

NOTICE

KAYA LIMITED

CIN: L85190MH2003PLC139763

Reg. Office: 23/C, Mahal Industrial Estate, Mahakali Caves Road,
Near Paperbox Lane, Andheri (East), Mumbai – 400093.

Tel: 022-6619 5000, **Fax No.** 022-6619 5050

Website: www.kaya.in **Email:** investorrelations@kayaindia.net

NOTICE is hereby given that the **Sixteenth Annual General Meeting of Kaya Limited (the “Company”)** will be held on Friday, August 2, 2019 at 9:00 a.m. at Mumbai Educational Trust, 1st Floor, Convention Centre, Bandra Reclamation, Bandra (West), Mumbai - 400 050, Maharashtra to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a.) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon; and
 - b.) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Rajendra Mariwala, Director (DIN: 00007246) who retires by rotation and being eligible seeks re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149 (10) and 152 read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, (the “Act”), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactments, thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations), Mr. B. S. Nagesh (DIN: 00027595), whose term of office expires on March 31, 2020, who has given his consent for his re-appointment and has submitted a declaration that he meets the criteria for Independence under Section 149 of the Act and the SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, for a second term of 5 (Five) years, to hold office from April 1, 2020 upto March 31, 2025.”
4. To consider and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149 (10) and 152 read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, (the “Act”), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactments, thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations), Mr. Nikhil Khattau (DIN: 00017880), whose term of office expires on March 31, 2020, who has given his consent for his re-appointment and has submitted a declaration that he meets the criteria for Independence under Section 149 of the Act and the SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, for a second term of 5 (Five) years, to hold office from April 1, 2020 upto March 31, 2025.”
5. To consider and if thought fit, pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149 (10) and 152 read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, (the “Act”), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactments, thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations), Mr. Irfan Mustafa (DIN: 07168570), whose term of office expires on March 31, 2020, who has given his consent for his re-appointment and has submitted a declaration that he meets the criteria for Independence under Section 149 of the Act and the SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, for a second term of 5 (Five) years, to hold office from April 1, 2020 upto March 31, 2025.”

NOTES:

1. Your Company had appointed M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), as the Statutory Auditors of the Company for a period of 5 (five) consecutive years at the 14th Annual General Meeting (AGM) of

the Company, held on August 2, 2017, to hold office from the conclusion of the 14th AGM till the conclusion of 19th AGM and their appointment was subject to ratification by the Members at every subsequent AGM held after the 14th AGM.

However, pursuant to the amendments made to Section 139 of the Companies Act, 2013, (the "Act") by the Companies (Amendment) Act, 2017, effective from May 7, 2018, the requirement of seeking ratification of the members for appointment of Statutory Auditors has been withdrawn. In view of the same, the ratification of members for continuance of M/s. B S R & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company, is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as the Statutory Auditors.

2. An Explanatory Statement pursuant to section 102 of the Act, in respect of the business under item nos. 3 to 5 as set out in the Notice is annexed hereto.
3. Additional information about the Director recommended for re-appointment at the 16th AGM as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this Notice. The Directors have furnished the necessary declarations for their re-appointment.
4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
5. The instrument appointing the proxy, in order to be effective, must be deposited at the registered office of the Company, duly completed and signed, not less than **48 HOURS** before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of members not exceeding 50 (fifty) and/or holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by member(s) holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person.
6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Act are requested to send to the Company, a certified copy of the relevant Board Resolution together with the specimen signature(s) of their representative(s) who are authorized to attend and vote on their behalf at the Meeting.
7. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members, Proxies and Authorized Representatives are requested to bring to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No.
9. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a member can inspect the proxies lodged at any time during the business hours of the Company, provided that a prior notice of not less than three days is given in writing to the Company for such inspection.
10. Relevant documents referred to in the Notice and in the Explanatory Statements are open for inspection by the Members at the Registered Office of the Company during "business hours" on all working days except Saturdays, Sundays and Public holidays up to the date of the meeting.
11. The Board of Directors have fixed the "business hours" as 11.00 a.m. to 1.00 p.m. on all working days of the Company for the purpose of inspection of certain statutory registers/ records/ documents of the Company.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act available for inspection by the members at the AGM.
13. Members who hold shares in demat form are requested to direct any change of address, updates of savings bank account details to their respective Depository Participant(s). Members holding shares in physical form are requested to notify/send any change in their address to the Company's Registrar and Transfer Agent at:

