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Limited Review Report on Quarterly and Year to Date Unaudited Consolidated Financial Results of Kaya Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Board of Directors of Kaya Limited

We have reviewed the accompanying statement of unaudited consolidated financial results ('the Statement') of Kaya Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') and a joint venture for the quarter ended 30 September 2017 and year to date results for the period 1 April 2017 to 30 September 2017, attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Statement is the responsibility of the Holding Company's Management and has been approved by the Board of Directors in their meeting held on 31 October 2017. Our responsibility is to issue a report on the Statement based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial results are free of material misstatement. A review is limited primarily to inquiries of the Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

The Statement includes the results of the following entities:

Name of the Entity	Relationship
KME Holdings Pte. Ltd.	Subsidiary
Kaya Middle East FZC (formerly known as Kaya Middle East FZE)	Step-down subsidiary
Kaya Middle East DMCC	Subsidiary
Iris Medical Centre LLC	Step-down subsidiary
Minal Medical Centre LLC	Step-down subsidiary
Minal Specialized Clinic Dermatology LLC	Step-down subsidiary
Al Beda	Joint Venture

The unaudited consolidated financial results of the Group for the quarter ended 30 September 2016 and the year to date from 1 April 2016 to 30 September 2016 ('together referred to as the comparative financial results'), prepared in accordance with Ind AS, including the reconciliation of loss under IND AS of the corresponding quarter ended 30 September 2016 and the year to date from 1 April 2016 to 30 September 2016 with the profit reported under previous GAAP, included in these unaudited consolidated financial results, have been reviewed by the predecessor auditor who expressed an unmodified opinion as per the report dated 31 October 2017. The predecessor auditor had also reviewed the unaudited consolidated financial results for the relevant period as per previous GAAP and expressed an unmodified opinion as per the report dated 27 October 2016.

Limited Review Report on Quarterly and Year to Date Unaudited Consolidated Financial Results of Kaya Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Continued)

Kaya Limited

The unaudited consolidated financial results of the Group for the quarter ended 30 June 2017 prepared in accordance with Ind AS and included in these unaudited consolidated financial results are based on the unaudited standalone financial results of the Holding Company reviewed by the predecessor auditor who expressed an unmodified opinion as per the report dated 2 August 2017, the unaudited standalone financial results of a subsidiary, Kaya Middle East FZC, reviewed by the other auditors who expressed an unmodified opinion as per the report dated 25 October 2017 and unaudited standalone financial results of 5 subsidiaries (including step-down subsidiaries) and a joint venture which are based solely on management certified accounts. In our opinion and according to the information and explanations given to us by the management, the financial results of these subsidiaries and a joint venture are not material to the Group. Our report on the Statement, in so far as it relates to the amounts and disclosures included in respect of the Holding Company and Kaya Middle East FZC and these subsidiaries and joint venture for the quarter ended 30 June 2017, is based solely on the reports of the respective other auditors / unaudited financial information. Our conclusion is not modified in respect of this matter.

We did not review the financial results of one subsidiary, Kaya Middle East FZC, included in the unaudited consolidated financial results, whose interim financial results reflect total assets of Rs 14,600 lakhs as at 30 September 2017 as well as total revenue of Rs 4,318 lakhs and Rs 8,846 lakhs, total loss after tax of Rs 83 lakhs and Rs 902 lakhs, and total comprehensive income of Rs Nil and Rs Nil for the quarter ended 30 September 2017 and for the period 1 April 2017 to 30 September 2017, respectively, as considered in the unaudited consolidated financial results. These financial results have been reviewed by other auditors whose report has been furnished to us by the management and our report on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on the report of the other auditors. Our conclusion is not modified in respect of this matter.

We did not review the financial results of 5 subsidiaries (including step-down subsidiaries) and a joint venture included in the unaudited consolidated financial results. The interim financial results of the said subsidiaries reflect total assets of Rs. 1,1846 lakhs as at 30 September 2017, as well as total revenues of Rs. 675 lakhs and Rs. 1,406 lakhs, total profit after tax of Rs. 122 lakhs and Rs. 453 lakhs and total comprehensive income of Rs. Nil and Rs. Nil for the quarter ended 30 September 2017 and for the period 1 April 2017 to 30 September 2017, respectively, as considered in the unaudited consolidated financial results. The share of loss from the joint venture included in these unaudited consolidated financial results is Rs. 21 lakhs and Rs. 39 lakhs for the for the quarter ended 30 September 2017 and for the period 1 April 2017 to 30 September 2017, respectively. These unaudited financial results have not been reviewed by the respective auditors and are based solely on the management certified accounts. Our report on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and a joint venture is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the management, these financial results are not material to the Group. Our conclusion is not modified in respect of this matter.



