kaya clinic
SKIN · HAIR · BODY

Building on transformation
Powering ahead

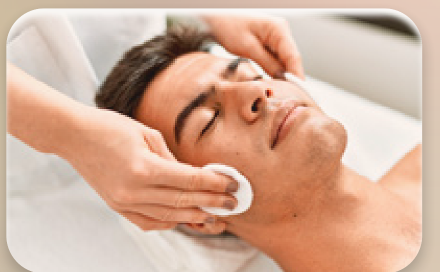
2024-2025
ANNUAL REPORT

₹ in lakh

25,016

Collection* ↗ 7%

*Collection includes only clinic collection



₹ in lakh

2,523

EBITDA

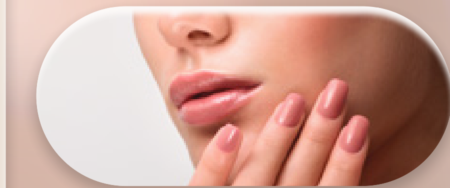
12% of Net Revenue

₹ in lakh

376

Operating margin

2% of Net Revenue



₹ in lakh

21,742

Net Revenue ↗ 3%

Inside the Report

Building on transformation

Powering ahead

Over the past three years, we have been driven by a singular purpose: to elevate Kaya into a premium, service-led brand defined by results, trust and experience. Every aspect of our transformation was intentionally designed to create a lasting impact on our clients, our people and our other stakeholders. We upgraded nearly half of our clinic network with refreshed infrastructure and cohesive design, offering modern, welcoming spaces that combine clinical credibility with everyday approachability.

Our investments in first-to-market technologies, service innovation and brand expression have redefined the Kaya experience. Internally, a doctor-first culture has taken firm root, strengthening retention, enabling growth and igniting grassroots brand-building. Externally, we have seen measurable gains across footfall, client retention, Net Promoter Score (NPS) and digital engagement, supported by hyperlocal activations and outreach, influencer-led storytelling and a revitalised loyalty programme.

Our marketing has shifted towards outcome-led narratives grounded in persona insights, while our product strategy has evolved from mass to premium, anchored by high-performance formulations and sophisticated, trend-aligned packaging that reinforces our elevated service promise.

As we complete this transformation, we are poised to scale impactfully and profitably. Ahead of us lies a future of accelerated growth powered by technology, driven by our people and rooted in a premium, problem-solving client promise.

Powering ahead with Purpose

Since beginning our journey in 2003, we have blended care, quality and science to craft personalised skincare journeys that deliver visible, lasting results. Each service is tailored to individual needs, led by experienced dermatologists and delivered in state-of-the-art clinics designed for comfort and trust.

With decades of expertise in treating diverse Indian skin, our solutions are grounded in clinical insight and rigorous research. Every formulation and treatment embodies our commitment to precision, innovation and empowering individuals to feel confident in their skin.

CORPORATE IDENTITY

Redefining beauty Reshaping possibilities

Kaya Limited is India's leading chain of dermatological clinics, offering scientifically advanced solutions for skin, hair and body care. Since our inception in 2003, we have been committed to delivering personalised, result-oriented care by combining medical expertise with cutting-edge technology.

We began with a vision to make dermatologically approved and scientifically backed treatments accessible to all. Over the years, we have grown into a trusted brand across India, offering premium services and products that address a wide range of skin, hair and body care needs.

Our strength lies in our team of highly qualified dermatologists and beauty professionals who bring a deep understanding of skin science to every treatment. At our state-of-the-art clinics – designed to be warm, inviting spaces – we have created environments where trust, comfort and care come together seamlessly. We have had the privilege of serving over three million satisfied clients who place their confidence in us.

We also apply our clinical insights to develop a wide range of skincare products. With distinct product lines across categories, our formulations are carefully crafted based on extensive research and a nuanced understanding of different skin types. This ensures that our solutions are not only effective but also tailored to meet the unique needs of each client.

We believe in a holistic approach to beauty where technology, science and empathy converge to help every individual feel confident and radiant in their own skin.

OUR CORE VALUES

Deliver excellence
We ensure satisfaction by providing personalised solutions tailored to individual needs.

Make a difference
Our expertise helps clients feel confident and beautiful in their skin.

Cultivate innovation
We continuously embrace advanced technologies to redefine beauty and skincare standards.

Transparent relations
We educate and inform clients about the products and treatments they choose.

PRODUCTS

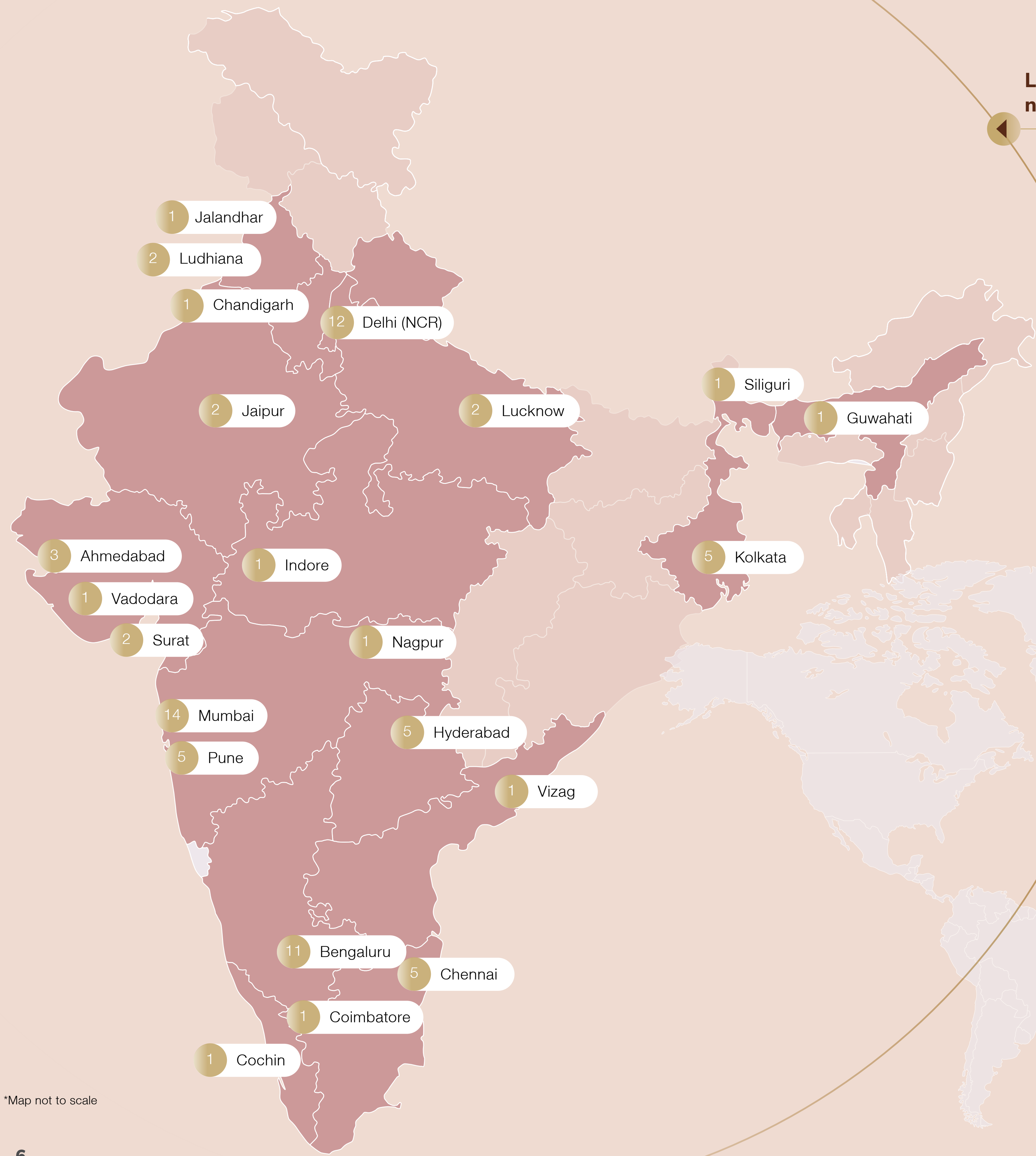
- Anti-Ageing
- Acne Care
- Lighter & Brighter
- Sun Care
- Nutraceuticals
- Skin Basics Care
- Sensitive Range
- Hair Care
- Body

SERVICES

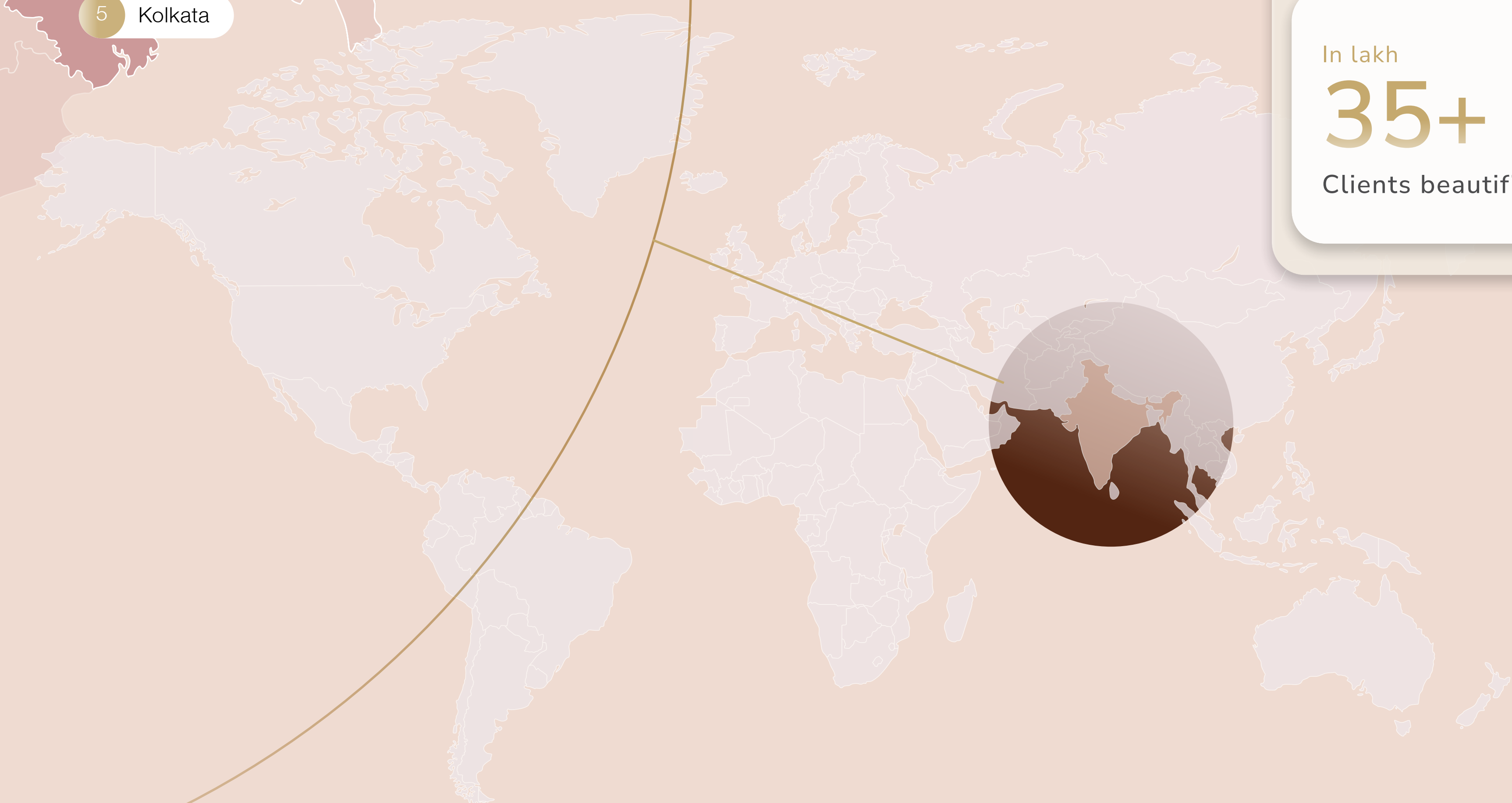
- Anti-Ageing
- Brightening & Pigmentation
- Hair Care
- Acne & Scars Treatment
- Laser Hair Reduction
- Beauty Facials
- Body Contouring

CORPORATE IDENTITY

Locations and number of clinics



*Map not to scale



GROWING OUR PROMINENCE

15
States

25+
Cities

75+
Clinics

SPOTLIGHT

600+
Service lines

75+
Products

100+
Dermatologists

In lakh
35+
Clients beautified

PRODUCTS

Solutions for every skin, every stage

As we journey through life, our skin, hair and body undergo different changes and face unique challenges at every stage. At Kaya, we understand this evolving nature and are committed to offering innovative, dermatologist-developed solutions, designed to address these needs with precision, care and expertise.

We are committed to continuously enhancing our offerings in response to emerging trends, scientific advancements and the ever-changing expectations of our clients. Each of our products is meticulously formulated by expert dermatologists, backed by our superior clinical experience and deep consumer insights. We combine medical-grade efficacy with personalised care, ensuring that every client receives solutions tailored to their specific skin or hair type.

At Kaya, we empower individuals to feel confident, comfortable and beautiful, at every stage of life.

14%
Contribution to Clinic collections in FY25

In ₹ lakh
2,887
Product Revenue from Kaya Clinic

75+
Product portfolio

GROWTH ACROSS KEY CATEGORIES IN FY25

64%
Bath and body

55%
Hair care

21%
Skin care and Sun care

PRODUCT RANGE

From everyday essentials to targeted treatments, our products are designed to transform your routine into a personalised ritual, addressing your unique needs with a perfect blend of indulgence and expertise.

Skin
- Facewashes and Cleansers
- Toners
- Moisturisers and Creams
- Face Serums
- Sunscreen Lotions
- Kits and Regimes
- Wet Wipes

Hair
- Hair Shampoo
- Hair Serums
- Hair Lotion
- Hair Oil
- Hair Masque

Bath and Body
- Body
- Bath

Kaya Nutra+
- Kaya Nutraceuticals

PRODUCTS

PRODUCTS LAUNCHED DURING THE FISCAL YEAR

We continued to enhance our service offerings by introducing high-performance products with superior sensorial appeal to complement the client journey. We also forayed into innovative formats that improve delivery, enhance penetration and meet evolving client aspirations across skin, hair and body care with result-oriented solutions.