Link Intime India Private Limited,

C101, 247 Park,

LBS Marg, Vikhroli (West),

Mumbai - 400 083.

Tel No.: +91 22 49186000 Fax No.: +91 22 49186060

E-mail : rnt.helpdesk@linkintime.co.in

Website: www.linkintime.co.in

14. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore requested to submit PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agents.

15. Pursuant to the provisions of Section 72 of the Act read with relevant Rules made thereunder, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 duly filled to the Registrar and Transfer Agents of the Company. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing the facility. The Nomination Form is available on the Company's website www.kaya.in.
16. Pursuant to Section 101 and Section 136 of the Act read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Accordingly, the Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any shareholder has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
17. Members may note that the Notice of the Meeting and the Annual Report 2018-19 is available on the Company's website www.kaya.in. The physical copies of the same will also be available at the Company's registered office for inspection during the normal business hours on working days up to the date of AGM.
18. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019, unless the securities are held in the dematerialized form with the depositories. Therefore, Members holding shares in physical form are requested to dematerialize their holdings at the earliest.
19. A route map showing directors to the venue of the 16th AGM is given at the end of this Notice as per the requirements of the Secretarial Standard -2 on "General Meetings."
20. Company does not give gifts to its members and does not offer its products at discounted rates. However, the Company is committed to shareholders wealth maximization through superior performance.

21. Voting Instructions:

- a) In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 16th AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Link In time India Private Limited ("LIPL").
- b) Mr. Sitansh Magia, Practicing Company Secretary (Membership No. A15169) has been appointed as the Scrutinizer to scrutinize the voting process including remote e-voting process in a fair and transparent manner.
- c) Members who do not have access to remote e-voting facility may send their votes using Ballot form available on the website of the Company, so as to reach the Scrutinizer not later than Thursday, August 1, 2019 (5.00 p.m. IST). The Ballot Form shall also be made available to such members upon a request made in writing to the Company at its registered office or by sending an e-mail at investorrelations@kayaindia.net or to the Registrar and Transfer Agents at mt.helpdesk@linkintime.co.in by mentioning their Folio No./DP ID and Client ID No. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final. **Ballot forms received after Thursday, August 1, 2019 (5.00 p.m. IST) will not be considered.**

The members are requested to send valid Ballot Forms addressed to:

Mr. Sitansh Magia, Practicing Company Secretary,

Magia Halwai & Associates
Office No. 1229, 12th Floor,
Navjivan Commercial Premises Co-op Hsg. Soc. (Gate No. 2),
Lamington Road, Mumbai Central,
Mumbai - 400008.

- d) Members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The facility for voting by Poll or otherwise will also be made available at the AGM. The members who have cast their vote by remote e-voting or Ballot Form prior to the AGM may also attend the Meeting but shall not be entitled to cast their vote again.
- e) **Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on cut-off date i.e., Friday, July 26, 2019. A person whose name is recorded in the register of members or in the register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the cut-off date, i.e., Friday, July 26, 2019 only shall be entitled to avail the facility of remote e-voting or Ballot Form/ Voting Facility provided at the AGM.**

