

ANNEXURE III TO THE BOARD'S REPORT

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended March 31, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014]

| I REGISTRATION & OTHER DETAILS: | | | | | |
|--|--|--|------------------------------------|------------------|--------------------|
| i | CIN | L85190MH2003PLC139763 | | | |
| ii | Registration Date | March 27, 2003 | | | |
| iii | Name of the Company | Kaya Limited | | | |
| iv | Category/Sub-category of the Company | Category: Company limited by shares Sub-Category: Non – government Company. | | | |
| v | Address of the Registered office & contact details | 23/C, Mahal Industrial Estate, Mahakali Caves Road, Near Paperbox Lane, Andheri (East), Mumbai – 400 093. Tel. : (+91-22) 6619 5000 Fax.: (+91-22) 6619 5050 | | | |
| vi | Whether listed company | Yes | | | |
| vii | Name, Address & contact details of the Registrar & Transfer Agent, if any. | Link Intime India Private Limited C 101, 247 Park , L B S Marg, Vikhroli West, Mumbai 400 083 Tel: (+91-22) 4918 6000 Fax: (+91-22) 4918 6060 Website: www.linkintime.co.in E-mail address: rnt.helpdesk@linkintime.co.in | | | |
| II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY | | | | | |
| All the business activities contributing 10% or more of the total turnover of the company shall be stated: | | | | | |
| Sr. No. | Name & Description of main products/services | NIC Code of the Product /service | % to total turnover of the company | | |
| 1 | Medical practice activities – To carry on the business of providing Health Care Aesthetics, Beauty & Personal Care products and services in India and abroad including but not limited to medical services through advanced equipment such as surgical lasers, skin treatment appliances, equipment and appliances for treatment of acne, etc. | 86201 | 100 | | |
| III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES | | | | | |
| Sr. No. | Name & Address of the Company | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % OF SHARES HELD | APPLICABLE SECTION |
| 1 | KME Holdings Pte. Ltd. | NA | Subsidiary | 100 | 2(87) |
| 2 | Kaya Middle East FZE | NA | Subsidiary | 100 | 2(87) |
| 3 | Kaya Middle East DMCC | NA | Subsidiary | 100 | 2(87) |
| 4 | Iris Medical Centre LLC | NA | Subsidiary | 85 | 2(87) |
| 5 | Minal Medical Centre LLC | NA | Subsidiary | 75 | 2(87) |
| 6 | Minal Specialized Clinic Dermatology LLC | NA | Subsidiary | 75 | 2(87) |
| 7 | Kaya Al Bada JV* | NA | Joint Venture | 49 | 2(6) |

* Kaya Al Bada JV ceased to be the joint venture of the Company w.e.f. January 31, 2019.

