

# Price Waterhouse

Chartered Accountants

## INDEPENDENT AUDITORS' REPORT

### To the Members of Kaya Limited

### Report on the Consolidated Financial Statements

1. We have audited the accompanying Consolidated Financial Statements of Kaya Limited ("hereinafter referred to as the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its joint venture; (refer Note 1B to the attached Consolidated Financial Statements), comprising of the Consolidated Balance Sheet as at March 31, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Financial Statements").

### Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its joint venture in accordance with accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Financial Statements. The respective Board of Directors of the companies included in the Group and of its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its joint venture respectively and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

### Auditors' Responsibility

3. Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Financial Statements are free from material misstatement.

Price Waterhouse, 252 Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400 028

T: +91 (22) 6669 1000, F: +91 (22) 6654 7800, +91 (22) 6654 7801



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5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated Financial Statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the Consolidated Financial Statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the Consolidated Financial Statements.
6. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditor in terms of their reports referred to in sub-paragraph 8 of the Other Matters paragraph below, other than the unaudited financial statements as certified by the management and referred to in sub-paragraph 9 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

### Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group and its joint venture as at March 31, 2017, and their consolidated loss and their consolidated cash flows for the year ended on that date.

### Other Matters

8. We did not audit the financial statements of one foreign subsidiary whose financial statements reflect total assets of Rs. 8,172.88 lacs and net liabilities of Rs. 167.04 lacs as at March 31, 2017, total revenue of Rs. 20,131.76 lacs, net profit of Rs. 1,752.71 lacs and net cash outflows amounting to Rs. 1,461.99 lacs for the year ended on that date, as considered in the Consolidated Financial Statements. These financial statements have been audited by other auditor whose reports has been furnished to us by the Management, and our opinion on the Consolidated Financial Statements insofar as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on the report of the other auditor.
9. We did not audit the financial statements of five subsidiaries and a joint venture whose financial statements reflect total assets of Rs. 2,184.31 lacs and net assets of Rs. 1,790.41 lacs as at March 31, 2017, total revenue of Rs. 1,586.87 lacs, net profit of Rs. 176.28 lacs and net cash inflows amounting to Rs. 184.59 lacs for the year ended on that date, as considered in the Consolidated Financial Statements. These financial statements are unaudited and have been furnished to us by the Management, and our opinion on the Consolidated Financial Statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries and a joint venture and our report in terms of sub-section (3) of Section 143 of the Act insofar as it relates to the aforesaid subsidiaries and joint venture, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.



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Our opinion on the Consolidated Financial Statements is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor and the financial statements certified by the Management.

### Report on Other Legal and Regulatory Requirements

10. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
- (b) In our opinion, proper books of account as required by law maintained by the Holding Company, incorporated in India including relevant records relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and records of the Holding Company.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company, incorporated in India including relevant records relating to the preparation of the Consolidated Financial Statements.
- (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31<sup>st</sup> March, 2017 taken on record by the Board of Directors of the Holding Company, incorporated in India, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company, incorporated in India and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Consolidated Financial Statements disclose the impact, if any, of pending litigations as at March 31, 2017 on the consolidated financial position of the Group and joint venture – Refer Note 12 and Note 30(a) to the Consolidated Financial Statements.
  - ii. The Group and joint venture had long-term contracts as at March 31, 2017 for which there were no material foreseeable losses. The Group and joint venture does not have any derivative contracts as at March 31, 2017.



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- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, incorporated in India during the year ended March 31, 2017.
- iv. In the Consolidated Financial Statements, holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016, by the Holding Company incorporated in India has been requisitely disclosed. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Holding Company as produced to us by the Management – Refer Note 35.

