

Kaya Limited

Date: June 5, 2015

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

Dear Sir/ Madam,

Subject: Confirmation with regards to the Steps taken towards Listing of the Equity Shares of Kaya Limited pursuant to Part B of SEBI Circular No. CIR/CFD/DIL/5/2013 (“SEBI Circular”) dated February 4, 2013

Reference: The Scheme of Arrangement between Marico Kaya Enterprises Limited and Kaya Limited and their respective Shareholders and Creditors (“the Scheme”)

1. The Scheme of Arrangement between Marico Kaya Enterprises Limited (“Merged Company”) and Kaya Limited (“Resulting Company”) and their respective Shareholders and Creditors (“the Scheme”) was sanctioned by the Hon’ble High Court of Judicature at Bombay on April 18, 2015 and certified true copy of the same was received by the Resulting Company on May 11, 2015.
2. Clause 5 of Part B of the SEBI Circular requires the Transferee entity to confirm that it has taken steps for listing of its equity shares within thirty days of the receipt of the order of the Hon’ble High Court sanctioning the Scheme simultaneously on all the Stock Exchanges where the Equity Shares of the transferor entity are listed.
3. The Equity Shares of the Merged Company are listed on the National Stock Exchange of India Limited and BSE Limited.
4. Pursuant to the SEBI Circular, we hereby confirm that the Resulting Company has taken the following steps:
 - a. appointment of Link Intime India Private Limited as the Registrar and Transfer Agents (“RTA”) vide the tripartite agreement executed between the Company, Link Intime India Private Limited and the Depositories namely;

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Central Depository Services (India) Limited and National Securities Depository Limited.

- b. execution of Memorandum of Understanding with the RTA;
- c. reconstitution of the Audit Committee;
- d. constitution of the Nomination and Remuneration Committee;
- e. constitution of the Stakeholders Relationship Committee;
- f. induction of Independent Directors on the Board of Directors;
- g. appointment of Company Secretary as the Compliance Officer;
- h. certified copy of the Order of the Hon'ble High Court of Judicature at Bombay was filed with the Registrar of Companies, Maharashtra - Mumbai by filing e-form INC - 28 on May 13, 2015;
- i. the record date for allotment of shares of the Resulting Company to the shareholders of the Merged Company was fixed as May 27, 2015 by the Board of Directors vide Board Resolution dated May 14, 2015;
- j. the Securities Issue Committee of the Board of Directors of the Resulting Company vide its resolution dated June 1, 2015 approved the allotment of shares to the entitled shareholders of the Merged Company in the prescribed ratio and the allotment procedure was completed on June 5, 2015;
- k. developing a functional website of the Resulting Company;
- l. compilation of the Information Memorandum containing all the information about the company and its group companies in line with the disclosure requirement applicable for public issue has been initiated.

The application seeking exemption from Rule 19(2) (b) of Securities Contract (Regulation) Rules, 1957 along with the annexures and the requisite supplementary documents shall be submitted to the Stock Exchanges in due course.

Request you to take the above confirmation on record.

Nevertheless should you require any further information/clarification in this regard, please feel free to get in touch with the undersigned.

Thank You.