~5%

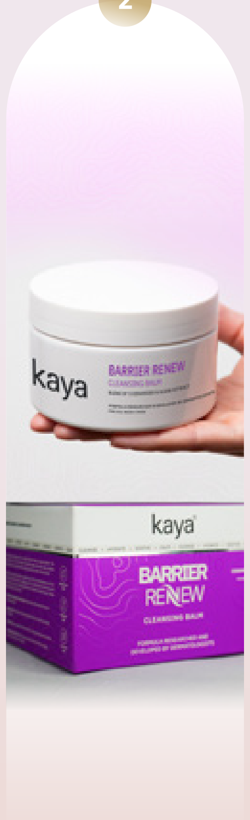
New products including Nutraceuticals contributed ~5% of our Clinic collections in FY25

1

Invisible Sunscreen

Offers tailored broad-spectrum protection: the Invisible SPF 30 delivers a weightless, no-cast finish; the Daily Use SPF 40+ combines hydration with mid-level defence; and the Tinted SPF 50+ evens tone while providing maximum coverage.

2



Barrier Renew Cleansing Balm

A gentle balm-to-milk formula that effortlessly dissolves impurities, strengthens the skin barrier and delivers lasting hydration. And can be used without water.

3

Barrier Boost Hydrating Ampoule

A potent serum designed to repair, soothe and brighten while boosting elasticity for a more resilient complexion.

4

Barrier Shield Face Cream

A rich, nourishing cream that revitalises dry or compromised skin, providing deep protection and renewal.

5

Biotin Capsules

An oral supplement meticulously formulated to combat hair fall and promote stronger, fuller growth and volume.

6

Gluta Glow Face Serum

Harnessing the antioxidant power of glutathione, this lightweight serum boosts skin luminance and tone while actively reducing the appearance of dark spots and uneven pigmentation.

7

Derma Glow Body Lotion

Formulated with potent brightening agents, this silky lotion penetrates deeply to diminish age spots and discolouration across larger body areas, leaving skin visibly smoother and more radiant.

8

Hyaluronic Acid Duo (Serum & Cream)

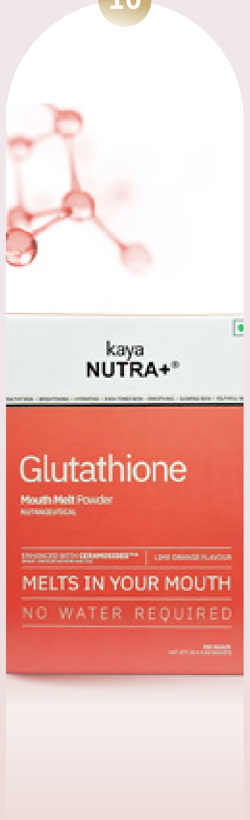
Available in two delivery systems—an ultra-light serum for instant quenching and a richer cream for lasting moisture.

9

Complexion Corrector Cream

It is an all-in-one skin benefit cream, enriched with Niacinamide, colour correctors and SPF 25 to help accomplish even skin tone and radiance.

10



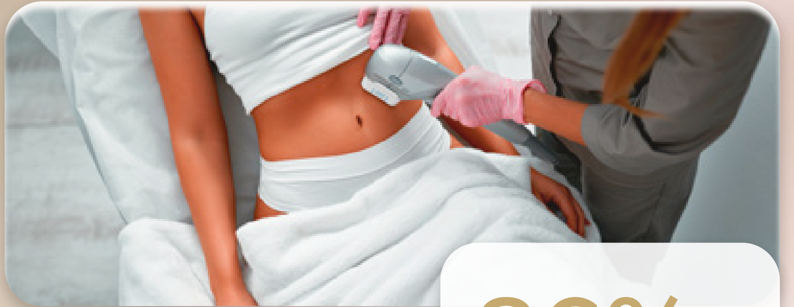
Mouth Melt

Oral Glutathione to be used standalone as a potent anti-oxidant or to complement our IV offerings.

SERVICES

Unlocking the beauty that's uniquely yours

Embark on a transformative journey with our diverse skincare, haircare and body solutions, all meticulously tailored to your unique needs. Our revitalising treatments are designed to renew and invigorate, unveiling your skin's natural radiance. With customised regimens, each client receives individual attention, addressing specific concerns and goals. Whether it's skincare, haircare, or body treatments, we ensure every aspect of your routine is carefully crafted to meet your personal needs.



Guided by our seasoned dermatologists and skilled beauty therapists, you receive expert care and personalised attention at every step. Their deep expertise, combined with a client-first approach, ensures that every treatment delivers not just visible results, but also an experience that is both nurturing and empowering.

We integrate cutting-edge technology with medical-grade precision to offer a comprehensive suite of advanced aesthetic treatments. Whether you're addressing specific skin concerns, restoring hair vitality, or redefining your body contours, our customised solutions are designed to help you look and feel your best with safety, care and efficacy at the heart of everything we do.

86% Contribution to Kaya Clinic's Business

75+ Network of clinics

120+ Dermatologists

GROWTH ACROSS KEY CATEGORIES IN FY25

20% Body contouring

21% Anti-ageing

20% Hair care

Skin treatments

- Laser Hair Reduction
- Thermage Treatment
- HIFU Treatment
- Dermal Fillers Treatment
- Chemical Peel Treatment
- Q-Switch Laser Treatment
- Skin Brightening and Lightening Treatment
- Ageing Skin Solutions
- Acne Scars Treatment
- Dull Skin Revitalisation
- IV Drips for Skin
- Eye Circle Treatment
- Anti-Wrinkle Treatment
- Microneedling Treatment

Hair treatments

- Hair Loss Concern Management
- PRP GF Treatment
- Hair Thread Treatment
- QR678 Therapy
- Hair Loss in Men
- Hair Loss and Thinning for Women
- IV Drips for Hair

Body contouring solutions

- CM Slim
- Venus Legacy
- CoolSculpting
- IV Drips for Weight Loss
- Face Fat Reduction Treatment

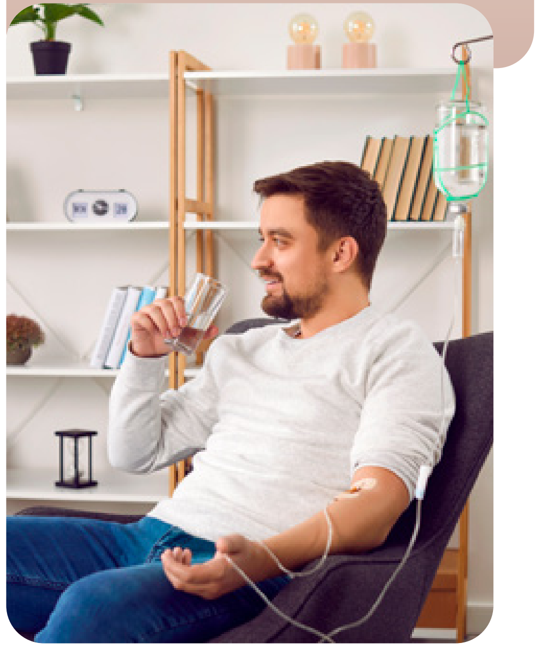
NEW SERVICE LAUNCHES DURING THE FISCAL YEAR

Kaya is committed to being the market leader in introducing cutting-edge new technologies and services in all the market buckets we operate in. To this end, we introduced some innovative new technologies last year, which are encapsulated below:

Dermafrac: A versatile service for the skin, highly customised by using and combining three technologies of microdermabrasion, microneedling and LED mask with customised infusions to address all anti-aging needs.

IV Drip: Intravenous infusions of Glutathione plus multi-vitamin & mineral infusions, catering to skin, hair & body, in our journey of holistic dermatology, combining wellness with beauty.

CM Slim and Venus Legacy: Our body contouring largely focused on fat loss. We expanded that to include muscle stimulation and skin tightening to make the contouring work at every level and give a holistic result to the client.



CHAIRMAN AND MANAGING DIRECTOR'S MESSAGE

Transforming for a stronger tomorrow

"One of our key focus areas during the year was accelerating digital adoption across the value chain. From AI-led diagnostic tools to marketing automation, our digital initiatives were aimed at enhancing customer experience and improving operational efficiency. Our proprietary platform, Klear AI is transforming how we diagnose and personalise treatments, particularly for diverse Indian skin types."

Dear Shareholders,

It gives me pleasure to present the Annual Report for Kaya Limited for FY25, a year that marked a step forward in our transformation journey. This was a period of strategic reset, focused execution and measured progress. Driven by Purpose, we approached each priority with clarity and conviction, guided by a commitment to deliver meaningful change.

In FY25, we exited non-core geographies to consolidate our operations and sharpen our focus on the Indian market. This realignment reflects our commitment to driving sustainable, long-term growth through deeper market engagement and operational efficiency within India. Each of these actions was Designed for Impact, aimed at creating long-term value for our clients, partners and shareholders.

OPERATING ENVIRONMENT

India is undergoing a fundamental consumer transformation driven by rising affluence, expanding digital access and an increasingly experience-driven mindset. Across categories, today's consumers are more informed, aspirational and selective. They seek personalised engagement, value-driven offerings and seamless service across channels. The shift from transactional buying to considered consumption is unmistakable, with trust, transparency and relevance emerging as key decision drivers.

Within this broader evolution, aesthetic dermatology is gaining strong traction. As awareness around skincare and self-care rises, more consumers are turning to expert-led, science-backed solutions that prioritise safety and outcomes. There is a growing willingness to invest in credible, personalised care that goes beyond superficial fixes.

Younger cohorts are leading this change. They look for low-discomfort, high-efficacy treatments powered by the latest technologies. The focus has moved from short-term beauty to long-term skin health—grounded in measurable results, consistency and convenience. This preference is further amplified by digital influence, social validation and a deeper post-pandemic consciousness around wellness.

At Kaya, we are strongly positioned to lead in this environment. Our legacy of clinical excellence, trusted medical protocols, expanding national footprint and early investments in digital innovation have given us the credibility and capability to serve evolving consumer needs. As expectations rise, we remain committed to delivering personalised, expert-led aesthetics with care, precision and results.

FY25 IN REVIEW: PERFORMANCE SNAPSHOT

In FY25, Kaya reported collections of ₹250.2 crore, up from ₹234.6 crore in FY24, marking a 7% year-on-year growth. Net revenue rose by 3% to ₹217.4 crore from ₹210.3 crore in the previous year. EBITDA stood at ₹25.2 crore, compared to ₹34.4 crore in FY24, reflecting the impact of continued investments in brand building and central functions. Despite this, clinic-level profitability remained healthy, underscoring the strength of our unit economics.

The growth in collections was driven by strong performance across high-demand service categories such as anti-ageing, body contouring and hair care. This was further supported by the adoption of advanced diagnostic tools and enhanced personalised customer experience. The services business remained the core driver, while the product portfolio delivered focused growth through categories like nutraceuticals, suncare and body care.

Our innovation pipeline continued to deliver, with new products and services contributing meaningfully to overall collections. These gains reflect our team's responsiveness to evolving consumer needs and our ongoing efforts to create differentiated value.

DIGITAL AND INNOVATION

One of our key focus areas during the year was accelerating digital adoption across the value chain. From AI-led diagnostic tools to marketing automation, our digital initiatives were aimed at enhancing customer experience and improving operational efficiency.

Our proprietary platform, Klear AI is transforming how we diagnose and personalise treatments, particularly for diverse Indian skin types. These innovations are strengthening both credibility and conversion, enabling our doctors to deliver highly customised treatments with greater precision.

We also invested in high-performance service technologies, adding 90+ dermatology machines across categories such as pigmentation, acne, laser hair reduction, body contouring and hair regeneration. These upgrades enhanced our clinical capabilities, reduced turnaround time and improved treatment outcomes.

In ₹ crore

250.2

Kaya reported collections of ₹250.2 crore, up from ₹234.6 crore in FY24, marking a 7% year-on-year growth

STRENGTHENING BRAND EXPERIENCE AND EXPANDING DIVERSE OFFERINGS

In FY25, we continued to enhance our offerings across categories by introducing new formats in skin, hair and body services, while elevating our product portfolio to deliver greater sensorial appeal and efficacy. The expanded range of nutraceuticals and skincare solutions aligned with the growing consumer preference for holistic wellness.

Several of our clinics underwent relocations and redesigns to reflect a modern luxury aesthetic. We introduced specialised zones such as body boutiques and immersive treatment suites to showcase advanced services and reinforce our premium positioning. Complementing this, our product packaging transitioned from clinical white to bold, contemporary palettes inspired by new-age cosmetic trends, creating a cohesive brand experience that bridges our clinics and product lines.

We also strengthened our collaboration with Marico to take Kaya's efficacy-led products beyond our clinics. This enhanced brand presence across digital and retail channels and established a stable royalty-based revenue stream.

Our loyalty programme, Kaya Smiles, continued to anchor client engagement. With tiered benefits, curated offers and experiential rewards, it is emerging as a strong driver of retention and repeat business.

CHAIRMAN AND MANAGING DIRECTOR'S MESSAGE

MARKETING OUTREACH

Our marketing strategy was defined by balance between brand and performance, awareness and acquisition, aspiration and authenticity. With 7% of revenue allocated to marketing, we focused on building salience among urban clients through digital storytelling, influencer partnerships and hyperlocal activations.

Marketing automation tools such as WhatsApp and web bots streamlined appointment booking and client communication, improving both conversion and satisfaction. We also saw strong traction from organic referrals and Google ratings, with many clinics earning 4.5+ star reviews after renovation and service upgrades.

BUILDING FOR SCALE

We adopted a calibrated expansion strategy guided by data-led catchment analysis to optimise client access, ambience and service productivity. This included a mix of new clinic openings, renovations and relocations, all aimed at elevating customer experience. The outcomes were encouraging, with improved footfall and stronger client feedback.

Building on this foundation, we are now poised for accelerated yet measured expansion, with several new locations already signed and others under evaluation. The focus remains on leveraging our existing infrastructure and playbooks to ensure operational efficiency and early profitability at the clinic level.

This growth will also help us unlock operating leverage over time, enabling better absorption of corporate overheads as scale improves.

PEOPLE AT THE CORE

Behind every Kaya experience is a team of trained professionals who reflect our values of care, precision and credibility. Our network of dermatologists works closely with clinic and corporate teams to deliver consistent, high-quality outcomes. This doctor-first culture has become a defining strength that drives ownership, enhances retention and supports localised brand-building.

Throughout the year, we focused on upskilling our teams, fostering internal growth and nurturing a culture of accountability. As we continue to scale, we remain committed to investing in our people, who are the most powerful ambassadors of the Kaya brand.

WAY FORWARD

The Company stands at a pivotal inflection point, with high confidence in its future prospects. This optimism is underpinned by actions taken during this year, including the strategic exit from the Middle East, significant investments in our Clinic Refresh, adoption of AI technologies, continued innovation in services and products and a calibrated expansion approach.