For Price Waterhouse  
Firm Registration Number: 301112E  
Chartered Accountants

*U.A. Shah*

Uday Shah  
Partner  
Membership Number: 46061

Place: Mumbai  
Date: May 3, 2017

# Price Waterhouse

Chartered Accountants

## Annexure A to Independent Auditors' Report

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of Kaya Limited on the consolidated financial statements for the year ended March 31, 2017

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of Kaya Limited (hereinafter referred to as "the Holding Company"), which is a company incorporated in India, as of that date.

#### Management's Responsibility for Internal Financial Controls

2. The Board of Directors of the Holding company, which is a company incorporated in India, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



# Price Waterhouse

Chartered Accountants

## Annexure A to Independent Auditors' Report

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of Kaya Limited on the consolidated financial statements for the year ended March 31, 2017  
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### Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

8. In our opinion, the Holding Company, which is a company incorporated in India, has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Price Waterhouse  
Firm Registration Number: 301112E  
Chartered Accountants

*U. A. Shah*

Uday Shah  
Partner  
Membership Number: 46061

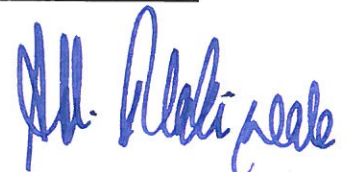
Place: Mumbai  
Date: May 3, 2017

## KAYA LIMITED

(Rs. in Lacs)

## STATEMENT OF ASSETS AND LIABILITIES - CONSOLIDATED

Particulars	As at	
	March 31, 2017 (Audited)	March 31, 2016 (Audited)
<b>A EQUITY AND LIABILITIES</b>		
<b>1 Shareholder's funds</b>		
(a) Share Capital	1,302.26	1,289.71
(b) Reserves and Surplus	23,752.68	23,840.38
<b>Sub-total Shareholders' Funds</b>	<b>25,054.94</b>	<b>25,130.09</b>
<b>2 Minority Interest</b>	<b>151.25</b>	<b>47.23</b>
<b>3 Non-current Liabilities</b>		
(a) Long-term borrowings	1,895.25	-
(b) Deferred Tax Liabilities	-	-
(c) Long-term Provisions	1,196.11	1,158.05
(d) Other Long-term Liabilities	-	99.20
<b>Sub-total Non Current Liabilities</b>	<b>3,091.36</b>	<b>1,257.25</b>
<b>4 Current Liabilities</b>		
(a) Short-term Borrowing	58.95	-
(b) Trade Payables		
- Total outstanding dues of micro enterprises and small enterprises	-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises:	3,447.17	3,763.00
	<b>3,447.17</b>	<b>3,763.00</b>
(c) Other Current Liabilities	9,336.12	9,211.25
(d) Short-term Provisions	1,410.78	1,243.16
<b>Sub-total Current Liabilities</b>	<b>14,253.02</b>	<b>14,217.41</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>42,550.57</b>	<b>40,651.98</b>
<b>B ASSETS</b>		
<b>1 Non Current Assets</b>		
(a) Fixed Assets		
- Tangible assets	8,496.28	7,440.42
- Intangible assets	440.14	481.92
- Capital work-in-progress	154.15	244.25
	<b>9,090.57</b>	<b>8,166.59</b>
(b) Goodwill on Consolidation	10,507.16	7,006.17
(c) Long-term Loans and Advances	4,398.63	2,403.48
(d) Other Non-current Assets	27.33	16.70
<b>Sub-total Non Current Assets</b>	<b>24,023.69</b>	<b>17,592.94</b>
<b>2 Current Assets</b>		
(a) Current Investments	7,150.52	8,823.65
(b) Inventories	5,017.48	5,294.26
(c) Trade Receivables	203.55	147.83
(d) Cash and Bank Balances	1,562.55	2,777.79
(e) Short-term Loans and Advances	4,410.32	5,887.79
(f) Other Current Assets	182.46	127.72
<b>Sub-total Current Assets</b>	<b>18,526.88</b>	<b>23,059.04</b>
<b>TOTAL ASSETS</b>	<b>42,550.57</b>	<b>40,651.98</b>



