

# Kaya Limited

February 6, 2019

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', 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra(E), Mumbai 400051  
**NSE Symbol: KAYA**

**Subject: Outcome of Board Meeting held today, i.e. Wednesday, February 6, 2018**

Dear Sir/ Madam,

This is to inform you that the Board of Directors of Kaya Limited at its meeting held today i.e. Wednesday, February 6, 2019 has, *interalia*, approved the Standalone and Consolidated Unaudited Financial Results of the Company, for the quarter and nine months ended December 31, 2018.

The board meeting commenced at 11:15 a.m. and subsequent to the approval of the above matter, the meeting will continue till its scheduled time, i.e. 5:00 p.m.

Please find enclosed a copy of the following:

1. Standalone and Consolidated Unaudited Financial Results for the quarter and nine months ended December 31, 2018;
2. Limited Review Report by the Statutory Auditors of the Company on the aforesaid Unaudited Financial Results.

Thanking you.

For Kaya Limited,

*Nitika D.*

**Nitika Dalmia**  
**Company Secretary &**  
**Compliance Officer**



Encl: A/a

# B S R & Co. LLP

Chartered Accountants

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Apollo Mills Compound  
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## Limited Review Report on Unaudited Quarterly and Year to Date Standalone 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 standalone financial results ('the Statement') of Kaya Limited ('the Company') for the quarter ended 31 December 2018 and year to date results for the period 1 April 2018 to 31 December 2018, attached herewith, being submitted by the 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 Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these unaudited standalone financial results 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" specified under Section 143(10) of the Companies Act, 2013. 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.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited standalone financial results prepared in accordance with applicable accounting standards i.e. Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies 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.

The comparative standalone financial results of the Company for the quarter ended 30 June 2017 which are included in the standalone financial results for the nine months ended 31 December 2017 had been reviewed by the predecessor auditor who had expressed an unmodified conclusion thereon as per their report dated 2 August 2017 and which has been furnished to us by the Company's Management and has been relied upon by us for the purpose of our review of the Statement. 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



**Rajesh Mehra**

*Partner*

Membership No: 103145

Mumbai

6 February 2019

(Rs. in Lakhs)

Sr. No.	Particulars	Quarter ended			Nine months ended		Year ended
		31 December 2018	30 September 2018	31 December 2017	31 December 2018	31 December 2017	31 March 2018
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	<b>Income</b>						
	(a) Revenue from operations	5,491.43	5,208.68	4,962.72	15,808.15	15,054.02	20,119.90
	(b) Other income	70.01	172.45	117.06	338.67	526.67	958.26
	<b>Total income</b>	<b>5,561.44</b>	<b>5,381.13</b>	<b>5,079.78</b>	<b>16,146.82</b>	<b>15,580.69</b>	<b>21,078.16</b>
2	<b>Expenses</b>						
	(a) Cost of materials consumed	380.81	371.00	344.49	1,058.96	803.63	1,145.14
	(b) Purchase of stock-in-trade	61.61	14.01	23.21	85.97	76.00	103.87
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	53.45	22.46	(65.93)	119.95	142.13	126.85
	(d) Employee benefits expense	1,350.38	1,273.71	1,290.86	4,025.54	4,048.73	5,425.63
	(e) Finance costs	-	-	0.00	0.01	1.18	10.03
	(f) Depreciation and amortisation expense	354.84	395.19	336.65	1,086.63	891.66	1,314.11
	(g) Other expenses	3,523.94	3,488.21	3,684.22	10,307.41	10,660.61	14,323.91
	<b>Total expenses</b>	<b>5,725.03</b>	<b>5,564.58</b>	<b>5,613.50</b>	<b>16,684.47</b>	<b>16,623.94</b>	<b>22,449.54</b>
3	<b>(Loss) before tax (1 - 2)</b>	<b>(163.59)</b>	<b>(183.45)</b>	<b>(533.72)</b>	<b>(537.65)</b>	<b>(1,043.25)</b>	<b>(1,371.38)</b>
4	<b>Tax expense:</b>						
	(a) Current tax	-	(258.98)	-	(258.98)	-	(37.81)
	(b) Deferred tax	-	-	-	-	(123.39)	(37.81)
	<b>Total tax expense</b>	<b>-</b>	<b>(258.98)</b>	<b>-</b>	<b>(258.98)</b>	<b>(123.39)</b>	<b>(37.81)</b>
5	<b>Profit/(loss) for the period (3 - 4)</b>	<b>(163.59)</b>	<b>75.53</b>	<b>(533.72)</b>	<b>(278.67)</b>	<b>(919.86)</b>	<b>(1,333.57)</b>
6	<b>Other comprehensive income / (loss) (gross of tax)</b>						
	(a) Items that will not be reclassified to profit or loss	(4.19)	(4.19)	1.27	(12.58)	3.80	(16.77)
	Tax on above	-	-	-	-	-	-
	(b) Items that will be reclassified to profit or loss	-	-	-	-	-	-
	Tax on above	-	-	-	-	-	-
	<b>Total other comprehensive income / (loss) (net of income tax)</b>	<b>(4.19)</b>	<b>(4.19)</b>	<b>1.27</b>	<b>(12.58)</b>	<b>3.80</b>	<b>(16.77)</b>
7	<b>Total comprehensive income / (loss) for the period (5 + 6)</b>	<b>(167.78)</b>	<b>71.34</b>	<b>(532.45)</b>	<b>(291.25)</b>	<b>(916.06)</b>	<b>(1,350.34)</b>
8	<b>Paid-up equity share capital</b>	<b>1,306.41</b>	<b>1,306.41</b>	<b>1,303.02</b>	<b>1,306.41</b>	<b>1,303.02</b>	<b>1,303.09</b>
	Face value per equity share	10.00	10.00	10.00	10.00	10.00	10.00
9	<b>Earnings per equity share (of Rs. 10 each) (not annualised):</b>						
	(a) Basic	(1.25)	0.58	(4.10)	(2.14)	(7.06)	(10.24)
	(b) Diluted	(1.25)	0.58	(4.10)	(2.14)	(7.06)	(10.24)
	See accompanying notes to the standalone financial results						



