

Limited Review Report on unaudited standalone financial results of Kaya Limited for the quarter ended 30 September 2023 and year to date results for the period from 01 April 2023 to 30 September 2023. pursuant to Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**To the Board of Directors of Kaya Limited**

1. We have reviewed the accompanying Statement of unaudited standalone financial results of Kaya Limited (hereinafter referred to as “the Company”) for the quarter ended 30 September 2023 and year to date results for the period from 01 April 2023 to 30 September 2023 (“the Statement”)
2. This Statement, which is the responsibility of the Company’s management and approved by its Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 “*Interim Financial Reporting*” (“Ind AS 34”), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”). Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 “*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*”, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. We draw attention to Note 5 to the standalone financial results, which explains the management’s assessment of going concern assumption. The Company has incurred losses during the current financial period and the prior years and has a negative net worth and working capital position as of 30 September 2023. Based on the financial support from the promoter group along with funds available with the Company as of 30 September 2023 and planned rights issue, the management believes that Company will be able to meet its obligations within the next 12 months as and when they fall due. Accordingly, the management has prepared the Statement on a going concern basis.

Registered Office:

B S R & Co. LLP

Limited Review Report (Continued)

Kaya Limited

Our opinion is not modified in respect of this matter.

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

Chartered Accountants

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

JACLYN
DE SOUZA

Digitally signed
by JACLYN DE
SOUZA
Date: 2023.10.31
15:59:22 +05'30'

Jaclyn Desouza

Partner

Mumbai

31 October 2023

Membership No.: 124629

UDIN:23124629BGYTJC3708

Kaya Limited**Standalone Balance Sheet as at 30 September 2023****(Rs. in Lakhs)**

| Particulars | 30 September 2023 | 31 March 2023 |
|--|-------------------|------------------|
| | (Unaudited) | (Audited) |
| ASSETS | | |
| Non-current assets | | |
| Property, plant and equipment | 4,397.42 | 2,760.61 |
| Right-of-use assets | 7,512.49 | 6,532.99 |
| Intangible assets | 129.43 | 167.98 |
| Intangible assets under development | 101.99 | 80.64 |
| Financial assets | | |
| Investments | 8,723.50 | 12,097.59 |
| Other financial assets | 789.97 | 705.28 |
| Income tax assets | 4.76 | 4.68 |
| Other non-current assets | 107.81 | 94.18 |
| | 21,767.37 | 22,443.95 |
| Current assets | | |
| Inventories | 2,415.42 | 2,138.49 |
| Financial assets | | |
| Investments | 2,205.49 | 2,100.88 |
| Trade receivables | 450.65 | 498.10 |
| Cash and cash equivalents | 197.12 | 1,571.28 |
| Bank balances other than Cash and cash equivalents as above | 5.36 | 4.47 |
| Loans | 16.02 | 11.68 |
| Other financial assets | 771.22 | 703.74 |
| Other current assets | 547.01 | 802.05 |
| | 6,608.29 | 7,830.69 |
| TOTAL ASSETS | 28,375.66 | 30,274.64 |
| EQUITY AND LIABILITIES | | |
| Equity | | |
| Share capital | 1,306.41 | 1,306.41 |
| Other equity | (3,600.79) | 281.04 |
| | (2,294.38) | 1,587.45 |
| Liabilities | | |
| Non-current liabilities | | |
| Financial liabilities | | |
| Borrowings | 10,404.16 | 9,172.87 |
| Lease liabilities | 6,443.65 | 5,404.75 |
| Provisions | 270.32 | 176.43 |
| | 17,118.13 | 14,754.05 |
| Current liabilities | | |
| Financial liabilities | | |
| Lease liabilities | 2,187.62 | 2,250.85 |
| Trade payables | | |
| Total outstanding dues of Micro enterprises and Small enterprises | 194.98 | 522.55 |
| Total outstanding dues of creditors other than Micro enterprises and Small enterprises | 1,243.28 | 780.56 |
| Other financial liabilities | 266.86 | 1,061.46 |
| Other current liabilities | 9,465.58 | 9,071.75 |
| Provisions | 193.59 | 245.97 |
| | 13,551.91 | 13,933.14 |
| TOTAL EQUITY AND LIABILITIES | 28,375.66 | 30,274.64 |