Regards,
For Kaya Limited,


Almas Badar
Company Secretary & Compliance Officer

Encl: Status of listing application documents

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Kaya – Listing		
Listing application with BSE - to be filed by the Resultant Company		
Sr. No.	Particulars	Completion Status
1	Certified copy of High Court Order approving Scheme of arrangement/ amalgamation of the company, highlighting the Para providing for the issuance of securities, listing of securities, freezing of securities, etc.	Completed
2	Certified true copy of shareholders resolution approving scheme of arrangement through postal Ballot and e-voting as required under para 5.16 of SEBI circular dated February 04, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	Completed
3	Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme approved by the Exchange	Completed
4	Status of compliance with Observation Letter/s of the Stock Exchange(s) along with copy of Observation Letter/s	Completed
5	Complaints Report as per the format given in Annexure I.	In progress
6	Brief profile of the company and its business.	Completed
7	Names of the Board of Directors, promoters and its associate companies together with their PAN and DIN. Also provide the directorship held in the other companies. Further also provide PAN and TAN of resulting company seeking listing.	Completed
8	Shareholding pattern of the transferor and transferee company as per the format enclosed as Annexure II.	Completed
9	Compliance report in respect of the requirements for considering application for listing, as per the SEBI circular no. CIR/CDF/DIL/5/2013 dated February 4, 2013, as per the format enclosed as Annexure III.	In progress
10	Certified true copy of the resolution passed by the Board of Directors nominating Bombay Stock Exchange Limited as a designated Stock Exchange for referring their application to SEBI	NA
11	Listing Agreement duly completed in all respects (i.e. execution of agreement on the non-judicial stamp paper of Rs.100, company stamp and initialled by two directors on every page and common seal with full signature on the last page).	In Progress
12	Letter of Application (i.e. by companies not listed on the Exchange) duly completed along with Distribution Schedule pre and post allotment together with such supporting documents which have not been filed previously with the Exchange.	In Progress
13	Certified true copy of the Board resolution in which the new equity shares were allotted.	Completed

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14	Copy of the Notice sent by the transferor and transferee companies to the shareholders/ creditors for getting Scheme approved by their shareholders/creditors.	Completed
15	Certified true copy of resolution passed by the shareholders at the court convened meeting of shareholders approving the Scheme of Arrangement in the company.	Completed
16	Scrutinizer report giving result of voting through postal ballot by the public shareholders for approving the Scheme in terms of clause 5.16 (a) of SEBI circular no. CIR/CDF/DIL/5/2013 dated February 4, 2013 read with SEBI circular no. CIR/CDF/DIL/8/2013 dated May 21, 2013.	NA
17	Shareholding pattern of the transferee Company seeking listing as per Clause 35 of Listing Agreement together with relevant enclosures pre and post allotment of shares issued pursuant to the scheme.	Completed
18	Shareholding pattern of the listed transferor company as on record date.	Completed
19	Copies of the Form INC - 28, Form PAS - 3 and Form SH - 7 (if applicable) filed with ROC in respect of shares allotted pursuant to the scheme of amalgamation/ arrangement.	Form INC- 28 - Completed Form PAS-3 - In Progress
20	Brief particulars of the transferee/ resulting company and transferor/ demerged company as per the format enclosed as Annexure IV & V.	Completed
21	Details of each of the Board of Directors of the company as per the format enclosed as Annexure VI.	Completed
22	Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure VII.	Completed
23	Processing fee (non-refundable) payable will be Rs.1,00,000/- plus Service Tax as applicable. Favoring 'BSE Limited'.	In Progress
24	Initial Listing Fee of Rs.1,00,000/- and Annual Listing Fee alongwith Service Tax as applicable, favoring 'Favoring 'BSE Limited' as per the Schedule of Listing Fee available on the BSE's website as per URL given hereunder: http://www.bseindia.com/Static/about/listing_fees.aspx?expandable=2 .	In Progress
25	A copy of the circular sent to the shareholders intimating allotment of new shares issued pursuant to the scheme	On-going activity
27	Three specimens of share certificates after affixing company's common seal on it.	Completed
28	Certified copies of the confirmations from the depositories and RTA for crediting of new shares in the beneficial owners account / dispatch of share certificates to the shareholders. The company should provide details of corporate action carried out as per the format enclosed as	Completed