**Notes to the Kaya Limited 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 Standalone unaudited financial results of Kaya Limited ("the Company") for the quarter and nine months ended 31 December 2018 were reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 6 February 2019. These financial results have been subject to limited review by the statutory auditors of the company and are available on the company's website - <http://www.kaya.in>.

3. The Company has single operating segment viz. "Skin Care Business" in terms of Ind AS 108.

4. Other expenses includes rent of Rs 2,786.91 lakhs (31 December 2017: Rs 2,621.20 lakhs) and consumption of stores of Rs 1,949.64 lakhs (31 December 2017: Rs 2,157.92 lakhs) for nine months ended 31 December 2018.

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

Particulars	Quarter ended 31 December 2018	Quarter ended 31 December 2017
Balance at the beginning of the quarter		
Granted during the quarter	119,122	180,053
Forfeited / lapsed during the quarter	-	-
Exercised during the quarter	12,464	8,589
Outstanding at the end of the quarter	-	2,147
	106,658	169,317

6. The Company adopted Ind AS 115 with a modified retrospective approach, with the effect of initially applying this standard being recognised at the date of initial application (i.e. 1 April 2018) in Retained Earnings. Hence, the figures for the comparative periods and year ended 31 March 2018 have not been restated. On adoption of Ind AS 115, the Company refined its accounting of performance obligations including allocation of fair values and treatment of upfront fees. Consequently, Rs 2,370.38 lakhs of Revenue from Operations has been reduced from Retained Earnings as at 31 March 2018. Further, as a result of this change, Revenue from Operations for the quarter ended 31 December 2018 is higher by Rs 125.49 lakhs and loss after tax is lower by an equal amount. The Basic and Diluted EPS for the quarter ended 31 December 2018 is Rs (1.25) per share instead of Rs (2.21) per share.

7. Previous period/year figures have been regrouped/reclassified to make them comparable with those of current period.

Place : Mumbai

Date: 6 February 2019



Harsh Mariwala

  
Chairman and Managing Director

# B S R & Co. LLP

Chartered Accountants

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## Limited Review Report on Unaudited Quarterly and Year to Date 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 Company'), and its subsidiaries (collectively referred to as 'the Group') and its joint venture for the quarter ended 31 December 2018 and the year-to-date results for the period from 1 April 2018 to 31 December 2018 attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these unaudited consolidated financial results 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" specified under Section 143(10) of the Companies Act, 2013. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the consolidated financial results are free of material misstatement. A review is limited primarily to inquiries of 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 FZE (formerly known as Kaya Middle East FZC)	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