| Kaya Limited | | | | | | | |
|---|---|-------------------|-----------------|-------------------|-------------------|-------------------|-------------------|
| Statement of Standalone Financial Results for the quarter and half year ended 30 September 2023 | | | | | | | |
| | | | | | | (Rs. in Lakhs) | |
| Sr. No. | Particulars | Quarter ended | | | Half year ended | | Year ended |
| | | 30 September 2023 | 30 June 2023 | 30 September 2022 | 30 September 2023 | 30 September 2022 | 31 March 2023 |
| | | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Audited) |
| 1 | Income | | | | | | |
| | (a) Revenue from operations | 5,194.31 | 4,973.47 | 4,418.30 | 10,167.78 | 8,680.51 | 17,831.07 |
| | (b) Other income | 100.44 | 84.68 | 91.63 | 185.12 | 197.26 | 385.51 |
| | Total income | 5,294.75 | 5,058.15 | 4,509.93 | 10,352.90 | 8,877.77 | 18,216.58 |
| 2 | Expenses | | | | | | |
| | (a) Cost of materials consumed | 195.66 | 296.16 | 166.62 | 491.82 | 415.92 | 872.71 |
| | (b) Purchase of stock-in-trade | 91.30 | 165.17 | 54.13 | 256.47 | 81.34 | 250.73 |
| | (c) Changes in inventories of finished goods, work-in-progress and stock-in-trade | 12.03 | (20.85) | 82.60 | (8.82) | 225.36 | 213.36 |
| | (d) Employee benefits expense | 1,331.99 | 1,260.42 | 1,508.08 | 2,592.41 | 3,908.37 | 6,183.11 |
| | (e) Finance costs | 630.25 | 598.35 | 535.20 | 1,228.60 | 1,110.99 | 3,230.98 |
| | (f) Depreciation and amortisation expense | 859.83 | 864.67 | 721.68 | 1,724.50 | 1,419.56 | 2,939.92 |
| | (g) Impairment losses on Investment (refer note 7) | 3,373.10 | - | - | 3,373.10 | - | 4,013.63 |
| | (h) Impairment losses on Property, Plant and Equipment | - | - | - | - | - | 41.81 |
| | (i) Consumption of stores and spares | 709.34 | 632.45 | 592.62 | 1,341.79 | 1,026.12 | 2,336.03 |
| | (j) Other expenses | 1,743.59 | 1,716.44 | 1,565.88 | 3,460.03 | 3,275.35 | 6,682.88 |
| | Total expenses | 8,947.09 | 5,512.81 | 5,226.81 | 14,459.90 | 11,463.01 | 26,765.16 |
| 3 | (Loss) before tax (1 - 2) | (3,652.34) | (454.66) | (716.88) | (4,107.00) | (2,585.24) | (8,548.58) |
| 4 | Tax expense: | | | | | | |
| | (a) Current tax | - | - | - | - | - | - |
| | (b) Deferred tax | - | - | - | - | - | - |
| | Total tax expense | - | - | - | - | - | - |
| 5 | (loss) for the period (3 - 4) | (3,652.34) | (454.66) | (716.88) | (4,107.00) | (2,585.24) | (8,548.58) |
| 6 | Other comprehensive (loss) (gross of tax) | | | | | | |
| | (a) Items that will not be reclassified to profit or loss | (0.28) | (0.28) | (7.99) | (0.56) | (15.98) | (1.13) |
| | Tax on above | - | - | - | - | - | - |
| | (b) Items that will be reclassified to profit or loss | - | - | - | - | - | - |
| | Tax on above | - | - | - | - | - | - |
| | Total other comprehensive (loss) (net of income tax) | (0.28) | (0.28) | (7.99) | (0.56) | (15.98) | (1.13) |
| 7 | Total comprehensive income / (loss) for the period (5 + 6) | (3,652.62) | (454.94) | (724.87) | (4,107.56) | (2,601.22) | (8,549.71) |
| 8 | Paid-up equity share capital | 1,306.41 | 1,306.41 | 1,306.41 | 1,306.41 | 1,306.41 | 1,306.41 |
| | Face value per equity share | 10.00 | 10.00 | 10.00 | 10.00 | 10.00 | 10.00 |
| 9 | Earnings per equity share (of Rs. 10 each) (not annualised): | | | | | | |
| | (a) Basic | (27.96) | (3.48) | (5.49) | (31.44) | (19.79) | (65.44) |
| | (b) Diluted | (27.96) | (3.48) | (5.49) | (31.44) | (19.79) | (65.44) |
| See accompanying notes to the standalone financial results | | | | | | | |

Kaya Limited
Standalone Statement of Cash Flows for the period ended 30 September 2023

