

Limited Review Report on unaudited standalone financial results of Kaya Limited for the quarter ended 31 December 2024 and year to date results for the period from 1 April 2024 to 31 December 2024 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 31 December 2024 and year to date results for the period from 1 April 2024 to 31 December 2024 (“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 in the current period and in prior years and has a negative net worth and working capital position as of 31 December 2024. Based on the financial support from the promoter group along with funds available with the Company as of 31 December 2024, 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.

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

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DESOUZA

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Jaclyn Desouza

Partner

Mumbai

28 January 2025

Membership No.: 124629

UDIN:25124629BMOQGI4137

Kaya Limited
Statement of Standalone Financial Results for the quarter and nine months ended 31 December 2024

Sr. No.	Particulars	(Rs. in Lakhs)					
		Quarter ended			Nine months ended		Year ended
		31 December 2024	30 September 2024	31 December 2023	31 December 2024	31 December 2023	31 March 2024
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Income						
	(a) Revenue from operations	5,835.06	5,235.03	5,563.38	16,273.58	15,731.16	21,032.49
	(b) Other income (refer note 7)	111.52	98.05	92.29	1,260.41	277.41	461.47
	Total income	5,946.58	5,333.08	5,655.67	17,533.99	16,008.57	21,493.96
2	Expenses						
	(a) Cost of materials consumed	332.73	279.50	252.09	797.92	743.91	898.57
	(b) Purchase of stock-in-trade	78.87	67.27	140.84	219.11	397.31	446.41
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(74.28)	50.11	(7.81)	(11.87)	(16.63)	54.81
	(d) Employee benefits expense	1,564.28	1,468.02	1,480.77	4,480.98	4,073.18	5,434.21
	(e) Finance costs	776.25	785.84	670.03	2,278.87	1,898.63	2,589.18
	(f) Depreciation and amortisation expense	969.76	939.15	894.90	2,819.16	2,619.40	3,524.55
	(g) Impairment losses on Investment (refer note 7)	55.85	476.32	-	(91.08)	3,373.10	11,691.19
	(h) Loss on sale of investments (refer note 7)	400.72	-	-	400.72	-	-
	(i) Consumption of stores and spares (consumables)	1,017.03	826.39	700.46	2,689.80	2,042.25	2,972.40
	(j) Other expenses	2,365.18	1,503.39	1,812.40	5,904.11	5,272.43	7,754.35
	Total expenses	7,486.39	6,395.99	5,943.68	19,487.72	20,403.58	35,365.67
3	(Loss) before tax (1 - 2)	(1,539.81)	(1,062.91)	(288.01)	(1,953.73)	(4,395.01)	(13,871.71)
4	Tax expense:						
	(a) Current tax	-	-	-	-	-	-
	(b) Deferred tax	-	-	-	-	-	-
	Total tax expense	-	-	-	-	-	-
5	Net (loss) for the period (3 - 4)	(1,539.81)	(1,062.91)	(288.01)	(1,953.73)	(4,395.01)	(13,871.71)
6	Other comprehensive income / (loss) (gross of tax)						
	(a) Items that will not be reclassified to profit or loss	(8.07)	(8.07)	(0.28)	(24.20)	(0.85)	(32.26)
	Tax on above	-	-	-	-	-	-
	(b) Items that will be reclassified to profit or loss	-	-	-	-	-	-
	Tax on above	-	-	-	-	-	-
	Total other comprehensive income / (loss) (net of income tax)	(8.07)	(8.07)	(0.28)	(24.20)	(0.85)	(32.26)
7	Total comprehensive income / (loss) for the period (5 + 6)	(1,547.88)	(1,070.98)	(288.29)	(1,977.93)	(4,395.86)	(13,903.97)
8	Paid-up equity share capital	1,309.75	1,307.18	1,306.41	1,309.75	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	(11.77)	(8.13)	(2.20)	(14.94)	(33.64)	(106.18)
	(b) Diluted	(11.77)	(8.13)	(2.20)	(14.94)	(33.64)	(106.18)
	See accompanying notes to the standalone financial results						

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 28 January 2025. These standalone financial results have been subject to limited review 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 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 31 December 2024	Quarter ended 31 December 2023
Balance at the beginning of the quarter	46,004	6,88,607
Granted during the quarter	-	-
Forfeited / lapsed during the quarter	26,466	13,933
Exercised during the quarter	-	-
Outstanding at the end of the quarter	19,538	6,74,674

- 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 also received funding from them during the previous year. 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. As per the management, 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. 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 year ended 31 March 2023, the Company had received an order from the Employees Provident Fund Organisation Regional Office relating to earlier years towards liability in respect of various allowances to the employees not considered as part of wages. The Company had challenged the order by filing Appeal u/s 7-I before the Hon CGIT. The Company has received set aside rejection order from High court towards appeal filed u/s 7B. Pending outcome of the proceedings, the Company has, on a conservative and best estimate basis, made provision aggregating of Rs 2,221.14 lakhs (FY 2023-24 : Rs 2,141.86) as on date towards the total liability.
- 7 On 27 March 2024, the Company and KME Holdings Pte Ltd. had entered into a definitive agreement to sell its entire shareholding in Kaya DMCC for a consideration of AED 2.3 Million (~ Rs 510 lakhs) and Kaya Middle East FZE for a consideration of AED 30.7 Million (~ Rs 6,860 lakhs) respectively to Humania GCC Holding Limited ("Buyer"). The consideration is subject to customary adjustments for actual debt, actual working capital, gratuity payments to employees of the businesses being transferred and transaction related expenses and payables as per the provisions of the Share Sale and Purchase agreement. The Company has obtained shareholders' approval for the said transaction through postal ballot on 27 April 2024. Based on the consideration and customary adjustments, the Company, during the year ended 31 March 2024, had recognised an impairment of Rs 11,691.19 lakhs for diminution in value of the said investments in the Statement of Profit and loss.

Further to this, the sale of Kaya Middle East FZE and Kaya Middle East DMCC along with their subsidiaries have been consummated on 6 June 2024 and 14 November 2024 respectively. Consequently, considering the provisions of the Share Sale and Purchase agreement, the Company has recognised an amount of Rs 954.21 lakhs for sale of trademark in Other income, Rs 91.08 lakhs as an impairment reversal and Rs 400.72 lakhs as loss on sale of investments in the Statement of Profit and loss for the nine months ended 31 December 2024.

Place : Mumbai

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Date: 28 January 2025**Harsh Mariwala**

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Chairman and Managing Director