- f) Any person becoming member of the Company after the dispatch of the Notice of the AGM and holding shares as on the cut-off date, i.e., Friday, July 26, 2019 shall be entitled to vote by remote e-voting or Ballot Form/ Voting Facility provided at the AGM.
- g) The remote e-voting period commences on Tuesday, July 30, 2019 (9:00 a.m. IST) and ends on Thursday, August 1, 2019 (5:00 p.m. IST). During this period members of the Company holding shares either in physical form or in dematerialized form, as on Friday, July 26, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by LIPL thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- h) A member can opt for only one mode of voting i.e., either through remote e-voting or by Ballot Form/ Voting Facility provided at the AGM. If a member casts votes by more than one mode, then voting done through e-voting shall prevail and voting through Ballot Form/ voting facility at the AGM shall not be considered.
- i) The process and manner for remote e-voting is as under:
- i. Log-in to e-Voting website of Link Intime India Private Limited (LIPL) by visiting the e-voting system of LIPL at the following URL: <https://instavote.linkintime.co.in>.
 - ii. Click on "Login" tab, available under 'Shareholders' section.
 - iii. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
 - iv. Your User ID details are given below:
 - a) **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b) **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c) **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
 - v. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI (Date of Incorporation) as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in

which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vi. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
- vii. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
- viii. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- ix. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- x. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- xi. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.
- xii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.
- xiii. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- xiv. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- xv. In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

22. Voting Results

- a) The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- b) The Results declared along with the report of the Scrutinizer shall be placed on Company's website: www.kaya.in and on the Link Intime e-Voting website: <https://instavote.linkintime.co.in>, after the declaration of result by the Chairman or a person authorized by him. The results shall also be communicated to the BSE Limited and National Stock Exchange of India Limited.
- c) Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM, i.e., August 2, 2019.

Place: Mumbai
Date: May 7, 2019

By Order of the Board
For **Kaya Limited**

Registered Office:

23/C, Mahal Industrial Estate, Mahakali Caves Road, Near
Paperbox Lane,
Andheri (East), Mumbai – 400093.
Tel no.: 022-6619 5000
Fax No.: 022 6619 5050
Website: www.kaya.in
Email: investorrelations@kayaindia.net

Nitika Dalmia
Company Secretary &
Compliance Officer

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3 to 5

Mr. B. S. Nagesh, Mr. Nikhil Khattau and Mr. Irfan Mustafa were appointed as Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the 12th Annual General Meeting of the Company held on September 24, 2015 to hold office till March 31, 2020 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.).

Pursuant to Section 149(10) of the Act, an Independent Director may hold office for a term up to 5 (five) consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company. Section 149(11) of the Act provides that an Independent Director may hold office for 2 (two) consecutive terms.

The Nomination & Remuneration Committee at its Meeting held on May 7, 2019 after taking into account the performance evaluation of these Independent Directors, during their first term, recommended to the Board that continued association of these Directors as Independent Directors would be in the interest of the Company. Based on the above, Board of Directors at their meeting held on May 7, 2019 have recommended the re-appointment of the aforesaid persons as Independent Directors for a second term of five consecutive years commencing from April 1, 2020 upto March 31, 2025 and that they will not liable to retire by rotation.

The Company has received declarations from all the Independent Directors conforming that they meet the criteria of Independence as prescribed under sub-section 6 of Section 149 of the Act and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in the opinion of the Board, they fulfill the conditions for re-appointment as Independent Directors and they are Independent of the Management.

The Company has also received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. B. S. Nagesh, Mr. Nikhil Khattau and Mr. Irfan Mustafa for their appointment to the office of Independent Directors.

A copy of the draft letter for the re-appointment of the above Directors as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during business hours on any working day.

Mr. B. S. Nagesh, Mr. Nikhil Khattau and Mr. Irfan Mustafa respectively, are concerned or interested in the resolutions of the accompanying notice relating to their own appointment.

None of the other Directors or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution, as set out in item nos. 3 to 5 as set out in the Notice.

The brief profile of all the Directors proposed to be re-appointed are mentioned under "PROFILE OF DIRECTORS" forming part of this Notice. The Board recommends the Special Resolution as set out in item no. 3 to 5 of the Notice for approval of the Members in accordance with Section 149(10) of the Companies Act, 2013.