Our roadmap is clear: we plan to accelerate growth by expanding our clinic network in high-potential catchments, optimising our existing infrastructure and building strong brand differentiation through innovation, digital and AI-driven service models. With increased investment in marketing and demand generation, we are committed to returning to profitability by unlocking scale and operational efficiency.

FY26 will be a year of acceleration. A period where we move forward with sharper focus, deeper intent and greater agility. We are committed to disciplined execution across all fronts—enhancing operational rigour, driving clinic-level performance and strengthening our digital backbone. Our expansion will be purposeful, rooted in data and driven by client needs, while every step of our delivery will remain empathetic and experience led.

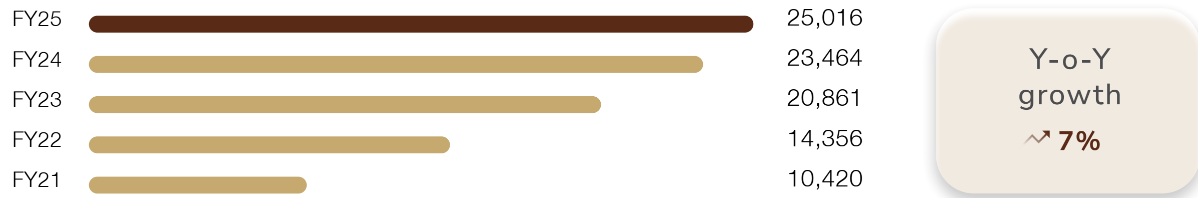
On behalf of the Board, I extend my heartfelt thanks to our shareholders, clients, employees and partners for their trust, belief and continued support. Together, we are shaping a stronger, smarter and more sustainable Kaya one that stands for expertise, integrity and purpose-led progress.

Warm regards,

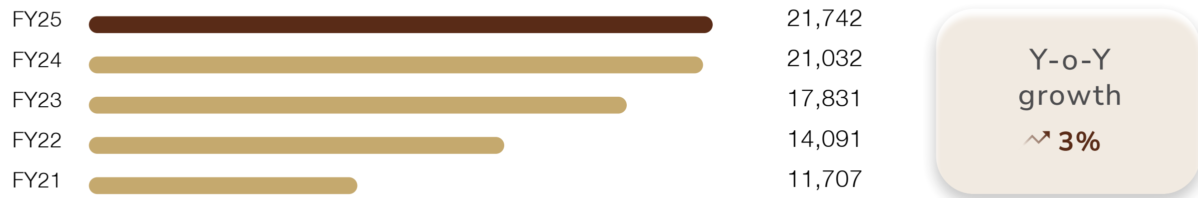
Harsh Mariwala
Chairman and Managing Director, Kaya

KEY PERFORMANCE INDICATORS

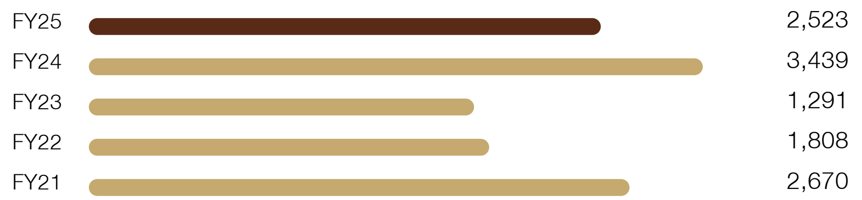
Collections
(₹ in lakh)



Net Revenue
(₹ in lakh)



EDITDA
(₹ in lakh)



MEGATRENDS

A new era of being beautiful

Evolving consumer priorities, combined with lifestyle shifts and medical innovation, are redefining how individuals approach skincare, self-care and cosmetic treatments. What was once a niche is now mainstream presenting a compelling opportunity for brands, practitioners and investors to participate in a thriving market fueled by aspiration, awareness and access.

#1

RISING SELF-CARE AWARENESS

With rising disposable incomes and a cultural pivot towards holistic well-being, consumers today are more willing than ever to invest in their appearance and self-confidence. Skincare and aesthetic treatments are no longer perceived as indulgences but as essential elements of self-care, with growing acceptance across genders and age groups.

#2

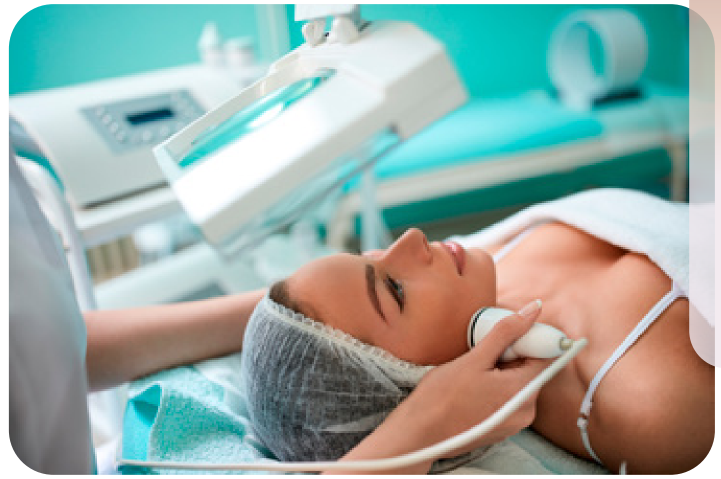
SURGE IN MINIMALLY INVASIVE AND NON-SURGICAL PROCEDURES

Consumer preference is shifting towards non-surgical, low-downtime solutions such as laser resurfacing, chemical peels, dermal fillers and botulinum toxin injections. These treatments offer visible results with less risk and recovery time making them ideal for busy urban lifestyles.

#3

TECHNOLOGICAL ADVANCEMENTS IN DERMATOLOGY

Rapid innovation from AI-driven skin diagnostics to precision lasers and radio frequency devices is revolutionising treatment efficacy, personalisation and reach. These tools not only enhance clinical outcomes but also improve patient engagement and decision-making.



#4

URBAN LIFESTYLE AND ENVIRONMENTAL STRESSORS

Rising pollution, stress and sedentary routines in urban areas are contributing to skin issues such as acne, pigmentation and premature ageing. These lifestyle-driven conditions are accelerating demand for preventive and corrective dermatological interventions.

#5

EXPANDING CONSUMER-CENTRIC PRODUCT OFFERINGS

Brands are innovating rapidly to meet the specific needs of Indian skin types, climatic conditions and preferences. From cosmeceuticals and derma-cosmetics to clinic-grade skincare lines, a new wave of tailored offerings is expanding consumer choice and market penetration.

WE AT KAYA ARE READY TO LEAD THIS TRANSFORMATION

Together, these forces are converging to create a vibrant, technology-enabled and consumer-led ecosystem for dermatology and aesthetic care, one that is poised to deliver not just beauty, but confidence, wellness and growth at scale. With our legacy of dermatological expertise, advanced technology and a nationwide presence, we are redefining skincare through precision treatments, AI-led diagnostics and personalised solutions tailored for Indian skin. Our focus on minimally invasive procedures, premium experiences and medically backed care puts us at the forefront of this evolving landscape.

Designed for Impact

We curated every aspect of our brand to deliver sharper outcomes and elevated experiences—intentionally designed, for impact. From refreshed clinics and new service formats to a connected skincare ecosystem, every initiative at Kaya is purposefully crafted.

Innovation and technology drive precision-led care, while bold branding and digital engagement deepen client connect.
With a doctor-first approach, a seamless omni-channel strategy and an empowered team driving execution, we are where expertise meets efficiency to create lasting value.

CLINIC REFRESH AND NEW INTRODUCTIONS

Scaling presence Reaching more

We continued to expand our national presence while reinforcing our commitment to client-centric, high-quality dermatological services. Through a well-rounded strategy of new clinic additions, relocations, renovations and technology upgradation, we ensured that our infrastructure remains aligned with the evolving needs of our clients across geographies.

We added three new clinics during FY25 across high-potential markets:

East Coast Road, *Chennai*
Our fifth clinic in Chennai, inaugurated by Former Miss Chennai Samyuktha Shanmughanathan, has earned a 5-star rating on Google, underscoring the clinic's warm reception and service excellence.

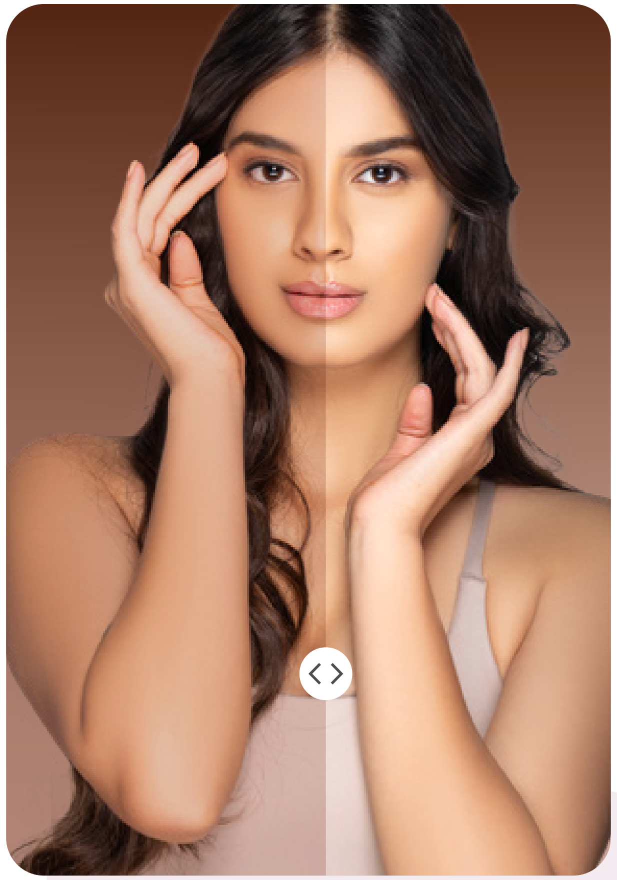
Pimple Saudagar, *Pune*
Inaugurated by celebrated Marathi film icon Sai Tamhankar, this clinic marked our fifth presence in Pune and is currently enjoying a 4.8-star rating on Google, reflecting strong client appreciation.

Sunview, *Ludhiana*
Our second clinic in Ludhiana, this centre was launched in the presence of eminent entrepreneur Ms. Rajni Bector. The clinic has received an enthusiastic response and holds a 5-star Google rating.

★★★★★

Elevating aesthetic and functional appeal

To offer a seamless, contemporary clinic experience, we undertook 13 clinic renovations during FY25. The upgraded clinics have been well-received, with client reviews averaging between 4.5 and 4.7 stars. Since FY24, a total of 24 renovations have been completed as part of our infrastructure enhancement programme.



OPTIMISING FOOTFALL AND CONVENIENCE

As part of our ongoing clinic refresh initiative, Kaya strategically relocated seven clinics during FY25 to drive better accessibility and operational efficiency. These included Kochi (4.2 stars), Jaipur (4.8 stars), Hyderabad (4.7 stars), Kolkata (4.6 stars), Delhi (4.7 stars), Ludhiana (4.5 stars) and Bengaluru (4.3 stars). These moves contributed to enhanced client engagement, as reflected in consistently high satisfaction scores. Since the start of FY24, a total of 13 clinics have been relocated.


Punjabi Bagh Clinic

DRIVING OUTCOMES THROUGH INNOVATION

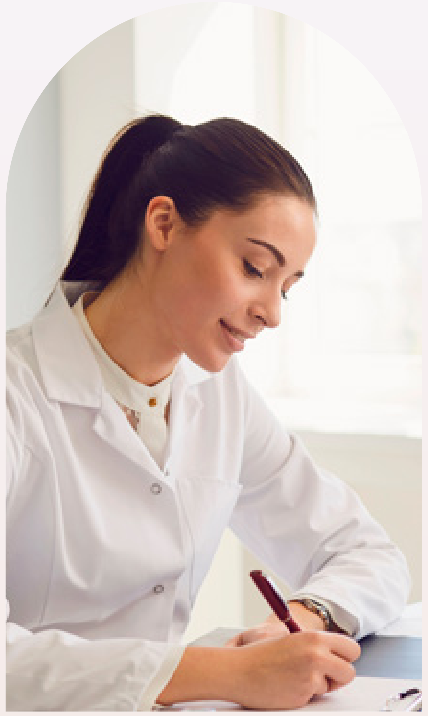
We remain committed to delivering world-class skincare outcomes through continuous investment in advanced dermatological technologies. In FY25, we invested in 90+ new dermatology machines across our clinic network, strengthening our capabilities in anti-ageing, acne, body treatments, hair care, brightening & pigmentation and laser hair reduction.

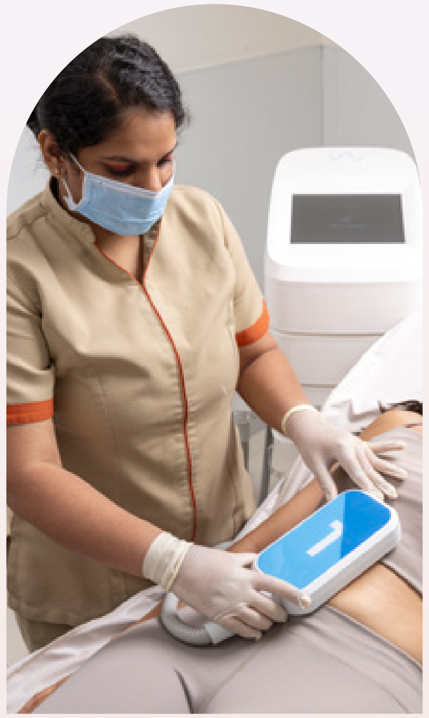
These ongoing enhancements in service technology empower our experts to deliver personalised, high-efficacy treatments, elevating both clinical outcomes and client satisfaction. This sustained focus on innovation continues to reinforce our position as a leader in advanced aesthetic dermatology.

KAYA ECOSYSTEM

Elevating care
Unlocking potential

Kaya's achievements were driven by the seamless collaboration of our loyal clients, expert dermatologists and dedicated clinic teams. By overhauling the Kaya Smiles loyalty programme, advancing clinical capabilities with state-of-the-art technologies and embedding an ethos of hospitality, we ensured every interaction from initial inquiry through post-treatment care delivered exceptional value, trust and satisfaction. This holistic approach not only strengthened client relationships but also empowered our people to consistently uphold our promise of excellence across all clinics.





CLIENTS

The Kaya Smiles Loyalty programme played a pivotal role in Kaya's business performance by driving client retention and satisfaction. It contributed over 90% to the company's clinic collections and retention metrics. By delivering personalised rewards at each loyalty tier and automating the client journey, including win-back campaigns, points redemption and tier upgrades, the programme provided exceptional experiences that reinforced loyalty. Regular evaluations and the systematic incorporation of client feedback further enhanced its effectiveness.