| | (Rs. in lakhs) | |
|--|-----------------------------------|-----------------------------------|
| | Period ended 30 September 2023 | Period ended 30 September 2022 |
| A Cash Flow from Operating Activities: | | |
| Loss before tax | (4,107.00) | (2,585.24) |
| Adjustments: | | |
| Depreciation and amortisation expense | 1,724.50 | 1,419.56 |
| Impairment losses on Investment | 3,373.10 | - |
| Employee share-based payment expenses | 34.09 | 134.12 |
| Liabilities written back to the extent no longer required (net) | (12.31) | (30.30) |
| Provision for doubtful debts | 32.36 | 29.38 |
| Finance costs | 1,228.60 | 1,110.99 |
| (Loss) / Profit on sale / discarding of property, plant and equipment (net) | (0.62) | 0.61 |
| Interest income | (1.40) | (33.64) |
| Unrealised foreign exchange (gain)/loss | 2.26 | 5.88 |
| Net gain on sale of current investments | (74.06) | (47.97) |
| Unwinding of discount on security deposits | (59.97) | (62.43) |
| Advances written off during the year | 0.98 | 5.76 |
| Lease rent concessions | - | (1.66) |
| Operating profit / (loss) before working capital changes | 2,140.53 | (54.94) |
| Changes in working capital: | | |
| (Increase) in Inventories | (276.93) | (286.86) |
| Decrease in Trade and Other Receivables | 12.83 | 17.74 |
| Decrease / (Increase) in other assets | 258.02 | (246.83) |
| (Increase) in loans | (45.79) | (34.46) |
| (Increase) in financial asset | (100.31) | (42.95) |
| Increase in Other current liabilities | 393.83 | 1,270.72 |
| (Decrease) / Increase in Other financial liabilities | (577.21) | 1,569.37 |
| Increase in Provisions | 42.02 | 68.53 |
| Increase in Trade and Other Payable | 159.45 | 272.70 |
| Cash outflow from operations | 2,006.44 | 2,533.02 |
| Income taxes paid (net of refund) | (0.08) | (1.39) |
| Net Cash generated from Operating Activities (A) | 2,006.36 | 2,531.63 |
| B Cash Flow from Investing Activities: | | |
| Acquisition of property, plant and equipment | (2,266.91) | (236.56) |
| Proceeds from sale of property, plant and equipment | 1.48 | 3.52 |
| Proceeds from sale of investments | 7,132.09 | 8,270.18 |
| Purchase of investments | (7,162.64) | (7,175.11) |
| Interest income received | 6.59 | 77.24 |
| Investment in bank deposits (having original maturity more than 3 months) net | (0.08) | (1,293.14) |
| Net Cash (used in) Investing Activities (B) | (2,289.47) | (353.88) |
| C Cash Flow from Financing Activities: | | |
| Proceeds from loans and borrowings | 1,300.00 | - |
| Repayment of lease liabilities including interest | (1,572.13) | (1,467.51) |
| Finance cost | (818.92) | (145.11) |
| Net Cash (used in) Financing Activities (C) | (1,091.05) | (1,612.62) |
| D Net Increase in Cash & Cash Equivalents (A+B+C) | (1,374.16) | 565.14 |
| Cash and cash equivalents at the beginning of the year | 1,571.28 | 164.79 |
| Cash and cash equivalents at the close of the period | 197.12 | 729.93 |
| Reconciliation of cash and cash equivalents as per the statement of cash flow | | |
| | As at | As at |
| | 30 September 2023 | 30 September 2022 |
| Cash and Cash equivalent as per above comprises of the following: | | |
| Cash and cash equivalents | 197.12 | 729.93 |
| Balances as per statement of Cash Flows | 197.12 | 729.93 |
| The movement of borrowings is as follows: | | |
| | Period ended | Period ended |
| | 30 September 2023 | 30 September 2022 |
| Opening borrowings | 7,859.45 | 7,859.45 |
| Proceeds from loans and borrowings | - | - |
| Non-cash adjustment | 2,544.71 | 116.81 |
| | 10,404.16 | 7,976.26 |

Kaya Limited**Notes to the Standalone financial results:**

1. This statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable.

2. The above results were reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 31 October 2023. These standalone financial results have been subject to limited review by the statutory auditors of the Company who have issued unmodified review report. These financial results are available on the company's website - <http://www.kaya.in>.

3. The Company has single operating segment viz. "Skin Care and Hair Care Business" in terms of Ind AS 108 - "Operating Segments".

4. Following are the particulars of Employee Stock Options pursuant to various schemes:

| Particulars | Quarter ended 30 September 2023 | Quarter ended 30 September 2022 |
|--|------------------------------------|------------------------------------|
| Balance at the beginning of the quarter | 7,34,270 | 7,55,285 |
| Granted during the quarter | - | - |
| Forfeited / lapsed during the quarter | 45,663 | - |
| Exercised during the quarter | - | - |
| Outstanding at the end of the quarter | 6,88,607 | 7,55,285 |

5. The Company has evaluated the impact of existing and anticipated effects of various factors on its business operations and financial position on the basis of significant assumptions as per its review of current indicators of future economic conditions and taken necessary steps. Based on internal review, the Company would require funds for its operations and future development plans. The Company continues to enjoy financial support from the promoter group and has received funding in the current period and in the earlier years. Based on its Annual Operating Plan which has been approved by the Board of Directors, the Company will be able to meet its funding requirements including the need to fund its overseas operations based on the funding plan the Board of Directors at their meeting on 24 October 2023 approved to issue shares on right basis to existing shareholders for an aggregate amount not exceeding Rs 30,000 lakhs. The Company has sufficient financing arrangements to fulfil its working capital requirements and necessary capital expenditure, in addition to the funds expected to be generated from the operating activities. The Company is closely monitoring the developments and based on the aforesaid assessment, Management believes that as per estimates made prudently, the Company will continue to operate as a going concern i.e. continue its operations and will be able to discharge its liabilities and realise the carrying amount of its assets for the next twelve months. As the situation is continuously evolving, the eventual impact may be different from the estimates made as of the date of approval of these Results.

