

Except Ms. Shuchi Pandya and her relatives (to the extent of their shareholding interest, if any, in the Company), none of the other Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution.

The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India, in respect of Director seeking appointment is annexed.

None of the promoters, members of the promoter group, directors and/or key managerial personnel of the Company or their relatives are interested, financially or otherwise, in the Special Resolution under Item No. 1 of this Notice.

Item No. 2

Approval for Grant of Employee Stock Options to an Identified Employee Exceeding 1% of the Issued Capital of the Company under the Kaya Employee Stock Option Plan 2021.

As per Rule 12(4)(b) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6(3)(d) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, a separate resolution is required to be passed for grant of options to identified employees, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option.

The Board based on the recommendation of the Nomination and Remuneration Committee of the Company at their respective Meetings held on November 06, 2026 has recommended the resolution set out in Item No.2 for approval of the Members for grant of options to him as set out in the resolution, during any one financial year, which may be equal to or exceed 1% of the issued capital of the Company (excluding outstanding warrants and conversions) at the time of grant. The details of the options proposed to be granted to Mr. Saurav Jha are as below:

Name of the Employee	Designation of the Employee	Maximum No. of Options to be granted
Mr. Saurav Jha	Chief Business Transformation Officer	4,80,000

The proposed grant is intended to incessntivise performance, retain key talent and align the employee's interests with the long-term objectives of the Company. The Company believes in the philosophy of building entrepreneurial teams to manage and grow its businesses and create sustainable value for its shareholders. Accordingly, equity-based compensation is considered an important means of recognising the contribution of key employees, encouraging sustained performance and aligning their interests with the long-term growth and success of the Company.

Considering the role and responsibilities of Mr. Saurav Jha, Chief Business Transformation Officer, and the Company's objective of fostering long-term commitment and performance, the proposed grant of Employee Stock Options is considered appropriate to incentivize his contribution towards the Company's business objectives and long-term growth.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of the stock options that are granted or may be granted to them under the ESOP 2021.

The Board recommends the resolution set out in Item No. 2 of this Postal Ballot Notice to be approved by the members as a Special Resolution.

Date: November 06, 2026
Place: Mumbai

By Order of the Board Kaya Limited

Sd/-
Shilpa Rathi
Company Secretary &Compliance Officer
ACS No. 27457

Registered Office:
23/C, Mahal Industrial Estate, Mahakali Caves Road,
Near Paperbox Lane,Andheri (East), Mumbai – 400093.
CIN: L85190MH2003PLC139763, Website :www.kaya.in
Email: investorrelations@kayaindia.net,
Tel: 022-6619 5000

Information required under regulation 36(3) of the SEBI Listing Regulation with respect to Director's Appointment and the Secretarial Standards issued by the Institute of Company Secretaries of India	
Particulars	**Ms. Shuchi Pandya**
Designation	Non- Executive Independent Director
Director Identification Number	02048492
Age (in years)	43
Date of first appointment	November 06, 2026
Qualification	Shuchi holds a Bachelor of Science (B.S.) degree in Economics from the NYU Stern School of Business and a Master of Business Administration (MBA) from The Wharton School, University of Pennsylvania.
Experience	19+ years
Terms & Condition	To be appointed as Independent Director, not liable to retire by rotation, for a tenure of five years from November 06, 2026 to November 05, 2031 (both days inclusive).
Details of remuneration last drawn (in Rs.)	Not Applicable
Details of remuneration proposed	She will be paid Sitting Fees and other reimbursement expenses incurred on actuals as per Company's Policy.
Shareholding in the Company as on the date of this report	0
Relationship with other directors, Manager & KMP	None
Directorships	1.Cuminco Kitchenware Private Limited 2.Byondnxt Smart Home Private Limited 3.Aaryak Jewellery 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	Nil
No. of Board Meetings attended during FY 2026-27	Not Applicable
Brief Profile	Ms. Shuchi Pandya is a business leader and entrepreneur with over 19 years of operational and entrepreneurial experience across the fashion and lifestyle sectors. She founded Pipa.Bella, a direct-to-consumer (D2C) jewellery brand, in 2013, which was subsequently acquired by Nykaa in 2021. Thereafter, she was part of the senior leadership team at Nykaa Fashion, where she led profit and loss (P&L) management and brand strategy for private labels across western wear, Indian wear and accessories. Her professional experience spans entrepreneurship, business strategy, brand development, business scaling, retail and e-commerce, providing her with operational and strategic exposure to consumer-focused businesses. She is currently associated with Fireside Ventures as a Principal, a venture capital firm focused on investing in and supporting consumer brands.
Nature of expertise in specific functional areas	Corporate Strategy and Planning, Leadership and Business Management, Global Business and Consumer Understanding, Brand Building and Brand Strategy, Retail and Go-to Market Strategy & Operations and Process Optimisation