93%
Contribution to Kaya Clinic's collection

DERMATOLOGISTS

Our team of board-certified dermatologists delivers personalised, high-quality care by deeply understanding each client's unique concerns and proactively recommending tailored solutions. Backed by continuous professional development and a culture of collaborative expertise, they leverage cutting-edge diagnostic tools such as AI-powered skin analysis and advanced treatment modalities to ensure precision and safety at every step. Housed within our next-generation clinics, these specialists benefit from the latest laser technologies, minimally invasive devices and outcome-driven protocols. Ongoing performance reviews and client feedback loops empower them to refine techniques, anticipate emerging needs and uphold our rigorous standards.

This integrated approach not only meets but consistently exceeds client expectations, reinforcing Kaya's commitment to excellence in dermatological care.

CLINIC PERSONNEL AND CORPORATE EMPLOYEES

We view each client's journey as uniquely personal and our unwavering commitment to empathy and excellence drives everything we do. From the moment a client steps through our doors, our approachable, highly trained clinic staff ensure every interaction is seamless from appointment scheduling and personalised welcome to post-treatment follow-up.

Through rigorous training, they master both the technical aspects of care and the art of attentive listening, anticipating needs and offering thoughtful guidance at every step.

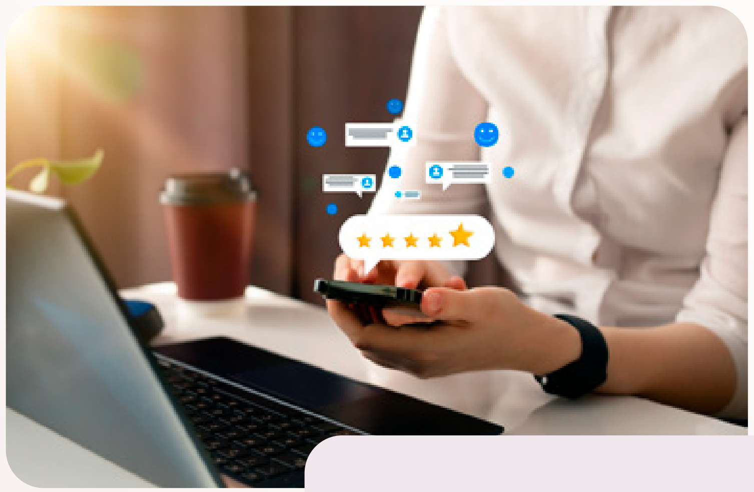
INNOVATION AND TECHNOLOGY

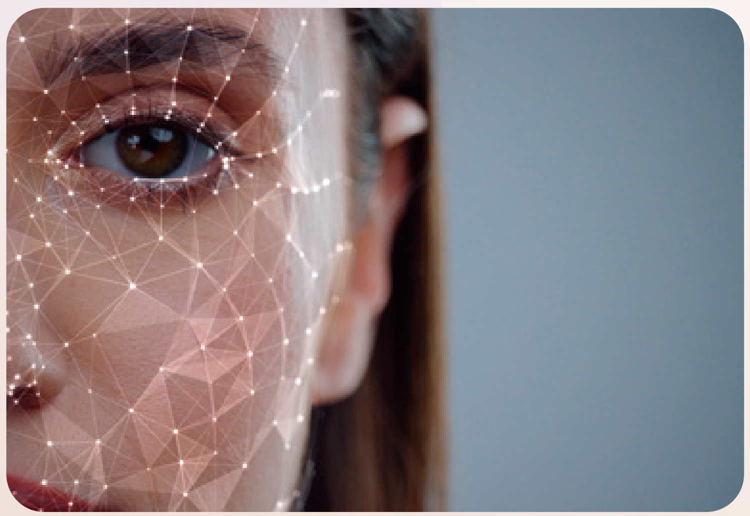
Embedding new ways Enhancing experiences

Our state-of-the-art direct-to-consumer website leverages artificial intelligence to provide a seamless and personalised shopping experience for our clients. We are committed to becoming a tech-forward organisation, continuously investing in the latest technologies to enhance our services and operations.

AI-POWERED SKIN ANALYSIS

We introduced Klear AI, our proprietary app delivering rapid, comprehensive skin-health diagnostics. Built on a richly annotated database of thousands of Indian skin-type images, the AI engine pinpoints concerns—ageing, acne, scars, blemishes and enlarged pores—with exceptional accuracy. Paired with our dermatologists' expert consultations, Klear AI elevates diagnostic precision and enables bespoke treatment plans tailored to each client's unique needs.





SEAMLESS SUPPORT THROUGH CHATBOTS

We introduced intelligent web and WhatsApp chatbots to transform the client journey into a seamless, self-service experience. From instant appointment scheduling and automated reminders to on-demand clinic information, these bots handle routine queries around the clock—freeing our staff to focus on high-touch consultations. By leveraging marketing automation, we deliver personalised guidance at every step, elevate response time and ensure each client's interaction with Kaya is effortless and efficient.

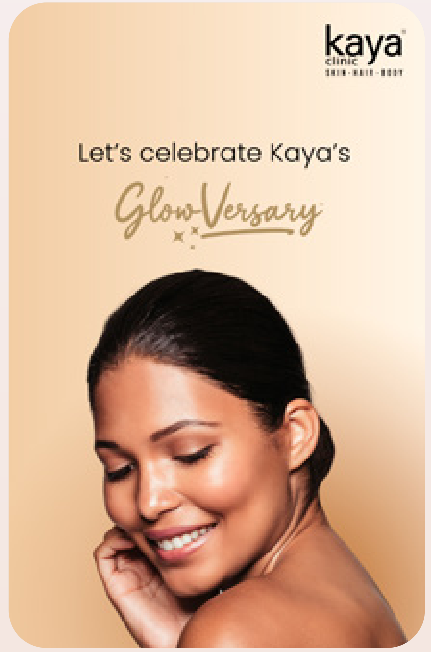
FORTIFYING OUR NUTRACEUTICALS

Our nutraceuticals segment has emerged as a strong pillar of growth for us, underpinned by a deep understanding of consumer needs and lifestyle trends. We reimagined our collagen drinks into convenient, on-the-go mouth melts — a format that aligns with today's demand for portability, ease of use and wellness-focused solutions. This innovation has resonated strongly with our clients, making nutraceuticals one of our top-performing product categories. By bridging science-backed efficacy with everyday convenience, we continue to strengthen Kaya's presence in the beauty-from-within space and expand our relevance in the broader wellness ecosystem.

BRANDING AND MARKETING

Enhancing recall Amplifying identity

We embarked on a concerted effort to elevate our market presence and strengthen our brand appeal. Through meticulously targeted digital strategies, community-driven partnerships and thoughtfully crafted campaigns, we fundamentally transformed the client journey redefining how consumers discovered our offerings, engaged with our services and retained enduring impressions of the Kaya experience.



COMMUNITY PARTNERSHIPS AND LOCAL AMBASSADORS

Over the past year, Kaya has deepened its engagement with local communities through a strategic expansion of its influencer and hyperlocal marketing network. We partnered with over 150 local ambassadors and micro-influencers who authentically represented the brand within their regions, building trust and resonance across diverse audiences. These collaborations were complemented by more than 20 high-impact hyperlocal events — including wellness workshops, beauty pop-ups and skin health camps — that successfully drove client acquisition, increased clinic footfalls in regional markets and enhanced overall brand salience.

On social media, our regionally nuanced campaigns have played a pivotal role in strengthening Kaya's presence in Tier 2 and Tier 3 cities. These efforts have not only accelerated follower growth and engagement but also amplified our share of voice in a highly competitive beauty and wellness landscape. Collectively, our influencer strategy and community partnerships have fostered deeper, more meaningful connections — supporting the growth of the Kaya brand from the ground up.

OUR PEOPLE

Nurturing talent Growing together

At Kaya, we deeply value the contributions of our members and place their growth and development at the heart of our shared journey as an organisation. Their commitment and dedication reflect the culture of continuous improvement we strive to foster across the Company. We believe that a supportive and empowering environment brings out the best in our people enabling them to thrive, take ownership and deliver excellence in every role they undertake. As a people-first organisation, we are focused on nurturing talent, meeting learning needs, enabling career aspirations and ensuring the holistic well-being of every team member. We remain committed to creating a workplace where individuals are motivated to bring their best selves to work, every single day.

BUILDING A CULTURE OF CARE, GROWTH & LEADERSHIP WITH OUR DOCTORS

In 2024, Kaya embraced a transformative culture shift focused on our doctors. Recognising that our doctors are not just service providers but the very foundation of Kaya's brand and trust, we designed a structured and holistic culture change programme that prioritised doctors' voices, well-being and aspirations.

As a doctor-led business, we prioritise our medical team through programmes that enhance their engagement, foster innovation and support strategic growth. Our initiatives provide a platform for collaboration, advanced dermatological training and thought leadership.

We created opportunities for doctors to showcase expertise, mentor peers and lead innovations in skincare. By investing in upskilling, recognition and personalised career journeys, Kaya didn't just build a better workplace—it fostered a purpose-driven ecosystem where dermatologists can grow, lead and leave a lasting impact.

KAYA GLOW CONFERENCE

Our first Kaya Glow Conference, held in Goa, brought together over 100 dermatologists under one roof and was graced by the esteemed presence of Mr. Harsh Mariwala, adding immense value to the event. With enthusiastic participation from Kaya's dermatologists and the management team, the two-day conference became a hub of learning, collaboration and knowledge exchange. The theme, GLOW—Grow, Learn, Own and Win—reflected the vital role of dermatologists at Kaya. The event featured insightful sessions by international speakers, thought-provoking presentations and engaging discussions, all emphasising continuous learning and excellence in patient care. Setting a new benchmark for future events, the conference reinforced Kaya's commitment to professional development, innovation and raising the standards of dermatological expertise.

TOGETHER IN PRACTICE: A STEP TOWARD SERVICE EXCELLENCE

At Kaya, our Doctors and Clinic Managers are at the heart of delivering exceptional client experiences. To further strengthen our consultative approach, we introduced a specialised programme designed to refine their skills in engaging, educating and empowering clients. Through interactive role-plays and insightful discussions, the workshop blends best practices to enhance service excellence.

OUR PEOPLE

LEADERSHIP DEVELOPMENT FOR DOCTORS

Rooted in our belief of nurturing leadership from within, a dedicated learning experience was recently held for our senior medical professionals. The session created a reflective space for growth, encouraging participants to explore their leadership potential and strengthen their impact as mentors. With a focus on self-awareness, connection and collaborative thinking, the experience served as a meaningful step in reinforcing our culture of support, trust and shared learning.

DERMAT CONCLAVE

Ongoing learning remains a cornerstone of our clinic culture. In this forum, held at regular intervals, our dermatologists engage in meaningful discussions, gain fresh perspectives and continually refine their expertise. By participating in this conclave, doctors stay updated with the latest industry advancements, ensuring high-quality patient care.

BUILDING LASTING OPPORTUNITIES OWNERSHIP AND MEANING (BLOOM)SERIES

BLOOM is more than a campaign—it's a celebration of Kaya's dermatologists and their journeys. Through this series, we showcase real stories of passion, perseverance and progress, offering an inside look at what makes Kaya a truly exceptional place for dermatologists. Whether it's mastering the latest in dermatological science, mentoring the next generation of experts, or leading groundbreaking innovations, our doctors are at the forefront of shaping the future of skincare. BLOOM brings these inspiring journeys to life—showcasing not just career achievements, but the deep sense of purpose that fuels every Kaya dermatologist.

BUILDING LEADERS, SHAPING STRATEGY: Kaya's Inclusive Growth Approach

CRAFTING THE KAYA WAY OF LEADERSHIP

We believe leadership is a continuous journey of learning, self-discovery and collaboration. A recent leadership-focused initiative brought together teams from across the organisation to reflect, connect and grow. Through engaging team activities and interactive discussions, participants delved into trustbuilding, conflict resolution and collaboration. This journey was designed to master leadership dynamics, reinforcing Kaya's steadfast mission to cultivate leaders who inspire and lead with excellence.

NURTURING GROWTH- DEVELOPING OUR CLINIC TEAMS FOR EXCELLENCE AND IMPACT

Kaya continues to build a culture where our clinic teams grow, contribute and feel deeply valued. Through various initiatives we celebrated excellence across clinics. New team members were supported through a re-imagined induction programme promoting strong starts and long-term retention. We equipped over 200+ frontline members with cutting-edge knowledge through trainings ensuring they remain confident and capable in every client interaction.

Nurturing internal talent and creating meaningful growth opportunities remain at the heart of our people philosophy. One of our key development initiatives focuses on identifying high-performing clinic team members and supporting them in stepping into larger roles. Through a structured assessment and development process, selected individuals are guided on their journey towards expanded responsibilities, reinforcing our belief in growing from within and recognising potential across the organisation. Just as important as learning and performance was the joy of togetherness. Our teams came together to celebrate Doctors' Day, Retail Employees Day, Diwali, Christmas and even special moments like baby showers, reinforcing a sense of family at work.

OUR PEOPLE

INDUCTION PROGRAMME: WELCOMING WITH PURPOSE

Welcoming new team members into the Kaya family is a thoughtful and evolving process. A refreshed approach to on-boarding has been introduced, blending practical learning with consistent support to ensure smooth assimilation into clinic operations and culture. With a focus on hands-on experience and regular check-ins, the initiative is designed to help new hires feel confident, connected and well-prepared as they begin their journey with Kaya.

FOCUSING ON CORE VALUES

We believe that values come to life through everyday actions and behaviors. A dedicated initiative has been introduced to recognise and empower team members who consistently embody our core principles in their work. These individuals lead by example, fostering a culture rooted in empathy, teamwork and client centricity. By encouraging value-driven behaviour across clinics, the initiative has helped create a strong sense of purpose and alignment—ensuring that our values are not just spoken but lived.

GUIDING THE WAY: MENTORSHIP IN ACTION

An initiative was introduced where new team members are mentored to ensure smoother assimilation. Since its launch, 62 members have been trained across the regions. By promoting a culture of mentorship and collaboration, the initiative has also contributed to stronger team dynamics and improved retention.

NEW PRODUCT AND SALES TRAINING

A focused training initiative was introduced to strengthen product knowledge and selling skills across clinics. Over 200 members participated in the sessions, which combined effective sales techniques with in-depth understanding of newly launched product range. Designed to build confidence and improve client interactions, the training helped members handle objections with ease and offer well-informed recommendations. This effort has played a key role in driving product success and delivering a more enriched client experience.