## STATEMENT OF CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2017

(Rs. In Lacs)

Particulars	Quarter ended March 31, 2017	Quarter ended December 31, 2016	Quarter ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Audited)
<b>1 Revenue</b>					
a Revenue from operations	11,276.01	9,725.26	10,207.85	41,024.88	36,989.98
b Other Income	283.05	239.34	309.97	1,025.28	1,243.37
<b>Total Revenue</b>	<b>11,559.06</b>	<b>9,964.60</b>	<b>10,517.82</b>	<b>42,050.16</b>	<b>38,233.35</b>
<b>2 Expenses</b>					
a Cost of materials consumed	722.82	780.93	1,345.11	4,132.18	4,585.07
b Purchase of stock in trade	(93.37)	79.25	104.45	72.17	151.95
c Change in inventory of finished goods, work in progress and stock in trade (increase) / decrease	511.22	120.74	(293.46)	107.52	(806.00)
d Employee benefits expenses	3,694.84	3,734.02	3,453.69	14,728.96	12,676.95
e Finance Costs	36.07	8.75	0.98	45.19	1.98
f Depreciation and amortisation expense	566.13	484.40	498.51	2,007.06	1,694.12
g Other expenses	6,044.82	5,087.92	5,270.12	20,974.57	19,043.53
<b>Total Expenses</b>	<b>11,482.53</b>	<b>10,296.01</b>	<b>10,379.40</b>	<b>42,067.65</b>	<b>37,347.60</b>
<b>3 Profit / (Loss) before exceptional items and tax (1-2)</b>	<b>76.53</b>	<b>(331.41)</b>	<b>138.42</b>	<b>(17.49)</b>	<b>885.75</b>
<b>4 Exceptional Items</b>	-	-	-	-	-
<b>5 Profit / (Loss) from ordinary activities before tax (3+4)</b>	<b>76.53</b>	<b>(331.41)</b>	<b>138.42</b>	<b>(17.49)</b>	<b>885.75</b>
<b>6 Tax expenses</b>					
- Current Tax	-	-	-	-	-
- Deferred Tax	-	-	-	-	-
<b>Total</b>	-	-	-	-	-
<b>7 Net Profit / (Loss) from ordinary activities after tax (5-6)</b>	<b>76.53</b>	<b>(331.41)</b>	<b>138.42</b>	<b>(17.49)</b>	<b>885.75</b>
<b>8 Extraordinary Item (net of tax)</b>	-	-	-	-	-
<b>9 Net Profit / (Loss) for the period / year (7-8)</b>	<b>76.53</b>	<b>(331.41)</b>	<b>138.42</b>	<b>(17.49)</b>	<b>885.75</b>
<b>10 Share of Profit/(Loss) of associates</b>	-	-	-	-	-
<b>11 Minority Interest</b>	<b>52.27</b>	<b>7.25</b>	<b>5.98</b>	<b>64.58</b>	<b>5.98</b>
<b>12 Net Profit / (Loss) after taxes, minority interest and share of profit/(loss) of associates (12= 9-10-11)</b>	<b>24.26</b>	<b>(338.66)</b>	<b>132.44</b>	<b>(82.07)</b>	<b>879.77</b>
<b>13 Paid-up Equity Share Capital (Face value Rs. 10 per share)</b>	<b>1,302.26</b>	<b>1,299.76</b>	<b>1,289.71</b>	<b>1,302.26</b>	<b>1,289.71</b>
<b>14 Reserves excluding Revaluation Reserves (as per audited Balance Sheet)</b>				<b>23,752.68</b>	<b>23,840.38</b>
<b>15 Earning Per Share (EPS) Not Annualised (In Rs.)</b>					
i EPS before Extraordinary items for the period / year					
a Basic	0.19	(2.62)	1.03	(0.63)	6.82
b Diluted	(0.08)	(2.73)	0.79	(1.45)	5.94
ii EPS after Extraordinary items for the period / year					
a Basic	0.19	(2.62)	1.03	(0.63)	6.82
b Diluted	(0.08)	(2.73)	0.79	(1.45)	5.94