6. During the previous year, the Company had received an order from the Employees' Provident Fund Organisation Regional Office relating to earlier years towards additional liability in respect of various allowances to the employees not considered as part of wages. The Company is challenging the order and has filed Appeal u/s 7-1 before the Hon CGIT and High court to set aside rejection order passed u/s 7B. Pending outcome of the proceedings, the Company on a conservative and best estimate basis, made provision of Rs 2,036.16 lakhs towards the said liability during the year ended 31 March 2023 and Rs 52.85 lakhs towards interest for the half year ended 30 September 2023.

7. The losses of a subsidiary and a step down subsidiary company have fully eroded their net worth. While the companies continue to take steps to revamp their business operations, the gestation period to achieve the desired level of turnaround is taking longer than previously envisaged. Considering the aforesaid, the Company has recognised an impairment of Rs 4,013.63 lakhs during the year ended 31 March 2023 and Rs 3,373.10 lakhs for the quarter ended 30 September 2023 for diminution in value of the said investments.

8. Previous period figures have been re-grouped/ re-classified wherever necessary, to conform to current period's classification.

Place : Mumbai

Date: 31 October 2023

Harsh Mariwala
Harshraj
Charandas
Mariwala
Chairman and Managing Director

Digitally signed by Harshraj
Charandas Mariwala
Date: 2023.10.31 15:13:35
+05'30'

**JACLYN
DE
SOUZA**

Digitally signed
by JACLYN DE
SOUZA
Date: 2023.10.31
16:00:31 +05'30'

Limited Review Report on unaudited consolidated financial results of Kaya Limited for the quarter ended 30 September 2023 and year to date results for the period from 01 April 2023 to 30 September 2023. pursuant to Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**To the Board of Directors of Kaya Limited**

1. We have reviewed the accompanying Statement of unaudited consolidated financial results of Kaya Limited (hereinafter referred to as “the Parent”), and its subsidiaries (the Parent and its subsidiaries together referred to as “the Group”) for the quarter ended 30 September 2023 and year to date results for the period from 01 April 2023 to 30 September 2023 (“the Statement”), being submitted by the Parent pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”).
2. This Statement, which is the responsibility of the Parent’s management and approved by the Parent’s Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 “*Interim Financial Reporting*” (“Ind AS 34”), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 “*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*”, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The Statement includes the results of the following entities :

| Name of the Entity | Relationship |
|--|------------------------------|
| Kaya Limited | Holding Company |
| KME Holding Pte.Ltd. | Subsidiary Company |
| Kaya Middle East DMCC | Subsidiary Company |
| Kaya Middle East FZE | Step-down Subsidiary Company |
| Iris Medical Centre LLC | Step-down Subsidiary Company |
| Minal Medical Center LLC-Dubai (Upto 4 October | Step-down Subsidiary Company |

Registered Office:

Limited Review Report (Continued)

Kaya Limited

| | |
|---|------------------------------|
| 2023) | |
| M M C Skin Clinic L.L.C. (Upto 4 October 2023) | Step-down Subsidiary Company |
| Kaya Skin Care Clinic Sole Proprietorship L.L.C. | Step-down Subsidiary Company |
| Kaya Skin Care Clinic L.L.C. | Step-down Subsidiary Company |
| Kaya Trading L.L.C. | Step-down Subsidiary Company |
| Kaya Beauty Clinic Sole Proprietorship L.L.C. | Step-down Subsidiary Company |
| Kaya Skin Medical Center L.L.C. | Step-down Subsidiary Company |
| Kaya Beauty Clinic LLC SP (w.e.f. 31 May 2023) | Step-down Subsidiary Company |
| Kaya Medical Complex LLC (w.e.f. 11 July 2023) | Step-down Subsidiary Company |
| Sakr AL Majd International Company (w.e.f. 28 September 2023) | Step-down Subsidiary Company |

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. We draw attention to Note 4 to the consolidated financial results, which explains the management's assessment of going concern assumption. The Group has incurred losses during the current financial period and the prior years and has a negative net worth and working capital position as of 30 September 2023. Based on the financial support from the promoter group along with funds available with the Group as of 30 September 2023 and planned rights issue, the management believes that Group will be able to meet its obligations within the next 12 months as and when they fall due. Accordingly, the management has prepared the Statement on a going concern basis.

Further, as detailed in Annexure 1, the auditors of subsidiaries (including step-down subsidiaries) have, without modifying their opinion, reported that the entities/ some of these entities have incurred loss during the period ended 30 September 2023 and/or as at the reporting date, had accumulated losses, net current liabilities and/or deficit in equity funds and that the respective shareholder has agreed to continue with the operations and the shareholder along with the ultimate parent company have agreed to provide continuing financial support to enable the respective entity to discharge its liabilities as and when they fall due. Accordingly, the financial statements of the respective entities have been prepared on a going concern basis.