WOMEN CENTRICITY AT KAYA

Women make up 87% of our workforce and they are truly the backbone of Kaya. Our commitment to their growth is not just a policy—it's a way of life. Grounded in empathy, inclusion and empowerment, our women-centric approach supports every stage of a woman's journey, both personally and professionally.

Whether it is welcoming back our ex-employees, extended maternity and adoption leaves or flexible work options, our policies are designed to ensure that women feel supported, respected and valued. Interactive forums foster open dialogue, peer connection and a sense of community—creating safe spaces for sharing and engagement. A strong POSH framework further reinforces our zero-tolerance stance on harassment.

Beyond recruitment and retention, we are focused on real career growth through mentorship, internal mobility and learning opportunities—ensuring that women are not only part of the workforce but are also leading it. Our recognition in the Avtar & Seramount Hall of Fame stands as a testament to the impact of our inclusive culture in action.

BOARD OF DIRECTORS

Shaping our progress

Composition as on March 31, 2025

C Chairman | M Member

Audit Committee	A
Risk Management Committee	R
Nomination & Remuneration Committee	N
Stakeholders Relationship Committee	S

Mr. Harsh Mariwala
Chairman & Managing Director

Mr. Harsh Mariwala leads Marico Limited as its Chairman.

He established the Marico Innovation Foundation in 2003 which works towards nurturing innovations in India and started ASCENT Foundation in 2012, a peer-learning entrepreneurial platform.

Mr. Mariwala founded the Mariwala Health Initiative (MHI), with the philanthropic aim of giving back to society. Sharrp Ventures is their Family Office.

He was recently awarded the Lifetime Achievement Award at the Mint India Investment Summit 2024. In the recent past, he received the All India Management Association (AIMA) Life Time Achievement Award 2021 and the EY Entrepreneur of the Year Award 2020 for India.

R S

Mr. Rajendra Mariwala
Non-Executive Non-Independent Director

Mr. Rajendra Mariwala has done his undergraduate degree at A. C. College of Technology, Chennai and his Master's in Chemical Engineering from Cornell University, USA. He is currently the Managing Director of Eternis Fine Chemicals Limited, a leading exporter of specialty chemicals. Under his leadership the company started manufacturing of aroma chemical for fragrance industry in 1993 and over a period of time the company has established itself as one of the largest aroma chemical players in the world with a manufacturing footprint in India & the UK. Recently, the company has diversified into Cosmetics Ingredients Segment by acquiring Sharon Personal Care Limited – a company headquartered in Tel-Aviv, Israel, with footprint in Italy.

Mr. Rajendra Mariwala has been an active Executive Committee member and President of Indian Chemical Council for the last year. He brings with him rich experience of over 30 years in fragrances and 18 years in leading a competitive business in specialty chemicals.

A R N

Mr. Rishabh Mariwala
Non-Executive Non-Independent Director

Mr. Rishabh Mariwala is a second-generation family business entrepreneur. He is a graduate from Zarb School of Business, Hofstra University, New York, USA. In 2010, he launched his mother's hobby 'Soap Opera' which started with a line of handmade soaps. While working here Rishabh founded Sharrp Ventures - the Mariwala Family Office and presently is the Managing Partner. Sharrp Ventures is a multi-asset class investment firm with investments across leading funds, private companies and listed equities in India and other global markets.

The firm manages the proprietary capital of the Harsh Mariwala family, founder of Marico Limited, one of India's most well-respected FMCG companies with a market cap of ~$8.5 Bn. With deep networks across the entrepreneurial ecosystem, Sharrp invests long-term patient capital and supports its portfolio companies through multiple stages of their growth and evolution. The firm has delivered top decile returns across asset classes with early investments in industry defining companies including Nykaa and Mamaearth.

Mr. Nikhil Khattau*
Non-Executive Independent Director

Mr. Nikhil Khattau is an experienced investor, entrepreneur and banker. At Mayfield, Nikhil has been leading investments since 2007. As an entrepreneur, he was founding CEO of SUN F&C, one of India's first privately - owned mutual fund houses. His investment banking experience was with EY's corporate Finance Group in London and New York. Mr. Khattau is a Fellow of the Institute of Chartered Accountants in England and Wales and received his Bachelor's degree from the University of Mumbai.

He believes the Indian consumer's habits are changing and he works with entrepreneurs at the forefront of this change. Food, online brands and consumer financial services are areas of his particular interest.

*Appointed as Non-Executive Non-Independent Director w.e.f. April 1, 2025

A R S

BOARD OF DIRECTORS

Mr. B.S. Nagesh*
Non-Executive Independent Director

Mr. B.S. Nagesh is the Founder of a Not for Profit organisation called TRRAIN (Trust for Retailers and Retail Associates of India). TRRAIN has a vision of Empowering people in Retail' with a mission of upgrading the lives of people in retail both at work and home.

He has been involved with Shoppers Stop since its inception in 1991 as the first employee. Today Shoppers Stop is the leading department store chain in India. Nagesh has contributed significantly in ushering modern retailing in the country.

He stepped out of the role of MD in Shoppers Stop Limited in 2009 at the age of 50 to start TRRAIN in accordance with his personal belief of 25 years of learning, 25 years of earning and 25 years of returning. He also founded Retailers Association of India in 2004. He stepped out of the Chairman's role in September 2020 after serving RAI for 16 years.

Mr. Nagesh has been recognised as an iconic retailer and was inducted into the World Retail Hall of Fame 2008 at the World Retail Congress 2008 conducted in Barcelona. With his induction in the World Retail Hall of Fame 2008, Mr. Nagesh became the first Asian retailer to take a significant place alongside more than 100 stalwarts of the global retail industry. He is the recipient of Hellen Keller award for being a role model in creating livelihood for Persons with Disability. He is also nominated as an Ashoka Fellow.

*Retired as Independent Director w.e.f. March 31, 2025

N A R S

Ms. Vasuta Agarwal
Non-Executive Independent Director

Ms. Vasuta Agarwal is the Chief Business Officer at InMobi. She leads the InMobi global performance business covering all Demand Side Platforms & Glance. This is in addition to the previous role of leading the global ad monetisation for InMobi's consumer platform (Glance) across strategy, product, technology, go-to-market and revenue operations as Chief Business Officer - Consumer Platform Advertising.

Having spent over 12 years at InMobi starting as a member of the Founder's team, she has held several different leadership positions within InMobi including those like SVP & GM, Consumer Platform Advertising, SVP & MD, Asia Pacific where she was responsible for the P&L and business for India, Southeast Asia, Japan, Korea and ANZ markets driving consistent scale and growth over 3+ years.

She has been featured in the Economic Times' 40 under Forty List for 2021', Campaign Asia '40 under 40 Class of 2021', Campaign Asia 'Women to Watch 2020' list, among the 'Top 50 Influential Women in Media and Marketing in India' for 3 successive years since 2018 and in the 'Economic Times Women Ahead List' in 2018.

Before InMobi, she was at McKinsey as a management consultant and with Intel as a chip design engineer. She has a PGDM in Business Administration and Management from the Indian Institute of Management, Bangalore and a Bachelor's in Engineering from Birla Institute of Technology and Science, Pilani.

N

Dr. Om Manchanda
Non-Executive Independent Director

Dr. Manchanda is the former Managing Director of Dr. Lal PathLabs Limited (LPL). He successfully led the transformation of LPL in last nearly 20 years from a small business to a professionally run India's largest medical diagnostics company. He also successfully led the IPO of the company in the year 2015, the first company to be listed in diagnostics space in India.

His career spans over three decades across diverse industries like FMCG, Agri-Inputs and Consumer Healthcare. He spent nearly a decade with Hindustan Unilever where he started his career as a management trainee in the year 1990.

He has done MBA from IIM Ahmedabad and is also an alumnus of Harvard Business School. He is a graduate in veterinary sciences. He was a finalist for the prestigious 'EY Entrepreneur of the Year' awards for 2015 and later won this award 'EY Entrepreneur of the Year' for 2019 in the Healthcare and Life Sciences category. He also received 'Healthcare Personality of the Year-2020' award in the FICCI Healthcare Excellence Awards, organised in September 2020.

Ms. Anita Belani*
Non-Executive Independent Director

Ms. Anita Belani is a seasoned professional with over 30 years of experience as a senior business & human capital leader. She is a director on the Board of Eternis Fine Chemicals and Foseco India Limited.

Ms. Belani is an ICF Accredited Executive Coach and has 15 years of coaching experience under her belt, having coached several C-suite level executives across various sectors. She has worked in the US with Sun Microsystems as its global Senior HR Business Partner and KPMG USA as Director HR. She has also worked with American Express TRS in the early part of her career.

Ms. Belani takes a keen interest in mentoring startups and is a key member of the lead Angels network which focuses on investing in early-stage companies.

*Appointed w.e.f. April 1, 2025

Mr. Vivek Anant Karve*
Non-Executive Independent Director

Mr. Vivek Karve is a finance professional with over 30 years of rich work experience across three sectors, namely, Financial Services, Consumer Goods and Information Technology (SAP consulting). Mr. Karve has made notable contributions in areas of Performance Management, GRC, Automation in Finance Processes, Outsourcing of Finance Processes, Designing and Implementation of Long-term Incentive Plans, M&A due diligence, designing and implementing Functional Competency Frameworks for Finance and sponsoring a few centres of excellence in the finance function, among others.

In his last stint as CFO of Financial Services Sector at Mahindra Finance, a listed NBFC, he was responsible for leading Finance function, spanning sectors such as Vehicle & Home Finance, Insurance Broking and Mutual Fund.

*Appointed w.e.f. April 1, 2025

AWARDS AND ACCOLADES

Being awarded Celebrating progress

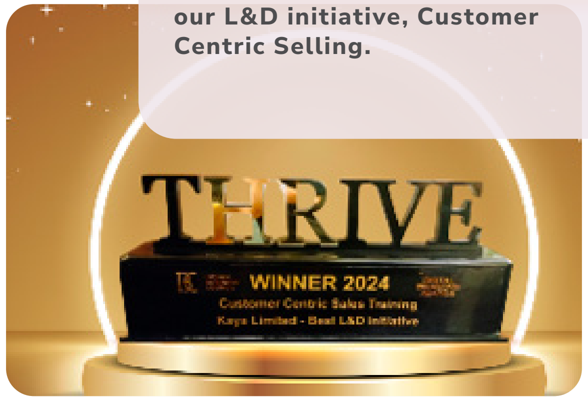
Every recognition reflects our commitment to building a culture driven by learning, inclusion and excellence. These awards reaffirm our belief that when we invest in our people and stay true to our values, the results speak for themselves.

#1

Secured Great Place To Work certification for the fifth time.

#2

Won the Thrive Award by the Indian Business Council for our L&D initiative, Customer Centric Selling.



#3

Honoured as one of the 2024 Avtar & Seramount 100 Best Companies for Women in India and earned a spot in the Hall of Fame for five consecutive years.

#4

Secured Silver at the 14th L&D Leadership India Summit for innovation in Learning & Development for Customer Centric Selling Training.

#5

Received the 'Best Use of AI Technology' award at the 9th Edition of the Future of Retail & E-commerce Summit and Awards 2025, organised by UBS Forums.

Statutory Reports & Financial Statements

Management Discussion and Analysis

The aesthetic services industry in India has evolved into a dynamic and fast-growing sector, underpinned by increasing consumer awareness, a greater focus on appearance and wellness, and broader access to professional skincare solutions. The market has shown steady growth in recent years and is expected to accelerate further, driven by lifestyle changes, rising aspirations, and the adoption of advanced technologies across urban and emerging markets.

Within the broader landscape, skin treatment continues to be the leading segment, reflecting growing demand for clarity, rejuvenation, and corrective care. This is followed by body and hair treatments, which are gaining traction with increasing consumer interest in sculpting, wellness-oriented services, and specialised hair solutions.

Kaya has played a pivotal role in shaping this transformation by offering dermatologist-backed, personalised skincare journeys across a pan-India network of clinics. With a deep understanding of Indian skin types, a curated service and product portfolio, and continued investments in technology and innovation, we have helped elevate industry standards and expand the reach of aesthetic care to a wider audience.

ECONOMIC AND INDUSTRY OVERVIEW

Navigating a fragmented global economy

In 2024, the global economy expanded at a moderate pace of 3.3%, indicating a period of relative stability, though growth remained subdued. However, as we move through 2025, the global landscape is undergoing a significant shift, driven by countries reordering their policy priorities in response to rising geopolitical tensions and growing economic challenges.

The United States has introduced a series of new tariff measures, prompting swift and forceful retaliations from major trading partners. This culminated in the implementation of near-universal tariffs on April 2. As a result, effective tariff rates have surged to levels not seen in over a century, delivering a sharp and damaging shock to global growth.

GDP growth projections
(in %)

	2024	2025	2026
Global Economy	3.3	2.8	3.0
Advanced Economies	1.8	1.4	1.5
Emerging Markets and Developing Economies	4.3	3.7	3.9

(Source: World Economic Outlook, April 2025)

The situation has been compounded by the pace and unpredictability of these policy changes, which have significantly heightened economic uncertainty and made the near-term outlook increasingly volatile. This growing instability has also undermined the reliability of traditional forecasting models, making it difficult to base projections on previously dependable assumptions.

Amidst this uncertainty, global headline inflation is expected to decline more slowly than earlier anticipated. It is now projected to ease to 4.3% in 2025 and further to 3.6% in 2026. The revision reflects higher inflation estimates for advanced economies, partially offset by marginal downward adjustments in emerging markets and developing economies.

Outlook

Despite the challenges facing the global economy, this period offers a unique opportunity to strengthen resilience and chart a more sustainable path forward. The adaptability shown by many economies under pressure signals that recovery is possible with the right mix of coordinated policies and proactive reform.

By working together to establish a stable and transparent trade environment, advancing timely debt resolution, and addressing structural imbalances, countries can support a more balanced and inclusive global recovery. Maintaining clear monetary policy direction, using macroprudential tools as needed, and implementing credible fiscal plans will help restore financial stability and protect long-term growth.

International cooperation will be essential in navigating the road ahead. With aligned strategies, strong leadership, and a commitment to shared progress, the global economy can regain momentum, rebuild buffers, and open up new opportunities for prosperity across regions.