Place: Mumbai
Date: May 7, 2019

By Order of the Board
For **Kaya Limited**

Registered Office:

23/C, Mahal Industrial Estate,
Mahakali Caves Road, Near Paperbox Lane,
Andheri (East), Mumbai – 400 093
Tel no.: 022 – 6619 5000
Fax No.: 022 – 6619 5050
Website: www.kaya.in
Email: investorrelations@kayaindia.net

Nitika Dalmia
Company Secretary &
Compliance Officer

PROFILE OF DIRECTORS

(Details of Directors proposed to be appointed/ reappointed)

As required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under Secretarial Standard - 2, the particulars of Directors who are proposed to be appointed/ reappointed at the 16th Annual General Meeting, are given below:

The details of Board and Committee Meetings attended by these Directors during the year 2018-19 is stated in the Corporate Governance Report.

Mr. Rajendra Mariwala

Mr. Rajendra Mariwala has done his Masters in Chemical Engineering from Cornell University, USA. He is currently the Managing Director of Eternis Fine Chemicals Limited, a leading exporter of specialty chemicals - specifically chemicals for fragrances and personal care products. He brings with him a rich experience of over 17 years in leading a competitive global business in specialty chemicals.

DIN	00007246			
Age	56 years			
Qualifications	Masters in Chemical Engineering from Cornell University, USA			
Date of Original Appointment	November 1, 2011			
Directorships in other companies: (excludes foreign & Section 8 Companies)	<ul style="list-style-type: none"> ● AIMS Impex Private Limited ● Arctic Investment & Trading Company Private Limited ● Eternis Fine Chemicals Limited ● Marico Limited ● Patspin India Limited ● Scientific Precision Private Limited 			
Membership / Chairmanship of Board Committees in other Companies: (Includes Audit & Stakeholders' Relationship Committees only)	Sr. No.	Name of the Company	Type of Committee	Member/ Chairman
	1.	Marico Limited	Audit Committee	Member
	2.	Marico Limited	Stakeholders' Relationship Committee	Member
	3.	Eternis Fine Chemicals Limited	Audit Committee	Member
Inter-se Relationship between Directors	Mr. Rajendra Mariwala and Mr. Harsh Mariwala are related to each other as first cousins			
No. of Shares held in the Company as on March 31, 2019	1,19,543			

Mr. B.S. Nagesh, Independent Director, Kaya Limited

B. S. Nagesh is the Founder of a Public Charitable Trust TRRAIN (Trust for Retailers and Retail Associates of India).

B S Nagesh has been involved with Shoppers Stop and its group companies since its inception in 1991 as the first employee. As part of his personal philosophy of Learn, Earn & Return, he stepped out of the day - to - day roles of the business as Managing Director in 2009 and founded TRRAIN. He is currently the Chairman and Non - Executive Director of Shoppers Stop Limited and is also the Founder Chairman of RAI (Retailers Association of India). B S Nagesh is on the Board of IGDS (Intercontinental Group of Departmental Stores), a global association of department stores, and the Vice-President for Asia, for IGDS.

With his induction in the World Retail Hall of Fame in 2008, Mr. Nagesh is the only Indian retailer and the first Asian retailer to take a significant place alongside more than 100 stalwarts of the global retail industry.

Recently he was awarded with the prestigious NCPEDP — Hellen Keller Award for creating livelihood opportunities for Persons with Disabilities and was recognized as the Change Maker at the Sabera Awards. He is also been nominated as an Ashoka Fellow in 2019.