7. Our opinion is not modified in respect of the above matters.

Limited Review Report (Continued)

Kaya Limited

8. We did not review the interim financial statements of thirteen (13) Subsidiaries including step-down included in the Statement, whose interim financial statements reflects total assets (before consolidation adjustments) of Rs. 15,879.96 lakhs as at 30 September 2023 and total revenues (before consolidation adjustments) of Rs 5,007.85 Lakhs and Rs. 10,771.56 Lakhs, total net (loss) after tax (before consolidation adjustments) of Rs.1,160.45 lakhs and Rs. 3,774.13 lakhs and total comprehensive income (before consolidation adjustments) of Rs. 1,192.54 lakhs and Rs 3,838.31 lakhs, for the quarter ended 30 September 2023 and for the period from 1 April 2023 to 30 September 2023 respectively, and Company's share of cash flows (net) of Rs 212.17 lakhs for the period from 1 April 2023 to 30 September 2023. as considered in the Statement. These interim financial results have been reviewed by other auditors whose reports have been furnished to us by the Parent's management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaryies, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion is not modified in respect of this matter.

9. The Statement includes the interim financial statements of one (1) Subsidiary which has not been reviewed, whose interim financial statements reflect total assets (before consolidation adjustments) of Rs. 8,318.76 lakhs as at 30 September 2023 and total revenues (before consolidation adjustments) of Rs . Nil and Rs. Nil , total net (loss) after tax (before consolidation adjustments) of Rs 1,998.00 lakhs and Rs. 2,001.14 lakhs and total comprehensive income (before consolidation adjustments) of Rs. 1,998.00 lakhs and Rs 2,001.14 lakhs. for the quarter ended 30 September 2023 and for the period from 1 April 2023 to 30 September 2023 respectively, and Company's share of cash flows (net) of Rs 6.82 lakhs for the period from 1 April 2023 to 30 September 2023. as considered in the Statement. According to the information and explanations given to us by the Parent's management, these interim financial statements is not material to the Group.

Our conclusion is not modified in respect of this matter.

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

Chartered Accountants

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

JACLYN DE SOUZA
Digitally signed
by JACLYN DE
SOUZA
Date: 2023.10.31
15:55:12 +05'30'

Jaclyn Desouza

Partner

Mumbai

31 October 2023

Membership No.: 124629

UDIN:23124629BGYTJD7766

Annexure I List of entities included in unaudited consolidated financial results.

(Rs in lakhs)

| Sr No. | Component | Profit/ (loss) for the six months ended 30 September 2023 | Accumulated losses | (Deficit) in Equity Funds | Net Current (Liabilities) | Date of review opinion | Auditor |
|--------|--|---|--------------------|---------------------------|---------------------------|------------------------|---------|
| 1 | Kaya Middle East DMCC | (272.61) | (4,936.16) | (2,389.49) | (2,681.01) | 30 October 2023 | PKF |
| 2 | Iris Medical Centre LLC and | 5.71 | (149.67) | (98.79) | (172.21) | 27 October 2023 | PKF |
| 3 | M M C Skin Clinic L.L.C. | (71.97) | (180.76) | (119.89) | (235.45) | 23 October 2023 | PKF |
| 4 | Sakr AL Majd International Company | (10.98) | (10.98) | 99.73 | 5.11 | 27 October 2023 | PKF |
| 5 | Kaya Middle East FZE | (739.36) | (18,860.67) | (4,646.86) | (3,016.35) | 30 October 2023 | PKF |
| 6 | Kaya Skin Care Clinic Sole Proprietorship L.L.C. | (345.11) | (348.82) | (329.39) | (1,143.41) | 27 October 2023 | PKF |
| 7 | Kaya Skin Care Clinic L.L.C. | (112.42) | (116.13) | (94.64) | (1,123.24) | 27 October 2023 | PKF |
| 8 | Kaya Trading L.L.C. | (14.49) | (18.20) | 4.17 | 4.17 | 27 October 2023 | PKF |
| 9 | Kaya Beauty Clinic Sole Proprietorship L.L.C. | (110.64) | (114.35) | (92.84) | (158.64) | 27 October 2023 | PKF |
| 10 | Kaya Skin Medical Center L.L.C. | (4.09) | (7.80) | 14.66 | (46.71) | 27 October 2023 | PKF |
| 11 | Kaya Beauty Clinic LLC SP | (42.15) | (42.15) | (19.90) | (57.57) | 27 October 2023 | PKF |
| 12 | Kaya Medical Complex LLC | (27.10) | (27.10) | (4.71) | (67.12) | 27 October 2023 | PKF |

Kaya Limited
Consolidated Balance Sheet as at 30 September 2023

(Rs. in Lakhs)