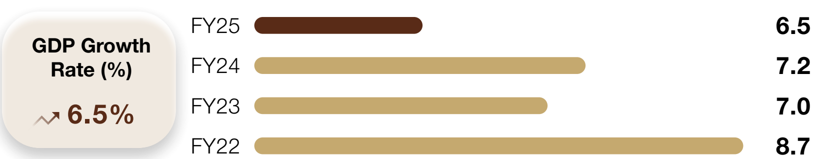
India’s economic stability and rising aspirations

India’s economic performance in FY25 remained resilient, with GDP growth estimated at 6.5%, reaffirming the country’s position as the world’s fastest-growing major economy. This growth trajectory has been anchored by sustained public investment in infrastructure, a revival in rural consumption following a favourable Kharif harvest, and continued expansion in the services sector, especially finance and real estate. The Reserve Bank of India’s recent rate cut, marking a return to monetary easing, has further supported the investment climate and spurred consumer sentiment. Simultaneously, improved manufacturing output and steady urban demand have reinforced the economy’s broad-based momentum. Despite persistent global trade headwinds, India’s solid domestic fundamentals, enabling policy environment, and enterprising private sector remain key drivers of near-term growth.

Fuelled by robust consumer demand, a rapidly evolving digital infrastructure, and the aspirations of a young, expanding middle class, India’s growth story is entering a transformative phase. Structural reforms, proactive government interventions, and a dynamic entrepreneurial ecosystem are working in tandem to unlock higher productivity, drive inclusive development, and foster continuous innovation across sectors.

At the heart of this transformation is a consumption-led growth engine, with private consumption outpacing overall GDP growth. The expanding middle-income demographic is playing a pivotal role by driving up per capita GDP, reshaping spending patterns, and increasing demand for premium products and services. Urbanisation, particularly among younger consumers, is further accelerating this shift as preferences move toward convenience, quality, and aspirational value. At the same time, the rapid development of Tier-2 and Tier-3 cities is broadening access and creating new consumption hubs, reshaping India's economic landscape and strengthening its domestic growth momentum.

GDP GROWTH PROJECTIONS
(in %)



Source: PIB

Retail inflation averaged a moderate 4.9% between April and December 2024, supported by stable food and fuel prices. This moderation created room for the Reserve Bank of India to implement its first interest rate cut in nearly five years, a move that has revived investment activity and lifted consumer confidence.

On the fiscal front, the government reiterated its commitment to consolidation, targeting a deficit of 4.9% of GDP for FY25. The Union Budget’s capital expenditure allocation of ₹11.21 lakh crore reflects continued emphasis on infrastructure-led growth, job creation, and long-term economic resilience.

India’s trade outlook is steadily improving. Increased exports of engineering goods, pharmaceuticals, and electronics, along with softer oil import costs and a manufacturing push under the PLI schemes, have helped narrow the trade deficit. Policy support is also strengthening the country’s external sector stability.

Despite persistent global headwinds, India’s domestic demand remains strong, backed by a growing digital ecosystem and ongoing policy reforms. The country is well on course to maintain its position as the fastest-growing major economy, creating pathways for inclusive and sustainable development.

Outlook

India’s economy is projected to grow between 6.3% and 6.8% in FY26, supported by strategic reforms, a dynamic digital ecosystem and expanding consumer demand. Flagship initiatives such as Make in India and the Production-Linked Incentive (PLI) schemes are reshaping the manufacturing sector and attracting significant investments in electronics, semiconductors and renewable energy.

At the same time, large-scale infrastructure development across highways, ports and smart cities is accelerating economic activity, generating employment and enhancing overall productivity.

With consistent policy support and continued capital investments, India is well-placed to sustain long-term growth and reaffirm its position as a major global economic force.

INDUSTRY OVERVIEW

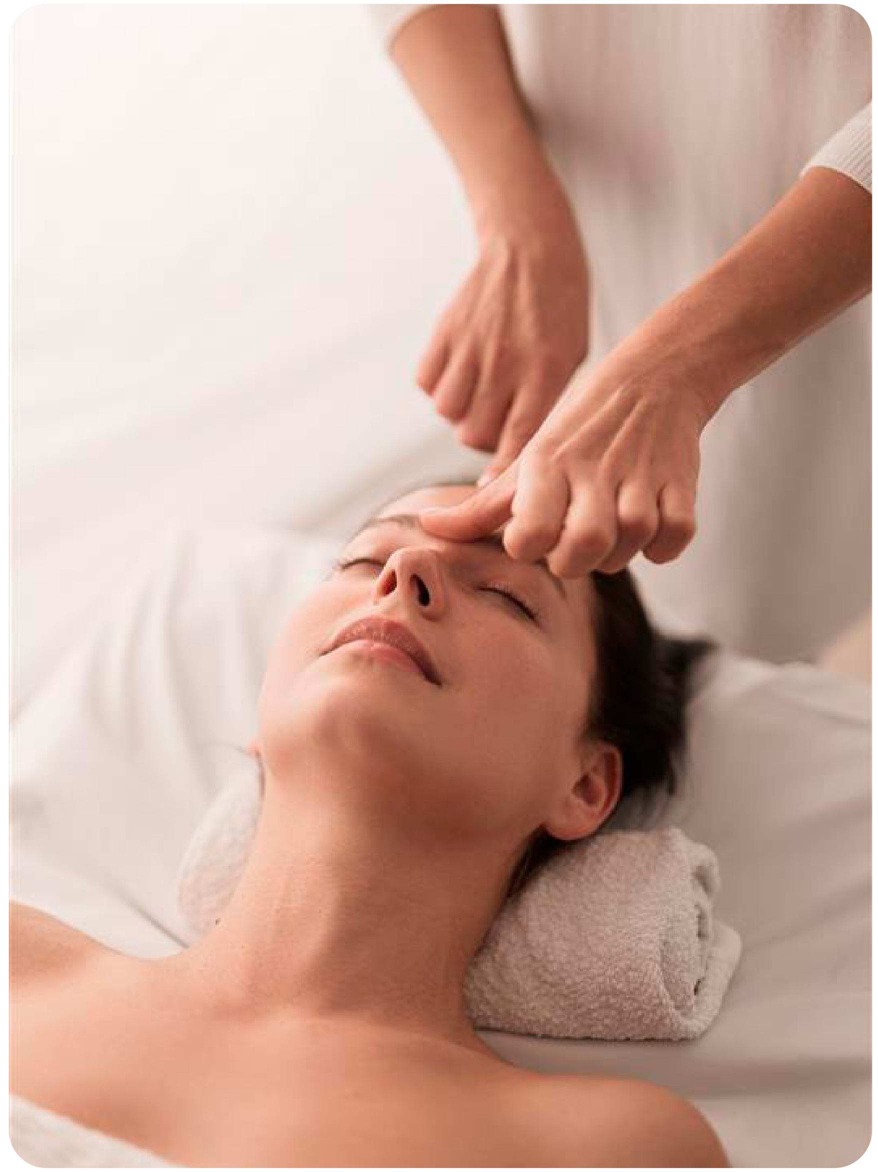
Market size of aesthetic dermatology industry in India

India’s aesthetic services landscape is undergoing a steady transformation, driven by rising aspirations, growing awareness, and expanding consumer interest in personal care and wellness. A strengthening economy is translating into higher discretionary spending, with more individuals prioritising self-care and aesthetic enhancement as part of their lifestyle choices.

Simultaneously, the influence of social media platforms such as Instagram and YouTube is reshaping the beauty ecosystem. These platforms are no longer just channels of inspiration; they have become powerful engines of discovery, consumer engagement, and brand storytelling. Influencer-led content, livestream tutorials, and interactive campaigns are playing a vital role in shaping preferences and accelerating the adoption of aesthetic treatments.

13.4%

Growth projection for Indian Aesthetic Services Market (CAGR)



The industry is actively responding to these shifts by offering more targeted, technology-enabled, and inclusive solutions, thereby redefining the way aesthetic care is perceived and accessed across diverse consumer segments. Reflecting this momentum, the Indian Aesthetic Services Market is projected to grow at rate of 13.4% (CAGR).

One of the key drivers of this growth is the rising demand for non-invasive aesthetic procedures. These treatments, which offer reduced risks and shorter recovery times compared to surgical alternatives, are gaining popularity across age groups and geographies. Advancements in laser technology and energy-based devices are further enhancing the safety, efficacy, and accessibility of these procedures.

In parallel, there is a growing shift toward personalised skincare solutions tailored to individual needs. Consumers are increasingly turning to AI-powered diagnostics and customised regimens that address specific skin types and concerns, fuelling adoption and expanding the market’s reach.

INDIAN AESTHETIC SERVICES MARKET FORECAST - BREAKUP BY TREATMENT TYPE - FY25-FY29

(in %)

	CAGR FY25-FY29
Skin Treatment	13.1%
Body Treatment	14.4%
Hair Treatment	12.3%

Source: Analyst Reports, Expert Interviews and IMARC Group

INDIAN AESTHETIC SERVICES MARKET FORECAST - BREAKUP BY REGION - FY25-FY29

(in %)

	CAGR FY25-FY29
North India	12.5%
South India	13.8%
West & Central India	15.0%
East India	10.9%

Source: Analyst Reports, Expert Interviews and IMARC Group

By FY29, North India is expected to represent the largest market for aesthetic services in India, accounting for a share of 31.3% of the total market. North India is expected to be followed by South India (28.1%), West & Central India (27.8%), and East India (12.8%).

KEY TRENDS DRIVING INDIA'S NON-SURGICAL AESTHETIC MARKET

Rising demand for non-surgical aesthetic procedures

India is experiencing strong growth in non-invasive aesthetic treatments such as Botox, dermal fillers, laser hair removal, and chemical peels. These procedures are increasingly preferred for their shorter recovery time, lower cost, and reduced risk compared to surgical alternatives. Clinics are expanding their offerings with at-home models supervised by dermatologists and scaling up in Tier 1 and Tier 2 cities. The growing visibility of treatment outcomes on social media is helping normalise aesthetic procedures and broaden their acceptance across age groups and genders.

Expanding middle class and higher disposable incomes

India's expanding middle class is playing a pivotal role in accelerating the growth of the aesthetic services market. The share of the population classified as middle class has grown from 14% in 2004–05 to 39% in FY25, and is projected to reach 46% by 2030 and 63% by 2047. This demographic shift is accompanied by rising disposable income, the weighted mean income of the middle class increased from ₹4.4 lakh in AY 2014 to ₹13 lakh in CY2023. Moreover, the number of individuals earning over ₹1 million annually has more than doubled, surpassing 12 million as of March 2024. This financial empowerment is driving demand for aesthetic procedures such as skin rejuvenation, hair restoration, anti-aging, and body contouring, services that were once considered discretionary. In response, aesthetic service providers are expanding their offerings and geographic presence to tap into this growing market.

Technology-driven innovation

Technological advancements are playing a critical role in driving the growth of India's aesthetic services market. The increasing adoption of non-invasive treatments is being accelerated by the integration of next-generation devices and digital tools. Portable and affordable aesthetic technologies are making treatments more accessible, both for clinics and at-home users. At the same time, artificial intelligence is reshaping personalised skincare through tools such as skin analyzers and treatment simulators, which enable practitioners to tailor procedures with greater precision. These innovations are enhancing treatment efficacy, improving customer satisfaction, and expanding the appeal of aesthetic services across a broader demographic spectrum.

Influence of social media and evolving beauty trends

Social media is reshaping India's aesthetic services market by influencing preferences and normalising treatments. Interactive content, influencer partnerships, and live showcases are making aesthetic procedures more visible, aspirational, and accessible, especially among younger audiences. This digital shift is empowering consumers with knowledge, reducing stigma, and accelerating demand.

Blending wellness with aesthetic services

The integration of wellness and aesthetic services is reshaping consumer experiences. Salons and spas are increasingly offering holistic services that combine beauty treatments with wellness practices like yoga, meditation, and nutrition. This convergence caters to evolving lifestyle needs, reflecting a broader shift toward comprehensive self-care that goes beyond appearance to encompass overall well-being.

Strategic collaborations fueling innovation

Strategic partnerships are playing a pivotal role in shaping India's aesthetic services landscape by supporting emerging beauty and skincare brands. Collaborative platforms that offer financial backing, mentorship, and access to distribution are fostering a vibrant ecosystem of innovation and entrepreneurship. These initiatives not only accelerate product development and market reach but also enhance the overall quality and diversity of aesthetic offerings available to Indian consumers.

Role of Kaya in the overall aesthetic dermatology services industry

Kaya has established itself as a category-defining brand in the Indian aesthetic dermatology space, reshaping how consumers approach skincare and self-care. With over two decades of clinical legacy, Kaya is built on the foundation of dermatologist-led services and a consistent focus on innovation. The brand has evolved to align with modern consumer expectations while remaining grounded in its core principles of safety, science, and personalisation.

Integrating technology to transform skincare experiences

Kaya has taken a leadership role in digital innovation within skincare, using artificial intelligence and data-driven tools to enhance both product and service experiences. The introduction of an AI-enabled direct-to-consumer platform allows users to self-assess their skin and receive tailored product recommendations, improving both convenience and precision. The brand has also introduced KLEAR AI, which supports dermatologists with efficient, data-backed consultations. The Doctor AI App has further optimised clinical interactions, resulting in improved treatment accuracy and enhanced customer satisfaction. These technological advancements have positioned Kaya as a frontrunner in intelligent dermatological care.

Expanding clinical services and product innovation

Kaya continues to diversify its offerings to meet the evolving demands of the beauty and wellness landscape. Its skincare product portfolio has expanded to include solutions focused on pigmentation, acne, brightening, and anti-aging, all backed by clinical research and expertise. The addition of nutraceuticals has extended the brand's reach into wellness, offering beauty solutions that work from within. On the clinical front, Kaya has introduced advanced and minimally invasive procedures such as HIFU, Profhilo injectables, IV drips, and microblading. This comprehensive approach positions Kaya as a trusted destination for both preventive and corrective aesthetic solutions.

Fostering a people-first, innovation-led culture

Kaya's internal culture has been instrumental in shaping its success in the aesthetic dermatology industry. The organisation is recognised for its strong focus on inclusivity, with more than 85 percent of its workforce comprising women. This representation fosters diverse perspectives and empathetic care, which are essential in a people-centric industry. Kaya invests in continuous learning and skill development to ensure its clinical teams are equipped with the latest global knowledge and techniques. Employee wellness initiatives are also a priority, reflecting the brand's belief in a holistic approach to beauty and well-being. This commitment to people fuels Kaya's trusted reputation and high standards of service.

Shaping industry perception through marketing and engagement

Kaya is playing a critical role in driving awareness and acceptance of aesthetic dermatology across India. Through purpose-driven marketing, influencer collaborations, and educational content, the brand is actively challenging misconceptions and normalising conversations around aesthetic care. Its loyalty programme, Kaya Smiles, enhances customer engagement by offering personalised rewards, exclusive offers, and curated experiences. This approach not only deepens consumer relationships but also builds long-term loyalty. By combining education with thoughtful engagement, Kaya is making clinical skincare more relatable and accessible to a wider audience.

