

Independent Auditor's Report

To the Board of Directors of Kaya Limited

Report on the audit of the Standalone Annual Financial Results

Opinion

We have audited the accompanying standalone annual financial results of Kaya Limited (hereinafter referred to as the "Company") for the year ended 31 March 2026, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone annual financial results:

- a. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- b. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of the net loss and other comprehensive loss and other financial information for the year ended 31 March 2026.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results* section of our report. We are independent of the Company, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our opinion on the standalone annual financial results.

Emphasis of Matter

We draw attention to Note 5 to the standalone financial results, which explains the management's assessment of going concern assumption. The management believes that Company will be able to meet its obligations within the next 12 months as and when they fall due based on the financial support from the promoter group along with funds available with the Company as of 31 March 2026. Accordingly, the management has prepared the Statement on a going concern basis.

Our conclusion is not modified in respect of this matter.

Management's and Board of Directors' Responsibilities for the Standalone Annual Financial Results

These standalone annual financial results have been prepared on the basis of the standalone annual financial statements.

The Company's Management and the Board of Directors are responsible for the preparation and

Independent Auditor's Report (Continued)

Kaya Limited

presentation of these standalone annual financial results that give a true and fair view of the net profit/loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone annual financial results, the Management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone annual financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone annual financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone annual financial results made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management's and Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone annual financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone annual financial results, including the disclosures, and whether the standalone annual financial results represent the

Independent Auditor's Report (Continued)

Kaya Limited

underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matter

The standalone annual financial results include the results for the quarter ended 31 March 2026 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

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

20 May 2026

Membership No.: 124629

UDIN:26124629JWTKDX7421

Kaya Limited		
Standalone Balance Sheet as at 31 March 2026		
	(Rs. in Lakhs)	
Particulars	31 March 2026 (Audited)	31 March 2025 (Audited)
ASSETS		
Non-current assets		
Property, plant and equipment	6,983.61	5,465.88
Right-of-use assets	12,180.23	10,255.68
Intangible assets	150.06	41.16
Intangible assets under development	16.30	131.15
Financial assets		
Investments	-	75.83
Other financial assets	1,094.03	904.06
Other tax assets (net)	0.57	2.31
Other non-current assets	141.83	310.41
	20,566.63	17,186.48
Current assets		
Inventories	2,013.06	2,575.25
Financial assets		
Investments	3,868.50	363.22
Trade receivables	55.32	210.70
Cash and cash equivalents	138.70	647.80
Bank balances other than Cash and cash equivalents as above	16.81	15.01
Loans	10.78	28.46
Other financial assets	284.44	1,250.39
Other current assets	836.72	1,396.27
	7,224.33	6,487.10
TOTAL ASSETS	27,790.96	23,673.58
EQUITY AND LIABILITIES		
Equity		
Share capital	1,518.76	1,309.75
Other equity	(16,794.97)	(15,254.77)
	(15,276.21)	(13,945.02)
Liabilities		
Non-current liabilities		
Financial liabilities		
Borrowings	14,921.25	14,406.68
Lease liabilities	10,628.74	8,863.45
Provisions	278.99	156.73
	25,828.98	23,426.86
Current liabilities		
Financial liabilities		
Borrowings	1,400.00	-
Lease liabilities	2,608.99	2,372.50
Trade payables		
Total outstanding dues of Micro enterprises and Small enterprises	560.76	659.75
Total outstanding dues of creditors other than Micro enterprises and Small enterprises	719.17	743.36
Other financial liabilities	339.63	443.27
Other current liabilities	11,094.87	9,626.48
Provisions	514.77	346.38
	17,238.19	14,191.74
TOTAL EQUITY AND LIABILITIES	27,790.96	23,673.58