| Particulars | 30 Sep 2023 (Unaudited) | 31 Mar 2023 (Audited) |
|--|----------------------------|--------------------------|
| ASSETS | | |
| Non-current assets | | |
| Property, plant and equipment | 6,322.82 | 4,952.78 |
| Capital work-in-progress | - | 0.99 |
| Right-of-use asset | 10,353.30 | 9,465.04 |
| Goodwill | 7,182.93 | 7,098.07 |
| Intangible assets | 129.43 | 167.98 |
| Intangible assets under development | 261.88 | 228.92 |
| Financial assets | | |
| Investment | - | 1.00 |
| Other financial assets | 789.98 | 705.28 |
| Income tax assets | 4.76 | 4.68 |
| Other non-current assets | 170.61 | 114.53 |
| | 25,215.71 | 22,739.27 |
| Current assets | | |
| Inventories | 3,213.14 | 2,947.43 |
| Financial assets | | |
| Investments | 2,205.49 | 2,100.88 |
| Trade receivables | 320.47 | 353.96 |
| Cash and cash equivalents | 760.08 | 2,517.44 |
| Bank balances other than Cash and cash equivalents as above | 5.35 | 2,879.54 |
| Loans | 68.30 | 47.06 |
| Other financial assets | 2,936.36 | 1,267.61 |
| Other current assets | 1,591.62 | 2,142.76 |
| | 11,100.81 | 14,256.68 |
| TOTAL ASSETS | 36,316.52 | 36,995.95 |
| EQUITY AND LIABILITIES | | |
| Equity | | |
| Share capital | 1,306.41 | 1,306.41 |
| Other equity | (13,705.73) | (11,680.76) |
| | (12,399.32) | (10,374.35) |
| Non-controlling interest | 39.51 | 67.30 |
| Liabilities | | |
| Non-current liabilities | | |
| Financial liabilities | | |
| Borrowings | 11,962.81 | 14,208.87 |
| Lease liabilities | 7,629.14 | 6,771.42 |
| Provisions | 1,482.87 | 1,458.96 |
| | 21,074.82 | 22,439.25 |
| Current liabilities | | |
| Financial liabilities | | |
| Short term Borrowings | 3,689.63 | - |
| Lease liabilities | 3,800.35 | 3,887.08 |
| Trade payables | | |
| Total outstanding dues of Micro enterprises and Small enterprises | 194.98 | 520.09 |
| Total outstanding dues of creditors other than Micro enterprises and Small enterprises | 4,751.17 | 4,495.75 |
| Other financial liabilities | 449.09 | 1,901.32 |
| Other current liabilities | 13,938.73 | 13,202.66 |
| Short-term provisions | 777.56 | 856.85 |
| | 27,601.51 | 24,863.75 |
| TOTAL EQUITY AND LIABILITIES | 36,316.52 | 36,995.95 |

Kaya Limited

Statement of Consolidated Financial Results for the quarter and half year ended 30 September 2023

(Rs. in Lakhs)

| Sr. No. | Particulars | Quarter ended | | | Half year ended | | Year ended |
|---------|---|-------------------|-------------------|-------------------|-------------------|-------------------|--------------------|
| | | 30 September 2023 | 30 June 2023 | 30 September 2022 | 30 September 2023 | 30 September 2022 | 31 March 2023 |
| | | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Audited) |
| 1 | Income | | | | | | |
| | (a) Revenue from operations | 10,062.24 | 10,568.82 | 9,130.16 | 20,631.06 | 18,413.11 | 37,673.34 |
| | (b) Other income | 104.81 | 89.52 | 94.09 | 194.33 | 201.13 | 450.83 |
| | Total income | 10,167.05 | 10,658.34 | 9,224.25 | 20,825.39 | 18,614.24 | 38,124.17 |
| 2 | Expenses | | | | | | |
| | (a) Cost of materials consumed | 195.65 | 296.17 | 166.62 | 491.82 | 415.92 | 872.71 |
| | (b) Purchase of stock-in-trade | 91.30 | 165.17 | 54.13 | 256.47 | 81.34 | 250.73 |
| | (c) Changes in inventories of finished goods, work-in-progress and stock-in-trade | 12.03 | (20.86) | 82.60 | (8.83) | 225.36 | 213.35 |
| | (d) Employee benefits expense | 4,090.91 | 4,132.95 | 4,269.78 | 8,223.86 | 9,389.60 | 17,353.58 |
| | (e) Finance costs | 870.75 | 799.50 | 611.83 | 1,670.25 | 1,264.56 | 3,590.07 |
| | (f) Depreciation and amortisation expense | 1,588.07 | 1,613.10 | 1,486.60 | 3,201.17 | 2,936.50 | 6,012.76 |
| | (g) Impairment losses | - | - | - | - | - | 41.81 |
| | (h) Impairment of goodwill | - | - | - | - | - | 3,275.46 |
| | (i) Consumption of stores and spares | 1,554.98 | 1,614.37 | 1,434.13 | 3,169.35 | 2,801.15 | 6,023.13 |
| | (j) Other expenses | 2,927.80 | 3,095.87 | 2,770.82 | 6,023.67 | 5,711.88 | 12,116.94 |
| | Total expenses | 11,331.49 | 11,696.27 | 10,876.51 | 23,027.76 | 22,826.31 | 49,750.54 |
| 3 | (Loss) before tax (1 - 2) | (1,164.44) | (1,037.93) | (1,652.26) | (2,202.37) | (4,212.07) | (11,626.37) |
| 4 | Tax expense: | | | | | | |
| | (a) Current tax | - | - | - | - | - | - |
| | (b) Deferred tax | - | - | - | - | - | - |
| | Total tax expense | - | - | - | - | - | - |
| 5 | (Loss) for the period (3 - 4) | (1,164.44) | (1,037.93) | (1,652.26) | (2,202.37) | (4,212.07) | (11,626.37) |
| 6 | Other comprehensive income / (loss) | | | | | | |
| | (a) Items that will not be reclassified to profit or loss | (31.81) | (32.37) | (23.72) | (64.18) | (47.44) | (129.49) |
| | Tax on above | - | - | - | - | - | - |
| | (b) Items that will be reclassified to profit or loss | (141.36) | 136.00 | 181.20 | (5.36) | 427.34 | 360.77 |
| | Tax on above | - | - | - | - | - | - |
| | Total other comprehensive income/(loss) | (173.17) | 103.63 | 157.48 | (69.54) | 379.90 | 231.28 |
| 7 | Total comprehensive income / (loss) for the period (5 + 6) | (1,337.61) | (934.30) | (1,494.78) | (2,271.91) | (3,832.17) | (11,395.09) |
| 8 | Net (loss) attributable to: | | | | | | |
| | - Owners of the Company | (1,144.45) | (1,029.35) | (1,655.78) | (2,173.80) | (4,231.31) | (11,646.75) |
| | - Non Controlling Interest | (19.99) | (8.58) | 3.52 | (28.57) | 19.24 | 20.38 |
| | Total comprehensive income attributable to : | | | | | | |
| | - Owners of the Company | (1,317.62) | (925.71) | (1,498.30) | (2,243.34) | (3,851.41) | (11,415.47) |
| | - Non Controlling Interest | (19.99) | (8.58) | 3.52 | (28.57) | 19.24 | 20.38 |
| 9 | Paid-up equity share capital | 1,306.41 | 1,306.41 | 1,306.41 | 1,306.41 | 1,306.41 | 1,306.41 |
| | Face value per equity share | 10.00 | 10.00 | 10.00 | 10.00 | 10.00 | 10.00 |
| 10 | Earnings per equity share (of Rs. 10 each) (not annualised): | | | | | | |
| | (a) Basic | (8.76) | (7.88) | (12.67) | (16.64) | (32.39) | (89.15) |
| | (b) Diluted | (8.76) | (7.88) | (12.67) | (16.64) | (32.39) | (89.15) |
| | See accompanying notes to the consolidated financial results | | | | | | |