| IV | SHAREHOLDING PATTERN (Equity Share Capital Break up as Percentage of Total Equity) | | | | | | | | | |
|-------|--|---|------------|----------------|-------------------|---|------------|----------------|-------------------|--------------------------|
| (i) | CATEGORY WISE SHAREHOLDING | | | | | | | | | |
| Sr No | Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
| | | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| (A) | PROMOTER AND PROMOTER GROUP SHAREHOLDING | | | | | | | | | |
| [1] | Indian | | | | | | | | | |
| (a) | Individuals / Hindu Undivided Family | 7634484 | 0 | 7634484 | 58.59 | 7634484 | 0 | 7634484 | 58.44 | 0.00 |
| (b) | Central Government / State Government(s) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (c) | Financial Institutions / Banks | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (d) | Any Other (Specify) | | | | | | | | | |
| | Bodies Corporate | 176440 | 0 | 176440 | 1.35 | 176440 | 0 | 176440 | 1.35 | 0.00 |
| | Sub Total (A)(1) | 7810924 | 0 | 7810924 | 59.94 | 7810924 | 0 | 7810924 | 59.79 | 0.00 |
| [2] | Foreign | | | | | | | | | |
| (a) | Individuals (Non-Resident Individuals / Foreign Individuals) | 18000 | 0 | 18000 | 0.14 | 18000 | 0 | 18000 | 0.14 | 0.00 |
| (b) | Government | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (c) | Institutions | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (d) | Foreign Portfolio Investor | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (e) | Any Other (Specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Sub Total (A)(2) | 18000 | 0 | 18000 | 0.14 | 18000 | 0 | 18000 | 0.14 | 0.00 |
| | Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2) | 7828924 | 0 | 7828924 | 60.08 | 7828924 | 0 | 7828924 | 59.93 | 0.00 |
| (B) | PUBLIC SHAREHOLDING | | | | | | | | | |
| [1] | Institutions | | | | | | | | | |
| (a) | Mutual Funds / UTI | 417828 | 0 | 417828 | 3.21 | 0 | 0 | 0 | 0.00 | -3.20 |
| (b) | Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (c) | Alternate Investment Funds | 166054 | 0 | 166054 | 1.27 | 234977 | 0 | 234977 | 1.80 | 0.53 |
| (d) | Foreign Venture Capital Investors | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (e) | Foreign Portfolio Investor | 282686 | 100 | 282786 | 2.17 | 258568 | 100 | 258668 | 1.98 | -0.18 |
| (f) | Financial Institutions / Banks | 15909 | 0 | 15909 | 0.12 | 12720 | 0 | 12720 | 0.10 | -0.02 |
| (g) | Insurance Companies | 94060 | 0 | 94060 | 0.72 | 84663 | 0 | 84663 | 0.65 | -0.07 |
| (h) | Provident Funds/ Pension Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (i) | Any Other (Specify) | | | | | | | | | |
| | Foreign Bank | 60 | 0 | 60 | 0.00 | 60 | 0 | 60 | 0.00 | 0.00 |
| | Sub Total (B)(1) | 976597 | 100 | 976697 | 7.50 | 590988 | 100 | 591088 | 4.52 | -2.95 |

| Sr No | Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|-------|--|---|--------------|-----------------|-------------------|---|--------------|-----------------|-------------------|--------------------------|
| | | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| [2] | Central Government/ State Government(s)/ President of India | | | | | | | | | |
| | Sub Total (B)(2) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| [3] | Non-Institutions | | | | | | | | | |
| (a) | Individuals | | | | | | | | | |
| (i) | Individual shareholders holding nominal share capital upto Rs. 1 lakh | 2408598 | 13095 | 2421693 | 18.58 | 2558931 | 10533 | 2569464 | 19.67 | 1.13 |
| (ii) | Individual shareholders holding nominal share capital in excess of Rs. 1 lakh | 638867 | 0 | 638867 | 4.90 | 699447 | 0 | 699447 | 5.35 | 0.46 |
| (b) | NBFCs registered with RBI | 0 | 0 | 0 | 0.00 | 5116 | 0 | 5116 | 0.04 | 0.04 |
| (c) | Overseas Depositories(holding DRs) (balancing figure) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (d) | Any Other (Specify) | | | | | | | | | 0.00 |
| | Trusts | 100 | 0 | 100 | 0.00 | 100 | 0 | 100 | 0.00 | 0.00 |
| | Foreign Nationals | 1000 | 0 | 1000 | 0.01 | 1100 | 0 | 1100 | 0.01 | 0.00 |
| | Hindu Undivided Family | 141707 | 0 | 141707 | 1.09 | 168775 | 0 | 168775 | 1.29 | 0.21 |
| | Non Resident Indians (Non Repat) | 146789 | 0 | 146789 | 1.13 | 193471 | 0 | 193471 | 1.48 | 0.36 |
| | Non Resident Indians (Repat) | 427826 | 6 | 427832 | 3.28 | 530000 | 6 | 530006 | 4.06 | 0.78 |
| | Clearing Member | 58191 | 0 | 58191 | 0.45 | 29252 | 0 | 29252 | 0.22 | -0.22 |
| | Bodies Corporate | 388294 | 760 | 389054 | 2.99 | 446588 | 760 | 447348 | 3.42 | 0.45 |
| | Sub Total (B)(3) | 4211372 | 13861 | 4225233 | 32.42 | 4632780 | 11299 | 4644079 | 35.55 | 3.21 |
| | Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3) | 5187969 | 13961 | 5201930 | 39.92 | 5223768 | 11399 | 5235167 | 40.07 | 0.25 |
| | Total (A)+(B) | 13016893 | 13961 | 13030854 | 100.00 | 13052692 | 11399 | 13064091 | 100.00 | 0.25 |
| (C) | NON PROMOTER - NON PUBLIC SHAREHOLDING | | | | | | | | | |
| (i) | Custodian/DR Holder | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (2) | Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total (A)+(B)+(C) | 13016893 | 13961 | 13030854 | 100.00 | 13052692 | 11399 | 13064091 | 100.00 | 0.25 |