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

## Kaya Limited

We did not review the financial information of five subsidiaries (including step-down subsidiaries) and a joint venture included in the statement of unaudited consolidated financial results, whose unaudited financial information reflects total revenue of Rs. 5,056 lakhs and Rs. 15,947 lakhs for the quarter ended 31 December 2018 and period from 1 April 2018 to 31 December 2018 respectively. The consolidated financial results also include the Group's share of net loss (and other comprehensive income) of Rs. 29 lakhs and Rs. 88 lakhs for the quarter ended 31 December 2018 and period from 1 April 2018 to 31 December 2018 respectively in respect of joint venture. This unaudited financial information has been reviewed by other auditors whose reports have been furnished to us, and our conclusion on the unaudited consolidated financial results, to the extent they have been derived from such unaudited financial information, is based solely on the reports of such other auditors. Our conclusion is not modified in respect of this matter.

The unaudited consolidated financial results includes the financial results of one subsidiary which has not been subjected to limited review by their auditors and have been presented based on the financial information certified to us by the Company's management whose unaudited financial information reflects total revenue of Rs. Nil and Rs. Nil for the quarter ended 31 December 2018 and period from 1 April 2018 to 31 December 2018 respectively. Our conclusion on the unaudited consolidated financial results in so far as it relates to the amounts and disclosures in respect of this subsidiary is based solely on such unaudited financial information certified by the management. In our opinion and according to the information and explanations given to us by the Company's Management, this financial information is not material to the Group. Our conclusion is not modified in respect of this matter.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited consolidated financial results prepared in accordance with applicable accounting standards i.e. Ind AS prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies 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.

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

*Chartered Accountants*

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



**Rajesh Mehra**

*Partner*

Membership No: 103145

Mumbai  
6 February 2019

Kaya Limited  
Statement of Consolidated Financial Results for the quarter and nine months ended 31 December 2018

(Rs. in Lakhs)