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	Annexure VIII.	
29	Confirmations obtained from the depositories confirming that the equity shares issued pursuant to the Scheme have been frozen in the depositories system till listing/trading permission is given by the designated stock exchange.	Completed
30	Certified true copy of certificate obtained from Registrar of Companies for effecting change in the company's name, in case of change in the name is effected pursuant to the scheme of amalgamation/arrangement etc.	NA
31	Networth certificate (excluding Revaluation Reserve) together with related workings of the company pre and post Scheme of Amalgamation / Arrangement.	Completed
32	As per SEBI Circular No. SMDRP/POLICY/CIR-03/01 dated the 22 nd January, 2001, all the entities seeking listing for the first time are required to comply with the provisions of Corporate Governance at the time of listing. Accordingly, the company is required to submit the compliance report on Corporate Governance as required under Clause 49 of the Listing Agreement in the format enclosed as Annexure IX.	In Progress
33	A certificate from Statutory Auditor/ Practicing Company Secretary's for compliance with Corporate Governance requirements in accordance with Clause 49 of the listing agreement as per Annexure X.	In Progress
34	Compositions of various committees such as Audit Committee, Shareholders/Investors Grievance Committee etc. set up by the company in compliance with Clause 49 of the Listing Agreement.	Completed
35	Name of the Company Secretary acting as Compliance Officer in terms of clause 47 a) of the listing agreement. Also submit the copy of Form DIR - 12 filed with ROC wrt appointment of Company Secretary of the Company.	Completed
36	Copy of SCORES authentication	Completed
37	MOU signed with RTA.	Completed
38	Memorandum and Articles of Association of the Company.	Completed
39	Annual Reports of the company for last 3 years.	Completed
40	Documents, as specified under Rule 19(a) of the Securities Contract (Regulation) Rules, 1957, to be provided in pdf form by email at schemes.bse@bseindia.com mentioning companies name in subject.	In Progress
41	Information Memorandum containing all the information about the company and its group companies in line with the disclosure requirements applicable for public issue.	In Progress

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42	In case of a lock-in shares, the auditor of the company/ practicing chartered accountant/ practicing company secretary should submit the confirmation (From General Instructions)	In Progress
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Kaya – Listing						
Sr. No.	Listing application with NSE - to be filed by the Resultant Company					Completion Status
1	Short history of the company including background of company, name change, details of public offer etc. CIN# and PAN# of the company also to be quoted					Completed
2	Details regarding business activities of the Company. Detail of business activity and changes if any in the business activities of the company during the last 3 years should also be disclosed					Completed
3	Background of Promoters & Promoting Company: Brief profile of the promoter and promoting company. Details should include full Names, residential addresses and PAN# of the promoters of the company.					Completed
	Name of the Company	Address of the Company and its contact number	Business activity	Details of listings, if any	The Company's Board of Directors	
4	Details of the shareholding pattern pre & post of the transferee & transferor company					Completed
5	Form INC-28					Completed
6	Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme					Completed
7	Status of compliance with the Observation Letter					Completed
8	A detailed write-up on the Scheme of Arrangement that had taken place as approved and all other companies involved thereto.					Completed
9	Certified true copy of notice for convening the court meeting of shareholders along with the explanatory statement annexed thereto where the Scheme of Arrangement in the company was approved and all other companies involved thereto.					Completed
10	Certified true copy of resolution passed by the shareholders at the court convened meeting of shareholders approving the Scheme of Arrangement in the company and all other companies involved thereto.					Completed
11	Result of voting by shareholders for approving the Scheme					Completed
12	Certified true copy of the Chairman's report submitted to High Court on the court convened meeting of the shareholders of the applicant Company was approved and all other companies involved thereto and Certified true copy of the High Court Approval Order.					Completed