Limited Review Report on Quarterly and Year to Date Unaudited Consolidated Financial Results of Kaya Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Continued)

Kaya Limited

Based on our review conducted as above, and based on the consideration of reports of the other auditors and management certified accounts referred to above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable accounting standards i.e. Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013, read with relevant Rules issued thereunder and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated 5 July 2016 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022



Rajesh Mehra

Partner

Membership No: 103145

Mumbai

31 October 2017

Kaya Limited
Statement of Consolidated Financial Results for the quarter and half year ended September 30, 2017

(Rs. In Lakhs)

Sr. No.	Particulars	Quarter ended	Quarter ended	Quarter ended	Half Year ended	Half Year ended
		June 30, 2017	September 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
1	Income					
	(a) Revenue from operations	10,127.36	10,139.93	10,052.95	20,267.30	19,763.32
	(b) Other income	238.90	188.67	322.51	427.57	616.47
	Total Income	10,366.26	10,328.60	10,375.46	20,694.86	20,379.79
2	Expenses					
	(a) Cost of materials consumed	1,008.32	721.81	1,780.50	1,730.13	2,607.86
	(b) Purchase of stock-in-trade	39.32	13.47	33.26	52.79	86.29
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	59.05	334.78	(745.23)	393.82	(524.44)
	(d) Employee benefits expense	4,363.98	3,668.28	4,533.43	8,032.26	8,812.44
	(e) Finance costs	31.82	31.51	0.66	63.34	1.12
	(f) Depreciation and amortisation expense	535.66	566.35	460.38	1,102.01	927.03
	(g) Other expenses	5,099.22	5,109.40	4,988.41	10,208.62	9,893.61
	Total Expenses	11,137.36	10,445.60	11,051.41	21,582.96	21,803.91
3	Loss before exceptional items and tax (1 - 2)	(771.10)	(117.00)	(675.95)	(888.10)	(1,424.12)
4	Exceptional Items - gain / (loss), net					
5	Loss before tax (3 + 4)	(771.10)	(117.00)	(675.95)	(888.10)	(1,424.12)
6	Tax expense:					
	(a) Current tax	-	-	-	-	-
	(b) Deferred tax	(121.07)	(2.32)	(50.00)	(123.39)	(183.89)
	Total tax expense	(121.07)	(2.32)	(50.00)	(123.39)	(183.89)
7	Net Loss for the period (5 - 6)	(650.04)	(114.68)	(625.95)	(764.71)	(1,240.23)
8	Share of Profit/(Loss) of associates and joint ventures	(17.25)	(22.87)	(27.02)	(40.12)	(67.96)
9	Net Loss for the period (7 +/- 8)	(667.29)	(137.55)	(652.97)	(804.83)	(1,308.19)
10	Other comprehensive income (gross of tax)					
	(a) Items that will not be reclassified to profit or loss	(1.88)	3.19	3.19	1.31	1.31
	Tax on above	-	-	-	-	-
	(b) Items that will be reclassified to profit or loss	-	-	-	-	-
	Tax on above	-	-	-	-	-
	Total other comprehensive income (net of income tax)	(1.88)	3.19	3.19	1.31	1.31
11	Total comprehensive income (9+10)	(669.17)	(134.36)	(649.78)	(803.52)	(1,306.88)
12	Net Profit/(Loss) attributable to:					
	- Owners	(714.14)	(173.95)	(658.73)	(888.09)	(1,313.25)
	- Non Controlling Interest	46.85	36.40	5.76	83.25	5.06
	Total comprehensive income attributable to :					
	- Owners	(716.02)	(170.76)	(655.54)	(886.78)	(1,311.94)
	- Non Controlling Interest	46.85	36.40	5.76	83.25	5.06
13	Paid-up equity share capital	1302.80	1,302.80	1,296.19	1,302.80	1,296.19
	Face value per equity share	10.00	10.00	10.00	10.00	10.00
14	Earnings per equity share (of Rs. 10/- each) (not annualised):					
	(a) Basic	(5.12)	(1.06)	(5.04)	(6.18)	(10.13)
	(b) Diluted	(5.12)	(1.06)	(5.04)	(6.18)	(10.13)
See accompanying notes to the financial results						