Sr. No.	Particulars	Quarter ended			Nine months ended		Year ended
		31 December 2018	30 September 2018	31 December 2017	31 December 2018	31 December 2017	31 March 2018
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	<b>Income</b>						
	(a) Revenue from operations	10,496.27	10,745.81	10,032.83	31,654.14	30,300.13	40,038.30
	(b) Other income	52.42	135.86	120.28	281.65	547.85	955.15
	<b>Total Income</b>	<b>10,548.69</b>	<b>10,881.67</b>	<b>10,153.11</b>	<b>31,935.79</b>	<b>30,847.98</b>	<b>40,993.45</b>
2	<b>Expenses</b>						
	(a) Cost of materials consumed	365.78	326.87	333.58	1,080.51	821.66	1,163.07
	(b) Purchase of stock-in-trade	61.60	14.01	23.21	85.97	76.00	103.87
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	68.48	66.59	(54.99)	98.40	124.42	109.15
	(d) Employee benefits expense	3,421.86	3,786.10	3,527.72	10,828.91	11,559.98	15,137.47
	(e) Finance costs	75.55	78.56	34.68	206.95	98.01	146.72
	(f) Depreciation and amortisation expense	678.73	768.75	613.90	2,073.27	1,715.91	2,430.17
	(g) Other expenses	5,892.75	6,249.57	6,044.94	17,980.38	17,710.03	23,831.75
	<b>Total expenses</b>	<b>10,564.76</b>	<b>11,290.45</b>	<b>10,523.04</b>	<b>32,354.39</b>	<b>32,106.01</b>	<b>42,922.20</b>
3	(Loss) before tax (1 - 2)	(16.07)	(408.78)	(369.95)	(418.60)	(1,258.03)	(1,928.75)
4	Tax expense:						
	(a) Current tax	-	(258.98)	-	(258.98)	-	-
	(b) Deferred tax	-	-	-	-	(123.39)	(37.81)
	<b>Total tax expense</b>	<b>-</b>	<b>(258.98)</b>	<b>-</b>	<b>(258.98)</b>	<b>(123.39)</b>	<b>(37.81)</b>
5	<b>Net (Loss) for the period (3 - 4)</b>	<b>(16.07)</b>	<b>(149.80)</b>	<b>(369.95)</b>	<b>(159.62)</b>	<b>(1,134.64)</b>	<b>(1,890.94)</b>
6	Share of loss of joint venture	(29.46)	(34.77)	(18.50)	(88.33)	(58.63)	(85.98)
7	<b>Net (Loss) for the period (5 +/- 6)</b>	<b>(45.53)</b>	<b>(184.57)</b>	<b>(388.45)</b>	<b>(247.95)</b>	<b>(1,193.27)</b>	<b>(1,976.92)</b>
8	Other comprehensive income (gross of tax)						
	(a) Items that will not be reclassified to profit or loss						
	Tax on above	(10.15)	(10.15)	2.49	(30.44)	3.80	(40.58)
	(b) Items that will be reclassified to profit or loss	-	-	-	-	-	-
	Tax on above	-	-	-	-	-	-
	<b>Total other comprehensive income (net of income tax)</b>	<b>(10.15)</b>	<b>(10.15)</b>	<b>2.49</b>	<b>(30.44)</b>	<b>3.80</b>	<b>(40.58)</b>
9	<b>Total comprehensive income (7+8)</b>	<b>(55.67)</b>	<b>(194.72)</b>	<b>(385.96)</b>	<b>(278.39)</b>	<b>(1,189.47)</b>	<b>(2,017.50)</b>
10	Net (loss) attributable to:						
	- Owners	(66.13)	(197.75)	(420.51)	(294.63)	(1,308.58)	(2,113.43)
	- Non Controlling Interest	20.60	13.18	32.06	46.68	115.31	136.51
	<b>Total comprehensive income attributable to :</b>						
	- Owners	(76.28)	(207.90)	(418.02)	(325.07)	(1,304.78)	(2,154.01)
	- Non Controlling Interest	20.60	13.18	32.06	46.68	115.31	136.51
11	Paid-up equity share capital	1,306.41	1,306.41	1,303.02	1,306.41	1,303.02	1,303.09
	Face value per equity share	10.00	10.00	10.00	10.00	10.00	10.00
12	Earnings per equity share (of Rs. 10 each) (not annualised):						
	(a) Basic	(0.35)	(1.42)	(2.98)	(1.90)	(9.16)	(15.17)
	(b) Diluted	(0.35)	(1.42)	(2.98)	(1.90)	(9.16)	(15.17)
	See accompanying notes to the consolidated financial results						



**Notes to the Kaya Limited unaudited 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 unaudited consolidated financial results of Kaya Limited ("the Company") for the quarter and nine months ended 31 December 2018 were reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 6 February 2019. These financial results have been subject to limited review by the statutory auditors of the company and are available on the company's website - <http://www.kaya.in>
3. The Group has single operating segment viz. "Skin Care Business" in terms of Ind AS 108.
4. Other expenses includes rent of Rs 4,412.42 lakhs (31 December 2017: Rs 4,042.69 lakhs) and consumption of stores of Rs 4,300.61 lakhs (31 December 2017: Rs 4,460.72 lakhs) for the nine months ended 31 December 2018.
5. The Company adopted Ind AS 115 with a modified retrospective approach, with the effect of initially applying this standard being recognised at the date of initial application (i.e. 1 April 2018) in Retained Earnings. Hence, the figures for the comparative periods and year ended 31 March 2018 have not been restated. On adoption of Ind AS 115, the Company refined its accounting of performance obligations including allocation of fair values and treatment of upfront fees. Consequently, Rs. 3,632.21 lakhs of Revenue from Operations has been reduced from Retained Earnings as at 31 March 2018. Further, as a result of this change, Revenue from Operations for the quarter ended 31 December 2018 is higher by Rs 125.49 lakhs and loss after tax is lower by an equal amount. The Basic and Diluted EPS for the quarter ended 31 December 2018 is Rs. (0.35) per share instead of Rs. (1.31) per share.
6. The joint agreement executed between Kaya Middle East, DMCC ("KME DMCC"), a wholly owned subsidiary of Kaya Limited and AL BEDA Medical Services K.S.C.C., Kuwait, is terminated with effect from 31 January 2019. A provision of Rs. 45.85 lakhs has been made for estimated loss on receivable from joint operation.
7. Previous period/year figures have been regrouped/reclassified to make them comparable with those of current period.

Place : Mumbai

Date: 6 February 2019



Harsh Mariwala

Chairman and Managing Director