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13	Certified true copy of the Board Resolution for allotment of the above shares to the shareholders of the Company post Scheme of Arrangement.	Completed
14	Complaints Report as per Annexure I	In progress
15	List of Directors with designation, their addresses, PAN details and other directorships held.	In progress
16	Acknowledged copy of Form INC-28 & Form DIR-12 filed with ROC as regards appointment of Company Secretary of the Company.	Completed
17	Certified true copy of the tripartite agreement executed with both depositories and confirmation from the depositories regarding the ISIN allotted. (NSDL & CDSL)	Completed
18	Certified true copy of the agreement executed with the Registrar and Transfer Agents.	Completed
19	Certified true copy of the Statutory Auditor's or Practising Chartered Accountant's or Practising Company Secretary's certificate certifying and stating the Networth of applicant Company post Scheme of Arrangement. The certificate should expressly specify the reserves which are forming part of networth.	Completed
20	Information Memorandum containing all the information about the company and its group companies in line with the disclosure requirement applicable for public issue.	In Progress
21	Forms: Appendix A (Clauses of Articles of Association) Appendix B (Letter of application) Appendix C (Form of application) (Part I) Appendix C (Form of application) (Part II) Appendix F (Listing agreement) duly executed on non judicial stamp paper of Rs. 100/-.	In Progress
22	Specimens of share certificates. (6 specimens).	Completed
23	Service Agreement with Managing Director	Completed
24	Resolutions Certified true copy of the resolution passed by the Board of Directors for listing the securities of the company on the National Stock Exchange of India Limited and for affixing the Common Seal on the listing agreement.	Completed
25	Principal Documents 1. Memorandum and Articles of Association 2. Annual reports for the last 5 years and soft copy for last 3 years.	Completed Completed
26	Disciplinary Action: The Company has given the confirmation that there is no disciplinary action has taken by stock exchanges and regulatory authorities in the past 3 years against the Company, group companies, companies under same management, promoters, promoting companies and companies promoted by the promoters of the Company.	Completed
27	Pending Litigation: Details of litigations (the nature of litigation and the status of litigation) in the past 3 years against the company, group companies, companies under same management, promoters, promoting companies and companies promoted by the promoters of the company	In Progress
28	Confirmation regarding the applicant company's, its promoters'/ promoting	Completed

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	companies', companies promoted by the promoters'/promoting company(ies), group companies':	
	a. Track record in redressal of investor grievances	
	b. Arrangements envisaged for servicing its investor	
	c. General approach and philosophy to the issue of investor service and protection.	
	d. Defaults in respect of payment of interest and/or principal to the debenture /bond /fixed deposit holders if any.	
	In case of defaults in such payments the securities, the applicant company may not be listed till such time it has cleared all pending obligations relating to the payment of interest and/or principal. Auditor's certificate shall also be obtained in this regard.	
29	Certificate in respect of the following: - The company has not been referred to BIFR. - The networth of the company has not been wiped out by accumulated losses resulting in a negative networth - The company has not received any winding up petition accepted by a court.	Completed
30	Confirmation whether the share certificates bearing the old name of the company are good for delivery (applicable only if company has changed its name).	NA
31	Confirmation from the Company Secretary of the Company stating that the Company as complied in all respects with Clause 49 of the listing agreement and is compliant with all conditions of SEBI circular no. SEBI/CFD/SCRR/01/2009/03/09 dated September 3, 2009.	Completed
32	Compliance certificate with respect to SEBI circular No. D&CC/FITTC/CIR-15/2002 dated December 27, 2002 regarding appointment of common agency for share registry work.	Completed
33	Copy of all show cause notice (s)/ order (s)/ issued by any regulatory authority (e.g. SEBI, ROC, RBI, CLB, Stock exchange etc.) and correspondence there to.	NA
34	Confirmation that the applicant company, its promoters/ promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies), has not been in default in payment of listing fees to any stock exchange in the last three years or has not been delisted or suspended in the past and not been proceeded against by SEBI or other regulatory authority in connection with investor related issues or otherwise.	Completed
35	NBFC approval from RBI in case company is NBFC.	NA
36	Certified true copy of letter received from depositories, crediting the beneficiary accounts of shareholders.	Completed
37	Certified true copy of the confirmation received from the registrars to the Company as regards dispatch of new share certificates to the respective shareholders of the Company	Completed
38	Reconciliation from RTA regarding shares.	Completed
39	The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable	In Progress
40	Listing Fees:	

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Processing Fees of Rs.1,00,000/- plus service tax.	In Progress
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