DIN	00027595			
Age	60 years			
Qualifications	Banaras Hindu University			
Date of Original Appointment	March 30, 2015			
Directorships in other companies: (excludes foreign & Section 8 Companies)	<ul style="list-style-type: none"> ● Shoppers Stop Limited ● Crossword Bookstores Limited ● Marico Limited ● TRRAIN Circle Private Limited 			
Membership / Chairmanship of Board Committees in other Companies: (Includes Audit & Stakeholders' Relationship Committees only)	Sr. No.	Name of the Company	Type of Committee	Member/ Chairman
	1.	Marico Limited	Audit Committee	Member
	2.	Shoppers Stop Limited	Stakeholders' Relationship Committee	Member
Inter-se Relationship between Directors	-			
No. of Shares held in the Company as on March 31, 2019	Nil			

Mr. Nikhil Khattau, Independent Director, Kaya Limited

Nikhil Khattau is an experienced investor, entrepreneur and banker. At Mayfield, Nikhil has been leading investments since 2007. As an entrepreneur, he was founding CEO of SUN F&C, one of India's first privately - owned mutual fund houses. His investment banking experience was with EY's corporate Finance Group in London and New York.

Nikhil is a Chartered Accountant from the ICAEW and received his Bachelor's degree from the University of Mumbai.

He believes the Indian consumer is changing habits and he works with entrepreneurs at the forefront of this change. Food, online brands and consumer financial services are areas of his particular interest.

He is on the Boards of Kaya Limited (listed, specialty skin care), Marico Limited (packaged consumer goods, listed) and, Securens (remote monitoring and surveillance), Licious (Online meat brand), MilkBasket (micro delivery grocery player) and an investor in Box 8, TripHobo, Green Snacks, Matrimony.com and Sohan Lal Commodity Management.

DIN	00017880			
Age	56 years			
Qualifications	Fellow of the Institute of Chartered Accountants in England and Wales and received Bachelor's degree from the University of Mumbai.			
Date of Original Appointment	March 30, 2015			
Directorships in other companies: (excludes foreign & Section 8 Companies)	<ul style="list-style-type: none"> ● AAIDEA Solutions Private Limited ● Delightful Gourmet Private Limited ● Securens Systems Private Limited ● Marico Limited 			
Membership / Chairmanship of Board Committees in other Companies: (Includes Audit & Stakeholders' Relationship Committees only)	Sr. No.	Name of the Company	Type of Committee	Member/ Chairman
	1.	Marico Limited	Audit Committee	Chairman
	2.	Marico Limited	Stakeholders' Relationship Committee	Chairman
Inter-se Relationship between Directors	-			
No. of Shares held in the Company as on March 31, 2019	Nil			

Irfan Mustafa, Independent Director of Kaya Limited

Mr. Irfan Mustafa is an entrepreneur and a senior corporate executive with a distinguished career spanning over 4 decades across 4 continents and 4 multinationals. He was born in Lahore, Pakistan, 66 years ago in a Kashmiri middle class professional household. Early schooling in missionary Convents leading to two MBAs at leading business schools Karachi, IBA Pakistan, followed by post graduate in Business Administration – from IMD Lausanne, Switzerland. He joined the elite group of Pakistanis in 2013 by being nominated for ‘100 Most Powerful Pakistani Worldwide’. Board member of many prominent corporates and non-profits. He has worked with Companies like YUM! Brands, Pepsi Cola International, Unilever Pakistan and is currently the Shareholder and Director of KFC Pakistan, the largest fast food franchise in Pakistan. He is actively involved with several notable charitable and philanthropic efforts – in particular focusing on the development of youth, education and poverty alleviation.

DIN	07168570
Age	68 years
Qualifications	M.B.A. from IMD (formerly Imede), Lausanne, Switzerland in 1975; an M.B.A. from the Institute of Business Administration, Karachi, Pakistan in 1974; and a B.S.C. in Economics, from Punjab University, Lahore, Pakistan in 1971.
Date of Original Appointment	April 24, 2015
Directorships in other companies: (excludes foreign & Section 8 Companies)	-
Membership / Chairmanship of Board Committees in other Companies: (Includes Audit & Stakeholders' Relationship Committees only)	-
Inter-se Relationship between Directors	-
No. of Shares held in the Company as on March 31, 2019	Nil

HOW TO REACH MUMBAI EDUCATIONAL TRUST