| (ii) SHARE HOLDING OF PROMOTERS | | | | | | | |
|--|---|---|----------------------------------|--|-------------------------------------|----------------------------------|--|
| Sr. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | |
| | | No of shares | % of total shares of the Company | % of shares pledged encumbered to total shares | No of shares | % of total shares of the Company | % of shares pledged encumbered to total shares |
| 1 | Harsh C Mariwala with Kishore V Mariwala for Acquarius Family Trust | 1467520 | 11.26 | - | 1467520 | 11.23 | - |
| 2 | Harsh C Mariwala with Kishore V Mariwala for Gemini Family Trust | 1467520 | 11.26 | - | 1467520 | 11.23 | - |
| 3 | Harsh C Mariwala with Kishore V Mariwala for Taurus Family Trust | 1467520 | 11.26 | - | 1467520 | 11.23 | - |
| 4 | Harsh C Mariwala with Kishore V Mariwala for Valentine Family Trust | 1467520 | 11.26 | - | 1467520 | 11.23 | - |
| 5 | Harsh C Mariwala | 285092 | 2.19 | - | 407492 | 3.12 | - |
| 6 | Rajvi H Mariwala | 262000 | 2.01 | - | 262000 | 2.01 | - |
| 7 | Rishabh H Mariwala | 262000 | 2.01 | - | 262000 | 2.01 | - |
| 8 | Archana H Mariwala | 246000 | 1.89 | - | 246000 | 1.88 | - |
| 9 | Ravindra.K.Mariwala | 150846 | 1.16 | - | 150846 | 1.15 | - |
| 10 | Harshraj C. Mariwala (HUF) | 122400 | 0.94 | - | - | - | - |
| 11 | Rajen K Mariwala | 119543 | 0.92 | - | 119543 | 0.92 | - |
| 12 | Hema K Mariwala | 78322 | 0.60 | - | 78322 | 0.60 | - |
| 13 | Anjali R Mariwala | 74182 | 0.57 | - | 74182 | 0.57 | - |
| 14 | Paula R Mariwala | 74182 | 0.57 | - | 74182 | 0.57 | - |
| 15 | Kishore V Mariwala | 53369 | 0.41 | - | 51369 | 0.39 | - |
| 16 | Pallavi Jaikishan Panchal | 18320 | 0.14 | - | 18320 | 0.14 | - |
| 17 | Malika Chirayu Amin | 18000 | 0.14 | - | 18000 | 0.14 | - |
| 18 | Kishore V Mariwala for KVM Anandita Trust | 37 | 0.00 | - | 537 | 0.00 | - |
| 19 | Kishore V Mariwala for KVM Arnav Trust | 37 | 0.00 | - | 537 | 0.00 | - |
| 20 | Kishore V Mariwala for KVM Vibhav Trust | 37 | 0.00 | - | 537 | 0.00 | - |
| 21 | Kishore V Mariwala for KVM Taarika Trust | 37 | 0.00 | - | 537 | 0.00 | - |
| 22 | The Bombay Oil Private Limited | 176440 | 1.35 | - | 176440 | 1.35 | - |
| 23 | Preeti Gautam Shah | 18000 | 0.14 | - | 18000 | 0.14 | - |
| | Total | 7828924 | 60.08 | - | 7828924 | 59.93 | |

| (iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE) | | | | | | | |
|--|---------------------------|--|----------------------------------|------------------------------------|----------|---|----------------------------------|
| Sr. No. | Name | Share holding at the beginning of the year | | Increase/ Decrease in Shareholding | Reason | Cumulative shareholding during the year | |
| | | No. of Shares | % of total shares of the company | | | No. of Shares | % of total shares of the company |
| 1 | Harsh C Mariwala | 285092 | 2.19 | 122400 | Purchase | 407492 | 3.12 |
| | | | | 0 | Sale | 407492 | 3.12 |
| 2 | Harshraj C Mariwala (Huf) | 122400 | 0.94 | 0 | Purchase | 122400 | 0.94 |
| | | | | 122400 | Sale | 0 | 0.00 |