Kaya Limited
Consolidated Statement of Cash Flows for the period ended 30 September 2023

(Rs. in lakhs)

| | Period ended 30 September 2023 | Period ended 30 September 2022 |
|---|-----------------------------------|-----------------------------------|
| A Cash Flow from Operating Activities: | | |
| Loss before tax | (2,202.37) | (4,259.51) |
| Adjustments: | | |
| Depreciation and amortisation expense | 3,201.17 | 2,936.50 |
| Impairment of goodwill | - | - |
| Employee share-based payment expenses | 15.62 | 149.48 |
| Liabilities written back to the extent no longer required (net) | (12.31) | (30.30) |
| Provision for doubtful debts | 32.36 | 29.38 |
| Finance costs | 1,670.25 | 1,264.56 |
| Loss / (Profit) on sale / discarding of property, plant and equipment (net) | (0.62) | 0.61 |
| Interest income | (10.61) | (52.71) |
| Unrealised foreign exchange (gain)/loss | 2.26 | (5.88) |
| Net gain on sale of current investments | (74.06) | (47.97) |
| Unwinding of discount on security deposits | (59.97) | (62.43) |
| Advances written off during the year | 0.98 | 16.60 |
| Lease rent concessions | - | (1.66) |
| Operating profit before working capital changes | 2,562.70 | (63.33) |
| Changes in working capital: | | |
| (Increase) in Inventories | (265.71) | (423.72) |
| (Increase) / Decrease in Trade and Other Receivables | (76.85) | 44.59 |
| Decrease / (Increase) in other assets | 513.61 | (513.04) |
| (Increase) in loans | (21.24) | (18.87) |
| (Increase) in financial asset | (57.86) | (34.51) |
| (Decrease) / Increase in Other financial liabilities | (247.82) | 1,602.13 |
| Increase in Other current liabilities | 993.07 | 2,122.01 |
| (Decrease) / Increase in Provisions | (118.50) | 56.08 |
| Increase in Trade and Other Payable | 124.04 | 662.48 |
| Cash generated from operations | 3,405.44 | 3,433.82 |
| Income taxes paid (net of refund) | (0.08) | (1.39) |
| Net Cash generated from Operating Activities (A) | 3,405.36 | 3,432.43 |
| B Cash Flow from Investing Activities: | | |
| Acquisition of property, plant and equipment | (2,795.26) | (728.00) |
| Proceeds from sale of property, plant and equipment | 1.47 | 3.51 |
| Proceeds from sale of investments | 7,132.09 | 8,270.18 |
| Purchase of investments | (7,162.64) | (7,175.11) |
| Interest income received | 8.37 | (0.93) |
| Investment in bank deposits (having original maturity more than 3 months) | 388.65 | (1,295.40) |
| Dividend paid to Minority Shareholders | - | (24.40) |
| Net Cash (used in) / generated from Investing Activities (B) | (2,427.32) | (950.15) |
| C Cash Flow from Financing Activities: | | |
| Proceeds from loans and borrowings | 1,300.00 | 1,019.49 |
| Repayment of loans and borrowings | - | (346.54) |
| Repayment of lease liabilities including interest | (2,671.84) | (2,800.17) |
| Finance cost | (824.97) | (178.45) |
| Net Cash (used in) Financing Activities (C) | (2,196.81) | (2,305.67) |
| D Effect of exchange difference on translation of foreign currency cash and cash equivalents | (6.58) | (100.03) |
| E Net (Decrease) / Increase in Cash & Cash Equivalents (A+B+C+D) | (1,225.35) | 76.58 |
| Cash and cash equivalents at the beginning of the year | 1,985.43 | 1,985.43 |
| Cash and cash equivalents at the close of the period | 760.08 | 2,062.01 |
| Reconciliation of cash and cash equivalents as per the statement of cash flow | | |
| | As at 30 September 2023 | As at 30 September 2022 |
| Cash and Cash equivalent as per above comprises of the following: | | |
| Balances with banks in current accounts | 681.34 | 1,940.89 |
| Cash on hand | 78.74 | 121.12 |
| Fixed Deposit with Bank (original maturity less than 3 months) | - | - |
| Cash and cash equivalents as per Consolidated Statement of cash flows | 760.08 | 2,062.01 |
| The movement of borrowings is as follows: | | |
| | Period ended 30 September 2023 | Period ended 30 September 2022 |
| Opening borrowings | 14,208.87 | 8,613.79 |
| Proceeds from loans and borrowings | 1,300.00 | 1,019.49 |
| Repayment of loans and borrowings | - | 346.54 |
| Non-cash adjustment | 143.57 | 116.80 |
| Borrowing at the close of the period | 15,652.44 | 9,403.54 |