Elevating the industry standard

Kaya's influence on India's aesthetic dermatology landscape is defined by its ability to merge clinical credibility with technological innovation, inclusive values, and a deep understanding of consumer needs. From pioneering AI-driven skincare solutions to fostering a culture of care and continuous learning, Kaya has raised the bar for quality and accessibility in dermatological services. As the demand for personalised and science-based skincare continues to rise, Kaya remains well-positioned to lead the next phase of growth and transformation in the industry.

DERMATOLOGICAL SERVICES

Market size of aesthetic dermatology industry in India

India's dermatology segment is fast becoming a cornerstone of growth within the broader pharmaceutical and wellness industry. This transformation is shaped by a combination of rising skin health awareness, evolving beauty standards, and a growing preference for holistic self-care. As more people actively seek solutions for both clinical skin conditions and cosmetic enhancement, the market is witnessing a clear shift from basic skincare to advanced, results-driven treatments. Pharmaceutical companies are responding with a sharper focus on innovation, expanding their dermatology portfolios to include a mix of therapeutic and aesthetic offerings tailored to modern lifestyles.

Fueling this evolution is the parallel boom in the skincare products market, which has moved beyond functionality to become a powerful medium of self-expression and well-being. Today's consumers—especially millennials and Gen Z—view skincare not just as a necessity but as an extension of their identity. Their choices are informed by factors such as skin type, life stage, daily routine, and values like inclusivity, clean beauty, and authenticity. Skincare brands are adapting accordingly, creating targeted, high-performance products while reshaping their narratives to connect more deeply with this digitally savvy, values-driven audience.

Social media has emerged as a game-changer in this space. Platforms are not only shaping trends and educating users but also providing instant access to a global universe of products, routines, and expert advice. Discovery is now social, and success lies in speed, relevance, and trust. As a result, the rise of direct-to-consumer models and online-first strategies is creating new pathways for growth. Quick-to-market innovations, influencer-led promotions, and personalised engagement are empowering brands to build stronger connections and scale rapidly across both metro and non-metro markets.

At the intersection of healthcare and lifestyle, dermatology today is a movement that blends science, aspiration, and everyday care. From chronic conditions to confidence-boosting regimens, the demand for credible, effective, and personalised solutions is growing. The segment's expansion reflects not only a maturing consumer mindset but also the industry's readiness to meet it with better access, smarter products, and deeper engagement. In this environment, dermatology is well poised to lead the next wave of growth, where wellness meets technology, and care becomes both clinical and cultural.

Main growth drivers

- Rising consumer spending on personal care and wellness, driven by lifestyle upgrades and growing self-awareness
- Entry of new players bringing fresh innovation, competitive pricing, and differentiated product offerings
- Rapid advancements in dermatological technologies and skincare formulations, enabling safer and more effective treatments
- Shift in perception of personal care from basic hygiene to a form of self-expression and identity
- Proliferation of digital channels including e-commerce platforms, social media, and brand websites, enhancing accessibility and discovery

Way forward

The strategic roadmap focuses on delivering excellence across every stage of the value chain, starting from product ideation and formulation to distribution, marketing, and aftercare The brand is working to enhance product visibility and relevance through an integrated approach that includes sales outreach, influencer partnerships, and strong content-led engagement. Innovation is a key priority, with continuous efforts to develop new products that respond to changing skin needs and consumer expectations. At the same time, a clearly defined, tiered brand identity is being shaped grounded in dermatological expertise and supported by a portfolio of thoughtfully designed products that combine scientific efficacy with aesthetic appeal.

India's dermatological services industry is witnessing strong growth, driven by rising awareness of skin health, increasing disposable incomes, and rapid technological advancement. The sector spans clinical treatments, cosmetic procedures, and dermacosmetic products, and is expanding steadily across both metro and non-metro markets.

With innovations in non-invasive therapies, personalised skincare, and AI-enabled diagnostics, dermatology is evolving from a purely medical domain to a broader wellness and lifestyle segment. India is emerging as a prominent market in the global dermatology space, combining clinical expertise with rising consumer demand.

Body contouring

The body contouring and sculpting segment is projected to grow at a CAGR of 14.9% during FY25–FY29.

Body contouring and sculpting have emerged as high-demand treatments in India, particularly among urban millennials and Gen Z consumers seeking non-invasive or minimally invasive fat reduction solutions. The rising popularity of procedures such as cryolipolysis (fat freezing), radiofrequency lipolysis, and ultrasound cavitation is being fueled by increasing awareness around fitness aesthetics and body image, trends amplified by the influence of social media.

At Kaya, we specialise in body sculpting with a personalised, results-oriented approach. Our experts conduct in-depth assessments to understand each individual's physique, goals, and treatment preferences, recommending solutions that deliver effective and visible outcomes.

To meet growing demand, we have expanded our Cool Sculpting infrastructure across metro and non-metro cities. Our body contouring offerings address a range of concerns including targeted fat reduction, inch loss, skin tightening, and toning, providing clients with safe, non-invasive options that fit into their lifestyle.

Body contouring continues to be a strategic focus for Kaya, and we are actively strengthening our capabilities and footprint in this segment to serve evolving consumer needs and drive long-term growth.

Laser hair reduction

India's laser hair reduction market to grow at a CAGR of 12.1% during FY25–FY29. This growth is being driven by rising demand for non-invasive, long-lasting hair removal solutions. Consumers are increasingly opting for laser treatments over traditional methods like waxing and shaving due to superior precision, speed, and comfort. Technological innovations, such as the launch of Alma Lasers' Soprano Titanium in 2024—with its high-speed 4cm applicator—are further enhancing treatment experience and driving market adoption.

Kaya has established itself as a trusted leader in Laser Hair Reduction (LHR) services for both men and women. As a category pioneer, Kaya employs US-FDA-approved technologies operated by experienced dermatologists to ensure safe and effective results. Our commitment to quality, hygiene, and consistent service outcomes has made us the preferred choice for customers seeking dependable and advanced hair reduction solutions.

LHR continues to be a key acquisition driver for Kaya. Through focused marketing, digital outreach, and client education, we are expanding our footprint across metros and non-metro regions. By positioning laser hair reduction as a core offering, Kaya is meeting evolving consumer preferences while reinforcing its leadership in India's aesthetic services space.

Brightening and pigmentation

The Indian skin brightening and lightening segment is projected to grow at a CAGR of 11.0% during FY25–FY29. This growth is driven by cultural preferences and rising demand for radiant, even-toned skin. Consumers are increasingly opting for non-invasive treatments that offer visible results with minimal side effects.

At Kaya, we recognise that achieving radiant skin requires a holistic, personalised approach. Every individual's skin is unique, particularly when addressing pigmentation and brightening concerns. Our treatments are administered by trained doctors and supported by our in-house dermatologists, ensuring expert care tailored to each client's specific needs.

Our comprehensive portfolio addresses pigmentation concerns through advanced, non-invasive methods. Q-Switch laser treatments are designed to reduce sunspots, uneven tone, and deep pigmentation by breaking down melanin deposits and restoring skin clarity. Complementing this, our customised chemical peels gently exfoliate dead cells and stimulate new cell turnover. These peels are carefully selected to suit different skin types and concerns, optimising outcomes in brightness and skin renewal.

We also offer targeted laser-based rejuvenation therapies that address pigmentation and uneven tone, delivering visible results with minimal downtime making them highly preferred by today's time-conscious consumers. To reinforce clinical outcomes, our dermatologist-formulated skincare range includes brightening serums and pigmentation-correcting creams enriched with synergistic actives to sustain skin clarity and glow.

With increasing awareness and growing demand across both metro and non-metro cities, Kaya is well-positioned to serve the evolving skincare aspirations of a broad and diverse clientele. Our focus remains on delivering safe, effective, and personalised solutions that empower individuals to look and feel their best.

Whether the goal is to reduce pigmentation, restore luminosity, or maintain an even skin tone, Kaya's team of expert dermatologists and proven treatment protocols are designed to guide and support clients through every step of their skincare journey towards healthy, glowing skin.

Anti-Ageing

India's anti-ageing segment is projected to grow at a CAGR of 13.0%. This surge is driven by growing awareness of non-invasive treatments and a shift in consumer concerns, from wrinkles to broader issues like dullness, uneven tone, and skin texture. With Gen Z and millennials embracing preventive skincare, clinics are witnessing rising demand for collagen therapies, clean formulations, and holistic skin health solutions.

At Kaya, we view ageing as a personalised journey. Every skin type is unique and demands tailored care. Our treatments are delivered by qualified doctors and dermatologists, combining clinical expertise with the latest in dermatological science. From facial rejuvenation and laser therapies to Botox, fillers, and skin tightening, our extensive anti-ageing portfolio is designed to deliver visible results while prioritising safety and comfort.

With a presence across metros and non-metro markets, Kaya continues to invest in advanced technologies and personalised protocols. Our clinics uphold the highest standards of hygiene and efficacy, offering clients trusted, medically backed solutions that address both early signs and visible effects of ageing, empowering them to maintain youthful, radiant skin at every stage of life.

Hair Care

The hair growth treatments segment is projected to grow at a CAGR of 12.4% during FY25–FY29.

India's hair growth treatment market is evolving rapidly, with increasing preference for non-invasive and minimally invasive solutions that deliver effective results with minimal downtime. Popular treatments such as Platelet-Rich Plasma (PRP) therapy, Low-Level Laser Therapy (LLLT), and advanced topical medications are witnessing growing adoption. PRP, in particular, has gained momentum for its natural, clinically supported approach using the patient's own blood platelets to stimulate follicular regeneration.

At Kaya, we have built a robust presence in the hair care space, offering a comprehensive suite of services that go beyond addressing visible symptoms. We focus on identifying and treating the root causes of hair concerns, including scalp health, nutritional deficiencies, and lifestyle factors. Each treatment plan is customised to the individual, ensuring greater efficacy and sustainable outcomes.

Our advanced offerings include PRP and Growth Factor Concentrate (GFC) therapies, both known to promote hair regrowth and improve scalp vitality. We also deploy Derma Roller treatments that enhance serum penetration and stimulate scalp activity, accelerating hair regeneration.

To ensure precision and maximise outcomes, Kaya uses advanced scalp diagnostic tools that analyse underlying concerns and inform personalised treatment pathways. This technology-led approach enhances treatment efficacy and helps monitor progress.

Beyond in-clinic treatments, Kaya supports long-term hair health through a curated range of hair care products. These include nourishing serums that fortify hair follicles, as well as nutraceutical supplements that promote hair wellness from within. Together, they form a 360-degree, doctor-led hair care regimen that empowers clients to achieve stronger, healthier hair both inside and outside the clinic.

Way forward

The Indian dermatology and skincare market is undergoing a transformative phase, driven by rapid technological innovation and the growing integration of machine-led services. Advancements in dermatology technology and AI-enabled doctor consultations are expected to play a central role in shaping strategic direction. Rising digital penetration and internet usage have significantly increased awareness around dermatological procedures and products, making expert care more accessible and desirable. The market is also witnessing a surge in activity from private equity-funded skincare and dermatology brandsDermatologists are increasingly becoming influential voices, positioned as 'skinfluencers' who resonate with younger audiences, especially on platforms like Instagram. Against this backdrop, Kaya's strategy is anchored in strengthening its presence and enhancing its capabilities to deliver a seamless, tech-enabled, and expert-led experience for customers across India.

KAYA LIMITED OVERVIEW

Kaya delivers dermatologically certified, science-backed solutions designed to elevate the health and radiance of your skin, hair, and body. Our offerings seamlessly combine medical expertise with a deep understanding of individual needs, ensuring that every treatment is effective, safe, and personalised. Backed by a robust network of expert dermatologists and delivered by trained in-clinic professionals, our services cover advanced skincare, precision hair care, and body contouring therapies.

Complementing our in-clinic solutions is a comprehensive retail portfolio of skincare and haircare products, thoughtfully developed to extend the benefits of our treatments into daily routines. By integrating cutting-edge technology and continuous innovation into our services, we aim to deliver visible, long-lasting results.

With a growing footprint across India and the Central Asian region, Kaya is redefining aesthetic dermatology through personalised care, clinical excellence, and a future-focused approach that puts people and their confidence at the center of everything we do.

SCOT ANALYSIS

S — Strengths

- **22+ years** in the skincare and aesthetic dermatology industry, earning trust and credibility across consumer segments.
- **Tech-enabled clinical excellence** powered by next-gen laser machines, AI-led consultations, and continuous innovation in clinic technology.
- **Widespread clinic network** strategically located across India's urban centres, ensuring accessibility and convenience.
- **Robust digital presence** with growing traction across D2C platform and social media channels.
- **India's most trusted brand in Aesthetic.**

C — Challenges

- **High operational overheads** linked to clinic infrastructure, maintenance, and skilled personnel.
- **Dependence on physical clinics** in an era of rising teledermatology solutions, limiting scalability.
- **Limited availability of top-tier dermatologists,** posing hiring and retention challenges in a niche talent pool.
- **Intensifying competition** from nimble, new-age aesthetic chains.

O — Opportunities

- **Surging demand from male consumers**, particularly in hair restoration and skincare segments.
- **High-impact influencer marketing** and creator partnerships driving awareness and engagement with digital-first audiences.
- **Millennial-led growth** in dermatology services, backed by a stronger focus on appearance, wellness, and preventive care.
- **Self-care and wellness** boom positioning Kaya as a trusted, medically driven player in an emotionally resonant space.
- **Leveraging operational overheads** for future growth
- Innovation to increase market share and last mile solutions
- Complementing services with premium positioned products

T — Threats

- **Digital-first beauty brands** aggressively capturing market share with influencer-heavy marketing and agile product launches may impact our Product business
- **Freelance dermatologists and boutique clinics** offering competitive pricing and leaner models on payments
- **Disruptive service models** such as at-home laser devices and virtual consultations challenging the relevance of physical clinic formats.

HUMAN RESOURCE

Kaya's success is anchored in the strength of its people. Our team of over 800 professionals across India forms a dynamic and passionate workforce, dedicated to delivering excellence at every touchpoint. Our human resource philosophy is rooted in creating a workplace culture that values excellence, motivation, inclusion, and continuous learning & growth.

We place strong emphasis on nurturing talent through structured learning and development initiatives. These include role-based trainings, leadership development programmes, and regular upskilling sessions designed to keep our team aligned with evolving industry standards and emerging technologies. By investing in our people, we ensure they remain confident, capable, and future-ready.

Our workplace policies are designed to support holistic employee well-being. From professional advancement to mental wellness and personal development, every initiative is carefully crafted to foster a sense of purpose and belonging. Our teams are consistently encouraged to embody Kaya's values in their day-to-day roles, helping us deliver personalised, high-impact customer experiences.

