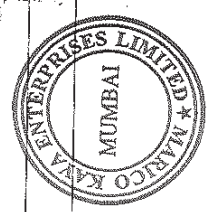
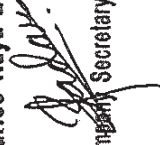


Particulars	Resulting Company	Merged Company
Name of the company	Kaya Limited ("Kaya")	Manico Kaya Enterprises Limited ("MaKE")
Date of Incorporation & details of name changes, if any	Kaya Limited was incorporated as a public company on March 27, 2003 under the Companies Act, 1956 with the name 'Kaya Beauty Services Limited'. The name of the Company was changed to 'Kaya Aesthetics Limited' with effect from April 9, 2003. The Company further changed its name to 'Kaya Skin Care Limited' with effect from September 15, 2003. On October 8, 2007, the Company changed its name to 'Kaya Limited' which is the existing name of the Company.	Incorporated on January 19, 2013
Registered Office	23/C, Mahal Industrial Estate, Mahakali Caves Road, Near Paperbox Lane, Andheri (East), Mumbai - 400093.	9th Floor, Grande Palladium, 175 CST Road, Kalina, Santacruz (East), Mumbai 400 098.
Brief particulars of the scheme	The Scheme provides for an arrangement between MaKE and Kaya and their respective Shareholders and Creditors. Pursuant to the Scheme all debts, liabilities, contingent liabilities, duties and obligations of MaKE as on the close of business on the date preceding the Appointed Date, whether or not provided in the books of MaKE, shall be deemed to be the debt, liabilities, duties and obligations of Kaya.	
Rationale	MaKE is engaged in the business of skincare products and skincare solutions business carried through Kaya skin clinics in India and Middle East. Kaya, a wholly owned subsidiary of MaKE, is engaged in the business of providing Health Care, Aesthetics, Beauty and Personal Care services in India and abroad. The management of MaKE and Kaya believe amalgamation of MaKE with Kaya, inter alia, would have the following benefits:	
	<ul style="list-style-type: none"> i. Elimination of a multi-layered structure ii. Unlocking value for the shareholders of MaKE; and iii. Reduction in administrative and operational costs. 	
Date of resolution passed by the Board of Director of the company approving the scheme	September 29, 2014	September 29, 2014
Appointed Date	April 1, 2014	April 1, 2014



Particulars	Resulting Company	Merged Company
Name of Exchanges where securities of the company are listed	None	1. National Stock Exchange of India Limited 2. BSE Limited
Nature of Business	Skin Care Services and solutions	Skin Care Services and solutions
Share Capital before the scheme	INR 17,84,89,750 consisting of 1,78,48,975 equity shares of INR 10 each fully paid-up.	INR 12,89,71,000 consisting of 1,28,97,100 equity shares of INR 10 each fully paid-up.
Share Capital after the scheme	INR 12,89,71,000 consisting of 1,28,97,100 equity shares of INR 10 each fully paid-up. (post allotment)	N.A.
Net Worth	(Rs. in Crores)	(Rs. in Crores)
Pre	8,349.15	29,754.84
Post	19,948.56	N.A.
Exchange ratio	"1 (One) Equity Share of the face value of INR 10/- each of Kaya, credited as fully paid-up, shall be issued and allotted for every 1 (One) Equity Share of the face value of INR 10/- each held in MaKE ("Share Exchange Ratio")"	
No. of shares to be issued	1,28,97,100 fully paid up Equity Shares of INR 10 each by Kaya.	
Cancellation of shares on account of cross holding, if any	N.A.	

For Marico Kaya Enterprises Limited



Almas Badar
Company Secretary & Compliance Officer