

# Kaya Limited

July 14, 2016

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, 2016**

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 June 30, 2016 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 ending		30-Jun-16								
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	11/1/2011		-	1	1	0
Mr.	Rajen Mariwala	AADPM3840R	00007246	Non-Executive Director	9/24/2015		-	1	2	0
Ms.	Ameera Shah	AUXPS8105R	00208095	Independent Director	4/1/2014		2	1	1	0
Mr.	B.S. Nagesh	AAEPB0301K	00027595	Independent Director	4/1/2015		1	3	4	0
Mr.	Nikhil Khattau	AADPK4598A	00017880	Independent Director	4/1/2015		1	2	4	4
Mr.	Irfan Mustafa	N.A.^	07168570	Independent Director	4/1/2015		1	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.





II. Composition of Committees		Name of the Committee	Name of Committee members	Category (Chairperson/ Executive/ Non - Executive/ Independent/ Nominee)s
1. Audit and Risk Management Committee			Nikhil Khattau - Chairman B.S. Nagesh - Member Aneera Shah - Member	Independent Director Independent Director Independent Director
2. Nomination & Remuneration Committee			B.S. Nagesh - Chairman Irfan Mustafa - Member Rajen Mariwala - Member	Independent Director Independent Director Non-Executive Director
3. Stakeholders Relationship Committee			Nikhil Khattau - Chairman Subramanian S. - Member	Independent Director Chief Executive Officer - Kaya Business India
&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.				
III. Meeting of Board of Directors			Dharmendar Jain - Member	Chief Financial Officer
Date(s) of Meeting (if any) in the previous quarter				
	25-Jan-16		25-Apr-16	90
			26-May-16	30
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				
	25-Apr-16	Yes	25-Jan-16	90
	26-May-16	Yes		30
* 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				Compliance status
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



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	
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 the previous quarter has been placed before the Board. Report of this Quarter ended June 30, 2016 will be placed in the forthcoming Board Meeting.
For Kaya Limited	
 Ajay Badar Company Secretary and Compliance Officer	
Date: July 14, 2016	
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.	