Kaya Limited

Notes to the Consolidated financial results:

1. This statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable.
2. The above results were reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 31 October 2023. These Consolidated results have been audited by the statutory auditors of the Company who have issued an unmodified review report. These financial results are available on the Company's website - <http://www.kaya.in>.
3. The Group has single operating segment viz. "Skin Care and Hair Care Business" in terms of Ind AS 108 - "Operating Segments".
4. The Group has evaluated the impact of existing and anticipated effects of various factors on its business operations and financial position on the basis of significant assumptions as per its review of current indicators of future economic conditions and taken necessary steps. Based on internal review, the Group would require funds for its operations and future development plans. The Group continues to enjoy financial support from the promoter group and has received funding in the current period and in the earlier years. Based on its Annual Operating Plan which has been approved by the Board of Directors, the Group will be able to meet its funding requirements including the need to fund its overseas operations the Board of Directors at their meeting on 24 October 2023 approved to issue shares on right basis to existing shareholders for an aggregate amount not exceeding Rs 30,000 lakhs. As per the management, the Group has sufficient financing arrangements to fulfil its working capital requirements and necessary capital expenditure, in addition to the funds expected to be generated from the operating activities. The Group is closely monitoring the developments and based on the aforesaid assessment, Management believes that as per estimates made prudently, the Group will continue to operate as a going concern i.e., continue its operations and will be able to discharge its liabilities and realise the carrying amount of its assets for the next twelve months. As the situation is continuously evolving, the eventual impact may be different from the estimates made as of the date of approval of these Results
5. During the previous quarter, the Holding Company had received an order from the Employees' Provident Fund Organisation Regional Office relating to earlier years towards additional liability in respect of various allowances to the employees not considered as part of wages. The Holding Company is challenging the order and has filed Appeal u/s 7-I before the Hon CGIT and High court to set aside rejection order passed u/s 7B. Pending outcome of the proceedings, the Holding Company on a conservative and best estimate basis, made provision of Rs 2,036.16 lakhs towards the said liability during the year ended 31 March 2023 and Rs 52.85 lakhs towards interest for the half year ended 30 September 2023.
6. During the quarter on 24 August 2023, Kaya Middle East DMCC ("DMCC"), the material subsidiary of the Company has entered into definitive agreements to sell its entire holding in Minal Medical Centre LLC ("MMC") and M M C Skin Clinic LLC ("MMSC") to Dr. Minal Patwardhan, Existing partner, who holds 28.33% in both the said entities at sale consideration aggregating to AED 3.7 million which is approved by Shareholders on 4 October 2023.
7. The losses of a step down subsidiary company of the Group have fully eroded its net worth. While the step down subsidiary company continues to take steps to revamp its business operations, the gestation period to achieve the desired level of turnaround is taking longer than previously envisaged. Considering the aforesaid, the Group has recognised an impairment of goodwill of Rs 3,275.46 lakhs during the year ended 31 March 2023.
8. Previous period figures have been re-grouped/ re-classified wherever necessary, to conform to current period's classification.

Place : Mumbai

Date: 31 October 2023

**JACLYN
DE SOUZA** Digitally signed
by JACLYN DE
SOUZA
Date: 2023.10.31
15:58:19 +05'30'

Harsh Mariwala

**Harshraj
Charandas
Mariwala** Digitally signed by
Harshraj Charandas
Mariwala
Date: 2023.10.31
15:14:05 +05'30'
Chairman and Managing Director