Notes to the Kaya Limited Unaudited Consolidated Financial Results:

1. The Company had prepared the results for the quarters ended on June 30, 2016 and September 30, 2016 in accordance with the Companies (Accounting Standards) Rules, 2006 referred to in Section 133 of the Companies Act, 2013. Beginning April 1, 2017, the Company has for the first time adopted Ind AS with a transition date of April 1, 2016. Accordingly, these Unaudited Consolidated Ind AS Financial Results for the quarter ended June 30, 2016 and for the quarter and half year ended September 30, 2016 included in these results are based on the previously issued financial results prepared in accordance with the Companies (Accounting Standards) Rules, 2006 as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS.
2. These Unaudited Consolidated Ind AS Financial Results were reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on October 31, 2017.
3. The Company has single operating segment viz. "Skin Care Business" in terms of Ind AS 108.

Other expenses includes rent of Rs 2,673.09 lakhs (September 30, 2016: Rs 2,439.93 lakhs) and consumption of stores of Rs 1,421.43 lakhs (September 30, 2016: Rs 1,486.44 lakhs) for the half year ended September 30, 2017.

5. The reconciliation of net profit or loss reported in accordance with Indian GAAP to total comprehensive income in accordance with Ind AS is given below:

Description	(Rs. In Lakhs)		
	Quarter ended June 30, 2016	Quarter ended September 30, 2016	Half Year ended September 30, 2016
Net (Loss) as per previous GAAP (Indian GAAP)	(31.53)	268.92	237.39
Add/(Less) :			
Gain on fair valuation of investments	22.65	29.18	51.83
ESOP Compensation expenses measured at fair value	(764.05)	(792.05)	(1,556.10)
Actuarial gain on Defined Benefit Plan reclassified to Other Comprehensive Income (OCI)	1.88	(3.19)	(1.31)
Customer loyalty programme remeasured at fair value	(66.21)	(149.07)	(215.28)
Fair valuation of security deposits, rent amortisation and straight lining	37.81	(65.01)	(27.20)
Others	10.34	8.25	18.59
Tax adjustments	133.89	50.00	183.89
Net (loss) as per Ind AS	(655.22)	(652.97)	(1,308.19)
Other comprehensive income, net of income tax	(1.88)	3.19	1.31
Total comprehensive income as per Ind AS	(657.10)	(649.78)	(1,306.88)

Place : Mumbai

Date: October 31, 2017



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Harsh Mariwala

Chairman and Managing Director



Statement of Assets and Liabilities - Kaya Limited (Consolidated)

Sr.No	Particulars	As at September 30 2017 Unaudited
A	ASSETS	
1	Non-Current Assets	
	Property, plant and equipment	8,539.34
	Capital Work in Progress	151.44
	Goodwill on Consolidation	10,348.36
	Other intangible assets	789.52
	Investments accounted for using equity method	
	Financial Assets	
	I. Investments	-
	II. Loans	-
	III. Others	1,567.65
	Deferred Tax assets	2,189.49
	Income tax assets (net)	16.37
	Other non-current assets	560.20
	Total non-current assets	24,162.38
2	Current Assets	
	Inventories	4,882.60
	Financial Assets	
	I. Investments	9,502.10
	II. Trade Receivables	297.65
	III. Cash & cash equivalent	1,324.84
	IV. Bank balances other than (III) above	11.21
	V. Loans	371.81
	VI. Others	314.79
	Other Current assets	3,541.93
	Total current assets	20,246.93
	TOTAL ASSETS	44,409.31
B	EQUITY AND LIABILITIES	
	EQUITY	
	Equity Share Capital	1,302.80
	Other Equity	20,888.05
	Equity attributable to owners of the company	22,190.85
	Non Controlling Interest	180.23
	Total Equity	22,371.08
	LIABILITIES	
1	Non-Current Liabilities	
	Financial Liabilities	
	i. Borrowings	1,367.59
	ii. Other Financial liabilities	-
	Provisions	23.30
	Deferred tax liabilities (Net)	-
	Other Non-current liabilities	896.52
	Total Non-current liabilities	2,287.41
2	Current Liabilities	
	Financial Liabilities	
	i. Borrowings	1,098.43
	ii. Trade Payables	3,905.00
	iii. Other Financial liabilities	-
	Other current liabilities	13,589.01
	Provisions	1,158.38
	Total current liabilities	19,750.82
	TOTAL EQUITY AND LIABILITIES	44,409.31



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