

July 14, 2020

To,

BSE Limited

Market Operations Department,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

BSE Scrip Code: 539276

National Stock Exchange of India Limited

'Exchange Plaza', 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra(E), Mumbai 400051

NSE Symbol: KAYA

Subject: Annual Secretarial Compliance Report for the FY2019-20

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the annual secretarial compliance report for the financial year ended March 31, 2020 received from M/s Magia Halwai & Associates, Company Secretaries, Mumbai

This is for your information and records.

For Kaya Limited,

Sd/-

Nitika Dalmia

**Company Secretary &
Compliance Officer**

**Secretarial Compliance Report of KAYA LIMITED
for the year ended 31st March 2020**

To,
The Member,
Kaya Limited
23/C, Mahal Industrial estate, Mahakali Caves Road,
Near Paper box Lane, Andheri (East)
Mumbai-400093

We have examined:

- (a) all the documents and records made available to us and explanation provided by Kaya Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

Emails: sitansh.mha@gmail.com : rohith.mha@gmail.com

Mob: +91 8169 822 764 : +91 9820 722 963 : Landline: +91 22 4970 2955



Magia Halwai & Associates

Company Secretaries

- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and circulars/guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr. No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations / Remarks of the Practicing Company Secretary |
|--------|---------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| 1. | <u>Regulation 3 (5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015:</u> | The said structured digital database was adopted by the Company | In accordance with the declarations and explanations provided by the Company, the said structured digital |

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|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p><i>The board of directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.</i></p> | <p><i>in the month of March 2020 instead of 1st April 2019.</i></p> | <p><i>database could not be procured, finalized and adopted due to procurement procedural, quality system and commercial considerations, however, the Company had devised and put-in-place an internal procedure and database for ensuring non-violation of any of the provisions of these Regulations.</i></p> |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records, *except for the deviation specified above.*
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company |
|---------|-----------------|----------------------|---------------------------------------------------------------------|-------------------------------------------------|
| | | | | |

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Magia Halwai & Associates

Company Secretaries

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|-----|--|--|--|--------------------|
| | | | | Secretary, if any. |
| NIL | | | | |

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended 31 st March 2019 | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|--------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| N.A. | | | | |

For Magia and Halwai Associates


Rohit Halwai
Partner
ACS: 25957 | CP: 19186
UDIN: A025957B000383281



Place: Mumbai

Date: June 29, 2020

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

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