

# Kaya Limited

October 12, 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 and half year ended September 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 and half year ended September 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 & Year ending  
30-Sep-16

I. Composition of Board of Directors

Title (Mr./ Ms)	Name of the Director	PAN & DIN		Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) & 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	01-11-11	-	-	1	1	0
Mr.	Rajen Mariwala	AADPM3840R	00007246	Non-Executive Director	24-09-15	-	-	1	2	0
Ms.	Ameera Shah	AUXPS8105R	00208095	Independent Director	01-04-14	-	2.6	1	1	0
Mr.	B.S. Nagesh	AAEPB0301K	00027595	Independent Director	01-04-15	-	1.6	3	4	0
Mr.	Nikhil Khattau	AADPK4598A	00017880	Independent Director	01-04-15	-	1.6	2	4	4
Mr.	Irfan Mustafa	N.A.^	07168570	Independent Director	01-04-15	-	1.6	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)§	
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	Independent Director Independent Director Independent Director Independent Director Independent Director Non-Executive Director	
2.	Nomination & Remuneration Committee		Nikhil Khattau - Chairman Subramanian S. - Member Dharmendar Jain - Member	Independent Director Chief Executive Officer - Kaya India Chief Financial Officer	
§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		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)	
	April 25, 2016		August 4, 2016	69	
	May 26, 2016		September 26, 2016	52	
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		Yes	April 25, 2016 May 26, 2016	30 69
* 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			
		Compliance status			
		Yes			
		N.A.			
		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 the previous quarter and year ended has been placed before the board at it's meeting held on May 26, 2016. Report of this Quarter & half year ended September 30, 2016 will be placed in the forthcoming Board Meeting.
For Kaya Limited		
		
Almas Badat		
Company Secretary and Compliance Officer		
Date: October 12, 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.		

**Compliance Report for Corporate Governance for half year ended September 30, 2016 along with the report for quarter ended September 30, 2016**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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: The authorised member of the Nomination and Remuneration Committee ("NRC") had attended the Annual General Meeting held on August 4, 2016 as the Chairperson of NRC was not able to attend the same due to unavoidable reasons.		
3. If the Listed Entity would like to provide any other information the same may be indicated here.		
<p>For Kaya Limited</p>   <p>Almas Badar Company Secretary &amp; Compliance Officer</p>		