Kaya Limited						
Statement of Standalone Financial Results for the quarter and year ended 31 March 2026						
(Rs. in Lakhs)						
Sr. No.	Particulars	Quarter ended			Year ended	
		31 March 2026	31 December 2025	31 March 2025	31 March 2026	31 March 2025
		Refer Note 12	(Unaudited)	Refer Note 12	(Audited)	(Audited)
1	Income					
	(a) Revenue from operations	5,579.92	6,003.66	5,468.72	22,247.55	21,742.30
	(b) Other income (refer note 7)	200.04	166.22	444.99	868.20	1,705.40
	Total income	5,779.96	6,169.88	5,913.71	23,115.75	23,447.70
2	Expenses					
	(a) Cost of materials consumed	287.13	218.20	379.76	863.52	1,177.68
	(b) Purchase of stock-in-trade	88.12	136.94	74.72	460.02	293.83
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	12.56	(120.40)	70.33	(183.19)	58.46
	(d) Employee benefits expense	1,755.93	1,810.65	1,595.31	7,005.06	6,076.29
	(e) Finance costs	920.30	901.69	786.94	3,562.26	3,065.81
	(f) Depreciation and amortisation expense	1,162.49	1,156.00	944.93	4,401.44	3,764.09
	(g) Impairment losses / (reversal) on Non current Investment (refer note 7)	-	-	15.25	-	(75.83)
	(h) (Gain) / loss on sale of non-current investments (refer note 7)	-	-	(236.02)	-	164.70
	(i) Impairment losses on Property, Plant and Equipment (refer note 11)	1,176.58	-	-	1,176.58	-
	(j) Consumption of stores and spares	832.01	1,125.96	783.80	3,678.30	3,473.60
	(k) Other expenses	2,695.70	3,976.48	2,196.02	11,619.78	8,100.13
	Total expenses	8,930.82	9,205.52	6,611.04	32,583.77	26,098.76
3	(Loss) before exceptional items and tax (1 - 2)	(3,150.86)	(3,035.64)	(697.33)	(9,468.02)	(2,651.06)
4	Exceptional items					
	Impact of Labour Codes (refer note 9)	(374.13)	519.23	-	145.10	-
5	(Loss) before tax (3 - 4)	(2,776.73)	(3,554.87)	(697.33)	(9,613.12)	(2,651.06)
6	Tax expense:					
	(a) Current tax	-	-	-	-	-
	(b) Deferred tax	-	-	-	-	-
	Total tax expense	-	-	-	-	-
7	Net loss for the period (5 - 6)	(2,776.73)	(3,554.87)	(697.33)	(9,613.12)	(2,651.06)
8	Other comprehensive income / (loss)					
	(a) Items that will not be reclassified to profit or loss					
	Tax on above	61.85	(66.15)	(14.85)	(23.82)	(39.04)
	(b) Items that will be reclassified to profit or loss					
	Tax on above	-	-	-	-	-
	Total other comprehensive (loss)	61.85	(66.15)	(14.85)	(23.82)	(39.04)
9	Total comprehensive (loss) for the period (7 + 8)	(2,714.88)	(3,621.02)	(712.18)	(9,636.94)	(2,690.10)
10	Paid-up equity share capital					
	Face value per equity share (Rs.)	1,518.76	1,518.76	1,309.75	1,518.76	1,309.75
11	Earnings per equity share (of Rs. 10 each) (not annualised):					
	(a) Basic (Rs.)	(18.28)	(23.41)	(5.33)	(66.64)	(20.26)
	(b) Diluted (Rs.)	(18.28)	(23.41)	(5.33)	(66.64)	(20.26)
	See accompanying notes to the standalone financial results					

Standalone Statement of Cash Flows for the year ended 31 March 2026

(Rs. in lakhs)

