

Kaya Limited

July 7, 2017

To,
The Secretary,
BSE Limited,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001
Fax: 22722037/39/41

The Manager
Listing Department
National Stock Exchange of India Limited
'Exchange Plaza', C-1 Block G
Bandra Kurla Complex, Bandra(E)
Mumbai 400051
Fax: 26598237/38

BSE Scrip Code: 539276

NSE Symbol: KAYA

**Subject: Submission of Compliance report on Corporate Governance for
the quarter ended June 30, 2017**

Dear Sir/Madam,

Pursuant to Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Compliance Report on Corporate Governance for the quarter ended June 30, 2017 in the prescribed format.

Kindly take the said report on record and acknowledge receipt of the same.

Thank you.

For **Kaya Limited**



Almas Badar

Company Secretary & Compliance Officer

Encl.: A/a

Compliance Report on Corporate Governance

{Regulation 27(2)(a) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015}

Name of Listed Entity	Kaya Limited
Quarter & Year ending	30-Jun-17

I. Composition of Board of Directors

Title (Mr./ Ms)	Name of the Director	PAN & DIN		Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) &	Date of Appointment in the current term /cessation		Tenure* (in years)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
		PAN	DIN		Date of Appointment	Date of Cessation				
Mr.	Harsh C Mariwala	AADPM6929R	00210342	Chairman and Managing Director	November 1, 2016	-	-	2	1	0
Mr.	Rajen Mariwala	AADPM3840R	00007246	Non-Executive Director	August 4, 2016	-	-	1	2	0
Ms.	Ameera Shah	AUXPS8105R	00208095	Independent Director	April 1, 2014	-	3-3	1	1	0
Mr.	B. S. Nagesh	AAEPB0301K	00027595	Independent Director	April 1, 2015	-	2-3	2	3	0
Mr.	Nikhil Khattau	AADPK4598A	00017880	Independent Director	April 1, 2015	-	2-3	2	4	4
Mr.	Irfan Mustafa	N.A.^	07168570	Independent Director	April 1, 2015	-	2-3	1	0	0

^Mr. Irfan Mustafa is not an Indian National. Hence, he does not have PAN.

\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen



*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



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II. Composition of Committees		Name of the Committee	Name of Committee members	Category (Chairperson/ Executive/ Non - Executive/ Independent/ Nominee)§	
1. Audit and Risk Management Committee			Nikhil Khattau - Chairman B.S. Nagesh - Member	Independent Director Independent Director	
2. Nomination & Remuneration Committee			Ameera Shah - Member B.S. Nagesh - Chairman Irfan Mustafa - Member Rajen Mariwala - Member	Independent Director Independent Director Independent Director Non-Executive Director	
3. Stakeholders Relationship Committee			Nikhil Khattau - Chairman Rajiv Nair - Member Saurabh Shah - Member [#]	Independent Director Independent Director Chief Executive Officer - Kaya India General Manager - Finance	
§Category of directors means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen. # The Board of Directors at its meeting held on March 6, 2017 had taken on record resignation of Mr. Dharmendar Jain. However, he continued his services with Company till April 21, 2017. The Stakeholders Relationship Committee was re-constituted for induction of new member - Mr. Saurabh Shah in the Committee at the Board meeting held on May 3, 2017.					
III. Meeting of Board of Directors		Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (In number of days)	
		February 1, 2017 March 6, 2017	May 3, 2017	32 57	
IV. Meeting of Committees		Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1. Audit and Risk Management Committee		May 3, 2017	Yes	February 1, 2017	90
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
V. Related Party Transactions		Subject			
Whether prior approval of audit committee obtained					
Whether shareholder approval obtained for material RPT					
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee					
Note					
1. in the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.					
2. If status is "No" details of non-compliance may be given here.					

VI. Affirmations		Yes/No
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.		Yes
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee		Yes
b. Nomination & remuneration committee		
c. Stakeholders relationship committee		
d. Risk management committee (applicable to the top 100 listed entities)		
3- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.		Yes
4- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.		Yes
5- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:	Report for the previous quarter ended has been placed before the board at it's meeting held on May 3, 2017. Report of this quarter ended June 30, 2017 will be placed in the forthcoming Board Meeting.	
For Kaya Limited		
 Almad Badar Company Secretary and Compliance Officer		
Date: July 7, 2017		
Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.		