

# Kaya Limited

January 13, 2016

To,  
The Secretary,  
BSE Limited,  
1st Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001

Fax: 22722037/39/41

**BSE Scrip Code: 539276**

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

**NSE Symbol: KAYA**

**Subject: Submission of Compliance report on Corporate Governance for the  
Quarter ended December 31, 2015**

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 December 31, 2015 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}**

- 1 Name of Listed Entity      Kaya Limited  
 2 Quarter ending              December 31, 2015

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	01-11-2011	-	-	1	1	0
Mr.	Rajen Mariwala	AADPM3840R	00007246	Non-Executive Director	24-09-2015	-	-	1	2	0
Ms.	Ameera Shah	AUXPS8105R	00208095	Independent Director	01-04-2014	-	1.9	1	1	0
Mr.	B.S. Nagesh	AAEPB0301K	00027595	Independent Director	01-04-2015	-	9	3	4	0
Mr.	Nikhil Khattau	AADPK4598A	00017880	Independent Director	01-04-2015	-	9	2	4	4
Mr.	Irfan Mustafa	N.A.	07168570	Independent Director	01-04-2015	-	9	1	0	0

§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.



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 Ameera Shah - Member B.S. Nagesh - Chairman Irfan Mustafa - Member Rajen Mariwala - Member Nikhil Khattau - Chairman Subramanian S. - Member	Independent Director Independent Director Independent Director Independent Director Independent Director Non-Executive Director Independent Director Chief Executive Officer - Kaya Business India
2.	Nomination & Remuneration Committee			Independent Director
3.	Stakeholders Relationship Committee			Chief Executive Officer - Kaya Business India
Dharmendar Jain - Member Chief Financial Officer				
<i>&amp;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</i>				

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)
		August 3, 2015	November 5, 2015	94 days

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					
November 5, 2015			Yes	August 3, 2015	94 days
* 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		Compliance status
Subject		
Whether prior approval of audit committee obtained		Yes
Whether shareholder approval obtained for material RPT		N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes
<b>Note</b>		
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		Yes
a. Audit Committee		
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 Quarter ended December 31, 2015 - will be placed in the forthcoming Board Meeting.

For Kaya Limited



*Almas Badar*

Almas Badar  
Company Secretary and Compliance Officer

Date: 13/1/2016