	31 March 2026	31 March 2025
A Cash Flow from Operating Activities:		
Loss before tax	(9,613.12)	(2,651.06)
Adjustments:		
Depreciation and amortisation expense	4,401.44	3,764.09
Impairment (reversal) on Non current Investment	-	(75.83)
Loss on sale of Non-current Investment	-	164.70
Impairment losses on Property, Plant and Equipment	1,176.58	-
Employee share-based payment expenses	472.02	14.02
Liabilities written back to the extent no longer required (net)	(26.17)	(1.24)
Bad debts	-	170.64
Finance costs	3,562.26	3,065.81
Profit on sale / discarding of property, plant and equipment (net)	(5.91)	(9.95)
Profit on sale of Intellectual property rights (IPR)	-	(1,256.89)
Interest income	(3.03)	(34.13)
Unwinding of discount on security deposits	(148.02)	(131.40)
Unrealised foreign exchange (gain) / loss (net)	(20.43)	16.40
Net gain on sale of current investments	(208.95)	(134.97)
Advances written off during the year	46.53	8.35
Net gain on lease modification	(58.82)	(62.21)
Other miscellaneous income	(326.02)	-
Operating profit before working capital changes	(751.64)	2,846.33
Changes in working capital:		
Decrease / (Increase) in inventories	562.19	(529.33)
Decrease in trade and other receivables	155.38	103.29
Decrease / (Increase) in other assets	516.26	(781.52)
Decrease / (Increase) in loans	17.68	(8.42)
Decrease / (Increase) in financial assets	4.16	(329.78)
Increase in other current liabilities	1,468.39	522.67
(decrease) / Increase in Other financial liabilities	(103.64)	18.10
Increase in provisions	266.83	7.28
(Decrease) in trade and other payables	(76.59)	(390.24)
Cash generated from operations	2,059.02	1,458.38
Income taxes refund / (paid)	1.74	(0.79)
Net Cash generated from Operating Activities (A)	2,060.76	1,457.59
B Cash Flow from Investing Activities:		
Acquisition of property, plant and equipment	(4,064.78)	(2,821.71)
Proceeds from sale of property, plant and equipment	5.90	737.10
Proceeds from sale of Intellectual property rights (IPR)	295.10	954.20
Proceeds from sale of non current investment	418.48	-
Proceeds from Barsha relocation (Other miscellaneous income) (refer note 7)	326.02	-
Proceeds from liquidation of subsidiary (refer note 8)	75.83	-
Proceeds from sale of current investments	19,264.26	19,897.00
Purchase of current investments	(22,560.59)	(17,401.23)
Interest income received	2.81	37.69
Investment in bank deposits (having original maturity more than 3 months)	(1.80)	(10.52)
Net Cash generated (used in) / from Investing Activities (B)	(6,238.77)	1,392.53
C Cash Flow from Financing Activities:		
Proceeds from issue of equity shares	7,500.00	110.71
Proceeds from loans and borrowings	1,800.00	1,800.00
Repayment of lease liabilities	(2,517.14)	(2,262.13)
Finance costs paid including interest on lease liabilities	(3,113.95)	(2,691.91)
Net Cash generated from / (used in) Financing Activities (C)	3,668.91	(3,043.33)
D Net (Decrease) in Cash and Cash Equivalents (A+B+C)	(509.10)	(193.21)
Cash and cash equivalents at the beginning of the year	647.80	841.01
Cash and cash equivalents at the close of the year	138.70	647.80
Reconciliation of cash and cash equivalents as per the statement of cash flow		
Cash and cash equivalent as per above comprises of the following:		
Balances with banks in current accounts	75.64	533.00
Cash on hand	63.06	114.80
Cash and cash equivalents as per Standalone Statement of cash flows	138.70	647.80

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

- 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.
- The above results were reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on on 20 May 2026. These standalone financial results have been audited by the statutory auditors of the Company who have issued an unmodified audit report and are available on the Company's website - <http://www.kaya.in>.
- The Company has single operating segment viz. "Skin Care and Hair Care Business" in terms of Ind AS 108 - "Operating Segments".
- Following are the particulars of Employee Stock Options pursuant to various schemes:**

Particulars	Quarter ended 31 March 2026	Quarter ended 31 March 2025
Balance at the beginning of the quarter	5,73,805	19,538
Granted during the quarter	-	-
Forfeited / lapsed during the quarter	98,088	-
Exercised during the quarter	-	-
Outstanding at the end of the quarter	4,75,717	19,538

- 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 current period and 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.
- During the year ended 31 March 2023, the Company had received an order from the Employees Provident Fund Organisation (EPFO) Regional Office relating to earlier years towards liability in respect of various allowances to the employees not considered as part of wages. The Company challenged the order by filing Appeal u/s 7-1 before the Hon. CGIT. The Company received set aside rejection order from High court towards appeal filed u/s 7B. High court has instructed EPFO to hear upon the matter and decide on the proceedings. Considering Doctrine of election wherein matter cannot be reviewed and appealed simultaneously, the Company has revoked the appeal filed before CGIT on 18 February 2025. Considering the pending outcome of the proceedings, the Company has, on a conservative and best estimate basis, made provision aggregating of Rs 2,353.27 lakhs (2024-25:Rs 2,247.57 lakhs) as on date towards the total liability.
- On 27 March 2024, the Company and its subsidiary KME Holdings Pte Ltd. had entered into a definitive Share Sale and Purchase agreement to sell its entire shareholding in Kaya Middle East DMCC and Kaya Middle East FZE (collectively referred to as 'Middle east business') to Humania GCC Holding Limited ("Buyer"). This agreement also included the sale of Intellectual property rights for the use of brand name 'Kaya' for middle east business. As per the provisions of the Share Sale and Purchase agreement, the consideration agreed with buyer for Kaya DMCC and Kaya Middle East FZE was based on enterprise value of AED 2.3 Million (~ Rs 510 lakhs) and AED 30.7 Million (~ Rs 6,860 lakhs) respectively subject to customary adjustments for debt, working capital, employee payables and other transaction related expenses. The customary adjustments needed to be considered based on actual amounts appearing in the books as at 31 May 2024 as per the agreement with the buyer. The Company had obtained shareholders' approval for the said transaction through postal ballot on 27 April 2024. Based on the estimate of net consideration to be received for this transaction, the Company had recognized an impairment loss of Rs 11,691.19 lakhs towards diminution in value of the said investments in the Statement of Profit and loss for the year ended 31 March 2024. During the year previous year ended 31 March 2025, the sale of Kaya Middle East FZE and Kaya Middle East DMCC along with their subsidiaries had been consummated on 6 June 2024 and 14 November 2024 respectively. Accordingly, the Company had recognised an amount of Rs. 164.70 lakhs towards loss on sale of Kaya Middle East DMCC and had also recognised an amount of Rs 1,256.89 lakhs towards the sale of Intellectual property rights as Other income in the statement of profit and loss for the previous year ended 31 March 2025.