| (iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS) | | | | | | | |
|--|--|--|----------------------------------|------------------------------------|----------|---|----------------------------------|
| Sr. No. | Name | Share holding at the beginning of the year | | Increase/ Decrease in Shareholding | Reason | Cumulative shareholding during the year | |
| | | No. of Shares | % of total shares of the company | | | No. of Shares | % of total shares of the company |
| 1 | EQ India Fund | 128000 | 0.98 | 68923 | Purchase | 196923 | 1.51 |
| | | | | 0 | Sale | 196923 | 1.51 |
| 2 | Vanaja Sundar Iyer | 165971 | 1.27 | 5000 | Purchase | 170971 | 1.31 |
| | | | | 0 | Sale | 170971 | 1.31 |
| 3 | Equity Intelligence India Private Limited | 0 | 0.00 | 119534 | Purchase | 119534 | 0.91 |
| | | | | 8855 | Sale | 110679 | 0.85 |
| 4 | Ganesh Srinivasan | 76000 | 0.58 | 22275 | Purchase | 98275 | 0.75 |
| | | | | 0 | Sale | 98275 | 0.75 |
| 5 | Premier Investment Fund Limited | 95000 | 0.73 | 0 | Purchase | 95000 | 0.73 |
| | | | | 0 | Sale | 95000 | 0.73 |
| 6 | Life Insurance Corporation of India | 78509 | 0.60 | 0 | Purchase | 78509 | 0.60 |
| | | | | 9397 | Sale | 69112 | 0.53 |
| 7 | Elsamma Joseph | 60500 | 0.46 | 6300 | Purchase | 66800 | 0.51 |
| | | | | 0 | Sale | 66800 | 0.51 |
| 8 | Sundar Iyer | 62500 | 0.48 | 7500 | Purchase | 70000 | 0.54 |
| | | | | 4581 | Sale | 65419 | 0.50 |
| 9 | Edelweiss Custodial Services Limited | 59270 | 0.45 | 51793 | Purchase | 11063 | 0.85 |
| | | | | 51869 | Sale | 59194 | 0.45 |
| 10 | Jignesh V Shah | 0 | 0.00 | 112100 | Purchase | 112100 | 0.86 |
| | | | | 54805 | Sale | 57295 | 0.44 |
| 11 | Jignesh Vijaykumar Shah | 81900 | 0.63 | 0 | Purchase | 81900 | 0.63 |
| | | | | 81000 | Sale | 900 | 0.01 |
| 12 | Reliance Capital Trustee Co Limited- A/C Reliance Mid & Small Cap Fund | 417828 | 3.21 | 0 | Purchase | 417828 | 3.20 |
| | | | | 417828 | Sale | 0 | 0.00 |
| Notes | | | | | | | |
| 1. The above information is based on the weekly beneficiary positions received from the Depositories. The date wise increase/ decrease in shareholding of the top ten shareholders is available on the website of the Company. | | | | | | | |
| 2. The details of holding has been clubbed based on PAN. | | | | | | | |
| (v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL | | | | | | | |
| Sr. No. | Name | Share holding at the beginning of the year | | Increase/ Decrease in Shareholding | Reason | Cumulative shareholding during the year | |
| | | No. of Shares | % of total shares of the company | | | No. of Shares | % of total shares of the company |
| Directors | | | | | | | |
| 1 | Harsh Mariwala – Chairman & Managing Director | 285092 | 2.19 | 122400 | Purchase | 407492 | 3.12 |
| | | | | 0 | Sale | 407492 | 3.12 |
| 2 | Rajen Mariwala – Non-Executive Director | 119543 | 0.92 | 0 | Purchase | 119543 | 0.92 |
| | | | | 0 | Sale | 119543 | 0.92 |
| 3 | Ameera Shah – Independent Director | 2920 | 0.02 | 0 | Purchase | 2920 | 0.02 |
| | | | | 0 | Sale | 2920 | 0.02 |
| 4 | B. S. Nagesh – Independent Director | - | - | 0 | Purchase | 0 | 0.00 |
| | | | | 0 | Sale | 0 | 0.00 |
| 5 | Nikhil Khattau – Independent Director | - | - | 0 | Purchase | 0 | 0.00 |
| | | | | 0 | Sale | 0 | 0.00 |
| 6 | Irfan Mustafa – Independent Director | - | - | 0 | Purchase | 0 | 0.00 |
| | | | | 0 | Sale | 0 | 0.00 |
| Key Managerial Personnel | | | | | | | |
| 1 | Rajiv Nair – Chief Executive Officer | - | - | 0 | Purchase | 0 | 0.00 |
| | | | | 0 | Sale | 0 | 0.00 |
| 2 | Naveen Duggal – Chief Financial Officer | - | - | 0 | Purchase | 0 | 0.00 |
| | | | | 0 | Sale | 0 | 0.00 |
| 3 | Saurabh Shah - Chief Financial Officer | - | - | 0 | Purchase | 0 | 0.00 |
| | | | | 0 | Sale | 0 | 0.00 |
| Mr. Naveen Duggal resigned as the Chief Financial Officer, w.e.f. July 13, 2018 and Mr. Saurabh Shah was appointed as the Chief Financial Officer w.e.f. July 14, 2018. | | | | | | | |
| 4 | Nitika Dalmia – Company Secretary & Compliance Officer | - | - | 0 | Purchase | 0 | 0 |
| | | | | 0 | Sale | 0 | 0 |

