

Kaya Limited

April 12, 2018

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 March 31, 2018**

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 March 31, 2018 in the prescribed format.

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

Thank you.

For Kaya Limited

Nitika Dalmia

Nitika Dalmia
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
31-Mar-18

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 months)	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	AAAPM6929R	00210342	Chairman and Managing Director	November 1, 2016	-	-	4	1	0
Mr.	Rajen Mariwala	AAAPM3840R	00007246	Non-Executive Director	August 2, 2017	-	-	1	2	0
Ms.	Ameera Shah	AUXPS8105R	00208095	Independent Director	April 1, 2014	-	48	1	1	0
Mr.	B.S. Nagesh	AAEPB0301K	00027595	Independent Director	April 1, 2015	-	36	2	3	0
Mr.	Nikhil Khattau	AAAPK4598A	00017880	Independent Director	April 1, 2015	-	36	2	4	4
Mr.	Irfan Mustafa	N.A.^	07168570	Independent Director	April 1, 2015	-	36	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 gap



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III. 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 Ameera Shah - Member B.S. Nagesh - Chairman Irfan Mustafa - Member Rajen Mariwala - Member Nikhil Khattau - Chairman Rajiv Nair - Member Naveen Duggal - Member	Independent Director Independent Director Independent Director Independent Director Independent Director Non-Executive Director Independent Director Chief Executive Officer - Kaya India Chief Financial Officer	
8. 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)			
October 23, 2017	-	-			
October 31, 2017	-	7			
December 5, 2017	-	34			
-	February 7, 2018	63			
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 February 7, 2018	3	October 31, 2017	98		
* 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	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 b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities)	Yes
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 February 7, 2018. Report of this quarter and year ended March 31, 2018 will be placed in the forthcoming Board Meeting.
For Kaya Limited	
	
Nitika Dalmia Company Secretary and Compliance Officer	
Date: April 12, 2018 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.	

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

i. Disclosure on website in terms of Listing Regulations		Compliance status (Yes/No/NA)refer note below
Item		
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		NA
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		NA
ii Annual Affirmations		Compliance status (Yes/No/NA)refer note below
Particulars	Regulation Number	
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes



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Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.		
3. If the Listed Entity would like to provide any other information the same may be indicated here.		
III Affirmations:		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied [^]		Yes
[^] The Company does not have any Indian Subsidiary		
 		
Nitika Dalmia		
Company Secretary & Compliance Officer		
Date: April 12, 2018		