Further, in accordance with the provisions of Share Sale and Purchase agreement, the Company has also recognized AED 1.35 Million (~ Rs 326.02 lakhs) towards the Barsha clinic Relocation cost as Other income in the statement of profit and loss for the period ended 31 December 2025.
- During the previous year, on 17 March 2025, KME Holdings Pte. Limited (wholly owned subsidiary) had filed for voluntary liquidation. During the quarter ended 31 March 2026, the final meeting between the member of KME Holdings Pte. Limited and the liquidator was held, at which the liquidator's statement of accounts was adopted and the date of dissolution was approved as 22 April 2026. Accordingly, the voluntary liquidation process of the wholly owned subsidiary was completed in accordance with the applicable laws of the jurisdiction of incorporation, and the entity was formally dissolved with effect from 22 April 2026, as per the records maintained by the Accounting and Corporate Regulatory Authority (ACRA), Singapore. Based on management's assessment, control over the wholly owned subsidiary ceased as at 31 March 2026. On loss of control of the subsidiary, the Company received consideration of ₹73.88 lakhs. The Company has recognized a loss of ₹1.95 lakhs on loss of control in the Statement of Profit and Loss for the year ended 31 March 2026, being the difference between the consideration received and the carrying value of the net assets of the subsidiary amounting to ₹75.83 lakhs. The aforesaid loss has been included under "Other expenses" in the Statement of Profit and Loss. The assets and liabilities of the subsidiary derecognized on loss of control were not material. There was no significant cash flow impact other than the consideration received.
- On November 21, 2025, the Government of India notified the four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 - consolidating 29 existing labour laws. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The Company has considered restructured compensation of its employees with effect from 1 March, 2026, and assessed the impact of the changes, consistent with the Labour Codes, draft rules, FAQs and legal opinion. Considering the materiality and regulatory-driven, non-recurring nature of this impact, the Company has presented such incremental impact as ended March 31, 2026. The Company continues to monitor the finalisation of Central / State Rules and clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such developments as needed.
- On 26 June 2025, the Company has approved to raise 7,500 lakhs on a preferential basis by issuing equity shares to Axana Estates LLP. The Company has received approval of the members of the Company at its Extra Ordinary General Meeting held on 22 July 2025 and from Stock Exchanges on 31 July 2025. On 12 August 2025, the Company has allotted 20,90,068 equity shares of face value Rs. 10/- each at an issue price of 358.84/- per share (including a premium of Rs. 348.84/- per equity share). The capital infusion will be directed towards strategic expansion initiatives, including but not limited to new clinics, relocation and renovation of existing clinics and also for expenditure on new machines. During the year, the Company has revised the objects for utilization of proceeds raised through preferential allotment pursuant to approvals received from Board and Shareholders on 28 January 2026 and 02 March 2026 respectively.
- The Company has recognized an impairment loss of Rs 1,176.58 Lakhs on a Cash Generating Unit (CGU) during the period based on assessment of recoverable value, which has been disclosed in the Statement of Profit and Loss for the year ended 31 March 2026. The recoverable amount of the CGU has been estimated based on Value in Use (VIU), determined using discounted cash flow projections based on management's estimates of future cash flows, discount rate, and growth assumptions.
- The figures for the quarter ended March 31, 2026 and March 31, 2025 represent the balancing figures between the audited financial results for the full financial year and the published year-to-date figures up to nine months of the respective financial year.

Place : Mumbai

**Jaclyn
Desouza**
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Date: 20 May 2026

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Chairman and Managing Director