**NOTES TO THE STATEMENT OF CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2017**

1. The information presented for the year ended March 31, 2017 is extracted from the audited financial statements for the year ended March 31, 2017. The said financial statement and results for the year ended March 31, 2017 were reviewed by the audit committee and approved by the Board of Directors at their meeting held on May 03, 2017 and are available on the Company's website - <http://www.kaya.in>.
2. The audited Standalone financial results are available on the Company's website - <http://www.kaya.in> and on the websites of BSE ([www.bseindia.com](http://www.bseindia.com)) and NSE ([www.nseindia.com](http://www.nseindia.com)).
3. The Consolidated financial results for the quarter and year ended March 31, 2017 comprise results of Kaya Limited, its subsidiaries, step down subsidiaries in Singapore and UAE and a joint Venture of its subsidiary in Kuwait. All the aforesaid entities are collectively called 'Kaya Limited' or 'the Group'.
4. The Group has only one reportable segment- "Skin Care Business"- in terms of Accounting Standard 17 "Segment Reporting" mandated by Rule 3 of the Companies (Accounting Standards) Rules, 2006.
5. Following are the particulars of the Company (on a standalone basis):

(Rs. in Lacs)

Particulars	For the quarter ended March 31, 2017	For the quarter ended December 31, 2016	For the quarter ended March 31, 2016	For the year ended March 31, 2017	For the year ended March 31, 2016
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Audited)
Turnover	5,140.81	4,567.12	4,990.70	19,391.43	18,531.93
Profit / (Loss) before tax	(603.61)	(545.23)	(249.56)	(1,775.55)	(862.42)
Profit / (Loss) after tax	(603.61)	(545.23)	(249.56)	(1,775.55)	(862.42)

6. The Board of Directors of the Company had granted stock options to certain eligible employees pursuant to the Kaya ESOP 2016 – Scheme I, Kaya Limited Employees Stock Option Scheme 2014 and Kaya Limited Employees Stock Option Scheme 2014 (Kaya Middle East FZE) (together referred as 'Kaya ESOP').

Following are the particulars of Kaya ESOP for the quarter ended March 31, 2017: -

Particulars	Kaya ESOP 2016 – Scheme I	Kaya Limited Employees Stock Option Scheme 2014	Kaya Limited Employees Stock Option Scheme 2014 (Kaya Middle East FZE)
Balance at the beginning of the quarter	191,161	14,127	5,450
Granted during the quarter	--	--	--
Forfeited / Lapsed during the quarter	46,603	--	--
Exercised during the quarter	--	14,127	--
Outstanding at the end of the quarter	144,588	--	5,450

During the quarter ended March 31, 2017, pursuant to exercise of the stock option, the Company has allotted 24,993 equity shares of Rs. 10 each, resulting in an increase in paid-up Share Capital and Securities Premium Reserve by Rs. 2.50 Lacs and Rs. 90.88 Lacs, respectively.

7. Kaya Middle East DMCC, a foreign subsidiary of the Company, along with its local partner has acquired 75% beneficial interest in Minal Medical Centre LLC and Minal Specialised Clinic Dermatology LLC.

KAYA LIMITED

**NOTES TO THE STATEMENT OF CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED  
MARCH 31, 2017**

8. The figure of the last quarter ended March 31, 2017 and March 31, 2016 are the balancing figure between the audited figure in respect of the full financial year and the published year to date figure up to the 3<sup>rd</sup> quarter of the relevant financial year.
  
9. Previous year/ period figures have been regrouped / reclassified to make them comparable with those of current year / period.

Place: Mumbai

Date: May 3, 2017



Harsh Mariwala

Chairman and Managing Director