| V INDEBTEDNESS | | | | | |
|--|---|--|---|--|-------------------|
| Indebtedness of the Company including interest outstanding/accrued but not due for payment | | | | | |
| Indebtness at the beginning of the financial year | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness | |
| i) Principal Amount | - | - | - | - | |
| ii) Interest due but not paid | - | - | - | - | |
| iii) Interest accrued but not due | - | - | - | - | |
| Total (i+ii+iii) | - | - | - | - | |
| Change in Indebtedness during the financial year | | | | | |
| Additions | - | - | - | - | |
| Reduction | - | - | - | - | |
| Net Change | - | - | - | - | |
| Indebtedness at the end of the financial year | | | | | |
| i) Principal Amount | - | - | - | - | |
| ii) Interest due but not paid | - | - | - | - | |
| iii) Interest accrued but not due | - | - | - | - | |
| Total (i+ii+iii) | - | - | - | - | |
| VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL | | | | | |
| (i) Remuneration to Managing Director, Whole-time Directors and/or Manager: | | | | | |
| No remuneration was paid to the Managing Director, Whole-time Directors and/ or Manager for the Financial Year 2018-19. | | | | | |
| (ii) Remuneration to Other Directors: | | | | | |
| No remuneration was paid to other Directors for the Financial Year 2018-19 | | | | | |
| (iii) Remuneration to Key Managerial Personnel other than Managing Director/Manager/WTD | | | | | |
| Particulars of Remuneration | Key Managerial Personnel | | | | Total |
| | Chief Executive Officer (Rajiv Nair) | Chief Financial Officer (Naveen Duggal) | Chief Financial Officer (Saurabh Shah) | Company Secretary (Nitika Dalmia) | |
| Gross salary | | | | | |
| (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 14,369,996 | 2,252,072 | 3,915,512 | 1,005,688 | 21,543,268 |
| (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | | | | | |
| (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | | | | | |
| Stock Option | - | - | - | - | - |
| Sweat Equity | - | - | - | - | - |
| Commission | - | - | - | - | - |
| - as % of profit | | | | | |
| - Others | | | | | |
| Others, please specify - Long term incentive | - | - | - | - | - |
| Total | 14,369,996 | 2,252,072 | 3,915,512 | 1,005,688 | 21,543,268 |
| Notes: | | | | | |
| 1. Mr. Naveen Duggal resigned as the Chief Financial Officer w.e.f. July 13, 2018. Hence, the disclosure above includes the amount paid to him as final settlement as the outgoing Chief Financial Officer | | | | | |
| 2. Mr. Saurabh Shah was appointed as the Chief Financial Officer w.e.f. July 14, 2018. | | | | | |

| VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES | | | | | |
|---|-------------------------------------|--------------------------|---|------------------------------------|--|
| Type | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority (RD/ NCLT/ Court) | Appeal made if any (give details) |
| A. COMPANY | | | | | |
| Penalty | | | None | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. DIRECTORS | | | | | |
| Penalty | | | None | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | | | None | | |
| Punishment | | | | | |
| Compounding | | | | | |