By promoting collaboration, creativity, and accountability, Kaya continues to strengthen its culture and empower its people. This approach enables us to stay agile, customer-focused, and aligned with our long-term strategic goals.

RISK MANAGEMENT

At Kaya, risk management is a core element of our governance framework and business strategy. We have adopted a comprehensive and forward-looking approach that helps us identify, assess, and mitigate potential risks across operational, financial, regulatory, and reputational domains. Our risk management framework is embedded into key decision-making processes and monitored through structured governance protocols. This enables us to maintain business continuity, anticipate market disruptions, and ensure compliance with evolving legal and regulatory landscapes.

We regularly evaluate and update our risk registers, factoring in emerging trends such as shifts in consumer behavior, digital disruption, cybersecurity threats, and geopolitical developments. This enables our teams to act swiftly and decisively, minimising exposure and maintaining strategic clarity. Through cross-functional coordination and continuous scenario planning, we build resilience across the organisation. Our approach not only safeguards Kaya's operational integrity but also enables us to identify new growth opportunities, respond effectively to challenges, and stay focused on delivering sustainable value to all stakeholders.

FINANCIAL OVERVIEW

Particulars (in ₹ lakh)	Standalone		
	FY25	FY24	Gr %
Collection*	25,016	23,464	7%
Net Revenue	21,742	21,032	3%
EBIDTA**	2,523	3,439	
% to NR	12%	16%	
PAT before OCI***	(2,651)	(13,872)	
% to NR	-12%	-66%	
PAT after OCI****	(2,690)	(13,904)	
% to NR	-12%	-66%	

*Collection includes only Clinic Collections
**EBITDA - Earnings before Interest, Tax, Depreciation and Amortisation calculated as per SEBI results
***Profit after tax but before Other Comprehensive Income
****Profit after tax but after Other Comprehensive Income

NET REVENUES

Net Revenue at ₹21,742 lakh grew by 3% over FY24.

COST OF GOODS SOLD (COGS)

COGS includes cost of materials consumed, purchases of stock-in-trade, changes in inventories of finished goods, work-in-process and stock-in-trade, consumption of consumables and stores and spare parts as well as contract manufacturing expenses.

Kaya India's COGS is 24% of Net Revenue in FY25 as compared to 21% of Net Revenue in FY24. COGS on absolute cost grew by 15% as compared to FY24.

EMPLOYEE COST

Employee cost includes the cost of contractual staff, personnel at the clinic staff servicing the customers and also staff at the corporate office.

Kaya India's Employee costs at ₹6,076 lakh grew by 12% over FY24.

RENTALS

Rental cost primarily includes rental place occupied to operate the clinics.

The rental cost has now become a part of Ind AS 116 Leases accounting and only short-term leases and Low value leases are now part of other expenses in Statement of Profit and Loss

ADVERTISEMENT SALES AND PROMOTION

Kaya India advertisement costs at ₹1,615 lakh (7% of Net Revenue) grew by 46% in FY25.

OTHER OPERATIVE EXPENSES

Other expenses majorly include overheads such as professional charges paid to doctors, electricity, repairs and maintenance, insurance, travel, rates and taxes, etc.

Kaya India's other operative expense costs declined by 4% to ₹6,229 lakh (29% of Net Revenue) in FY25.

EARNINGS BEFORE INTEREST, TAX AND DEPRECIATION (EBITDA)

Kaya India recorded EBITDA of ₹2,523 lakh (12% of Net Revenue) compared to ₹3,439 lakh (16% of Net Revenue) of FY24.

DEPRECIATION, AMORTISATION AND IMPAIRMENT

Depreciation and amortisation expenses grew by 7% to ₹3,764 lakh (17% of Net Revenue) during FY25 as compared to ₹3,525 lakh (17% of Net Revenue) during FY24.

OTHER INCOME

Other income in FY25 is at ₹1,705 lakh as compared to ₹461 lakh in FY24.

TOTAL COMPREHENSIVE LOSS

Total Comprehensive Loss is ₹(2,690) lakh in FY25 as compared to ₹(13,904) lakh in FY24.

FIXED ASSETS

Fixed Assets (net of depreciation) increased by ₹697 lakh during FY25 from ₹4,942 lakh in FY24 to ₹5,638 lakh in FY25.

INTERNAL FINANCIAL CONTROLS

The Company places strong emphasis on maintaining robust internal financial control systems to safeguard financial assets and uphold transparency across all operational functions. These systems are underpinned by well-defined Corporate Governance policies, clearly established roles and responsibilities, standard operating procedures, and a modern Enterprise Resource Planning (ERP) framework. Each of these elements is periodically reviewed by the management to ensure continued relevance and effectiveness.

To ensure compliance and control accuracy, periodic testing and certification of internal financial controls over reporting are conducted by statutory auditors. These evaluations span all key locations including offices, clinics, and business functions. Additionally, the Company engages external audit firms to perform internal audit reviews under a risk-based audit plan, duly approved by the Audit and Risk Management Committee.

The internal auditors report key findings and recommend corrective actions where necessary. These recommendations are closely tracked and their implementation is regularly monitored by the Committee to ensure a timely resolution.

The Audit and Risk Management Committee maintains oversight on the overall adequacy and effectiveness of the Company's internal control framework. It reviews progress on audit recommendations, with particular focus on those related to strengthening risk mitigation policies and systems. Through this rigorous and structured approach, the Company ensures that its risk management architecture remains strong, responsive, and effective in safeguarding operational and financial performance.

Cautionary Statement

This report contains forward-looking statements regarding the Company's goals, expectations, estimates, projections, and future plans. These statements are subject to applicable securities laws and regulations. While they are based on reasonable assumptions and currently available information, actual outcomes may differ materially from those expressed or implied due to various external and internal factors beyond the Company's control.

Board's Report

To the Members,

Your Directors present the 22nd Annual Report of Kaya Limited (the “Company”) alongwith the Audited Financial Statements for the financial year ended March 31, 2025.

Financial Highlights

(₹ in lakhs)

Particulars (Rs in lakhs)	Standalone		Consolidated	
	FY 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
Revenue from operations	21,742.30	21,032.49	21,716.83	20,517.71
Other income	1,705.40	461.47	1,705.40	461.47
Total income	23,447.70	21,493.96	23,422.23	20,979.18
Total expenses	26,098.76	35,365.67	26,759.00	30,351.89
(Loss) before share of loss of joint venture	(2,651.06)	(13,871.71)	(3,336.77)	(9,372.71)
Share of (Loss) of joint venture	-	-	-	-
(Loss) before Tax	(2,651.06)	(13,871.71)	(3,336.77)	(9,372.71)
Total tax expense	-	-	-	-
Net loss for the period for continuing operations	(2,651.06)	(13,871.71)	(3,336.77)	(9,372.71)
(Loss) / Profit from discontinued operations	-	-	11,704.30	(3,592.75)
(Loss) / Profit for the period	(2,651.06)	(13,871.71)	8,367.53	(12,965.46)
Net (loss) for the year attributable to:				
- Owners of the Company	-	-	8,367.53	(12,921.52)
- Non Controlling Interest	-	-	-	(43.94)
Other comprehensive income / (loss)	(39.04)	(32.26)	21.31	(107.15)
Total comprehensive (loss) for the year	(2,690.10)	(13,903.97)	8,388.84	(13,072.61)
Total comprehensive (loss) attributable to :				
- Owners of the Company	-	-	8,388.84	(13,028.67)
- Non Controlling Interest	-	-	-	(43.94)

Performance Overview

During the year under review, the Company registered consolidated total revenue of ₹21,716.83 lakhs, an increase of around 5.8% over the previous year. A profit of ₹8,388.84 Lakh (38.6% of total revenue) was reported during the financial year under review, as compared to a loss of ₹13,072.61 Lakh (63.7% of previous year’s total revenue) for the previous financial year. There are no material changes and commitments affecting the financial position of your Company which have occurred between the end on the FY 2024-25 and the date of this report.

Transfer To General Reserves

The Company during the year has transferred ₹62.19 lakhs to general reserve from share options outstanding accounts.

Dividend

The Directors have recommended no dividend for the year ended March 31, 2025.

Share Capital

During the year under review, the Company has issued 28,170 equity shares on August 14, 2024 and 5,280 equity shares on September 19, 2024 to the employees of the Company pursuant to the exercise of stock options under the Kaya Employee Stock Option Plan 2016- Scheme IV.

Pursuant to the allotment of equity shares under the ESOP Scheme, the paid-up equity share capital of the Company is ₹13,09,75,410 divided into 1,30,97,541 equity shares of ₹10/- as on March 31, 2025.

Material Changes and Commitments, if any, affecting the financial position of the Company

No material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the Company except as disclosed elsewhere in this Report.

Consolidated Financial Statements

As required under SEBI Listing Regulations, the Consolidated Financial Statements prepared are as per the Indian Accounting Standards ('Ind AS'), form part of this Annual Report.

Subsidiaries, Joint Ventures and Associates

On March 27, 2024, the Company entered into a definitive agreement to sell its entire shareholding in Kaya Middle East DMCC for a consideration of AED 2.3 Million (₹ 510 lakhs) and Kaya Middle East FZE for a consideration of AED 30.7 Million (₹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. The Company has obtained shareholders approval for the said transaction through postal ballot passed on April 27, 2024.

During the year under review, Kaya FZE along with its subsidiaries ceased to be a step-down material subsidiary of the Company w.e.f. June 7, 2024 and Kaya DMCC alongwith its subsidiaries/joint ventures ceased to be a wholly owned material subsidiary of the Company w.e.f. November 15, 2024.

As on March 31, 2025, the Company has one wholly owned subsidiary, viz., KME Holdings Pte Ltd, which is under the process of winding up.

A report on the performance and financial position of each of the subsidiaries that have been consolidated till the period mentioned above is provided in Form AOC-1 annexed as Annexure I as per Section 129(2) of the Companies Act, 2013.

Further, pursuant to the provisions of Section 136 of the Act, the audited financial statements including consolidated financial statements along with relevant documents of the Company and audited financial statements of the subsidiaries are available on the website of the Company www.kaya.in

The policy for determining material subsidiaries of the Company has been provided in the following link www.kaya.in

Directors' Responsibility Statement

Based on the framework of Internal Financial Controls and Compliance Systems established and maintained by the Company, the work performed by the Internal, Statutory and Secretarial Auditors and External Consultants, including Audit of Internal Financial Controls over financial reporting by the Statutory Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's Internal Financial Controls were adequate and effective during the Financial Year ended March 31, 2025.

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

i. that in the preparation of the annual accounts for the year ended March 31, 2025, the applicable accounting standards have been followed and there are no material departures;

ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the loss of your Company for that period;

iii. that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv. that the annual accounts have been prepared on a 'going concern' basis;

v. that as stated above, proper internal financial controls to be followed by the Company were laid down and such internal financial controls are adequate and were operating effectively;

vi. that proper systems to ensure compliance with the provisions of all applicable laws were devised and that such systems were adequate and operating effectively.

Board of Directors and Key Managerial Personnel

Board of Directors

As on March 31, 2025, the Company had 7 Directors with an optimum combination of Executive & Non-Executive Directors including 1 Woman Director.

Resignation and Retirement of Directors

During the year under review, Mr. Irfan Mustafa, Independent Director of the Company resigned w.e.f. close of business hours on August 5, 2024.

During the year under review, Mr. B S Nagesh and Mr. Nikhil Khattau, retired as an Independent Directors of the Company w.e.f. on March 31, 2025, pursuant to the completion of their tenure.

The Board places on record its sincere appreciation for the services rendered by Mr. Mustafa, Mr. Nagesh and Mr. Khattau during their tenure as Independent Directors of the Company.

Appointment/Re-appointment of Directors

The Board of Directors on the recommendation of the Nomination and Remuneration Committee has approved the appointment of Mr. Nikhil Khattau as a Non- Executive Non-Independent Director of the Company w.e.f. April 1, 2025.

Further, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, also approved the appointment of Mr. Vivek Karve and Ms. Anita Belani as the Non- Executive Independent Directors of the Company for a term of 5 years w.e.f. April 1, 2025.

The shareholders of the Company on March 9, 2025, through postal ballot notice dated January 28, 2025, approved the above-mentioned appointments of Mr. Nikhil Khattau, Mr. Vivek Karve and Ms. Anita Belani.

Proposed Re-appointment of Directors

In accordance with the requirements of the Act and the Company's Articles of Association, Mr. Rishabh Mariwala retires by rotation and is eligible for re-appointment. Member's approval is being sought at the ensuing AGM for his re-appointment. His brief resume and other details in terms of Regulation 36(3) of SEBI LODR and Secretarial Standards on General Meeting, is provided in the Notice of the Annual General Meeting. Also, he is not disqualified from being re-appointed as the Director by virtue of the provisions of Section 164 of the Companies Act, 2013.

Declaration of Independence

In terms of Section 149 of the Companies Act, 2013 and SEBI Listing Regulations, Ms. Anita Belani, Dr. Om Manchanda, Ms. Vasuta agarwal and Mr. Vivek Karve are the Independent Directors of the Company as on the date of this Report.

In terms of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. Based upon the declarations received from the Independent Directors, the Board of Directors have confirmed that they meet the criteria of Independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

In the opinion of the Board, there has been no change in the circumstances affecting their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board.

Further in terms of Section 150 read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have registered their names in the bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

Key Managerial Personnel

In terms of Section 203 of the Act, following are the Key Managerial Personnel of the Company as on March 31, 2025 :

- Mr. Harsh Mariwala – Chairman & Managing Director;
- Mr. Arihant Dhariwal – Chief Financial Officer
- Ms. Nitika Dalmia – Company Secretary & Compliance Officer.

During the year under review, Mr. Rajiv Nair ceased to be the Chief Executive Officer of the Company w.e.f. October 25, 2024.

Board Meetings and Committees

The Board of Directors of the Company met 4 (Four) times during the year to deliberate on various matters. The details of the Board Meetings held and attended by the Directors, the composition of the Board and its Committees and its terms of reference are provided in the Corporate Governance Report forming part of this Annual Report.

Remuneration Policy

The Company has adopted a Remuneration Policy for the Directors, Key Managerial Personnel and Other Employees, pursuant to the provisions of the Act and the SEBI Listing Regulations.

The philosophy for remuneration of Directors, Key Managerial Personnel and all other Employees of the Company is based on the commitment of fostering a culture of leadership with trust. The Remuneration Policy of the Company is aligned to this philosophy. Remuneration Policy is available on the Company's website at www.kaya.in

It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and all other employees is as per the Remuneration Policy of the Company. Details of remuneration paid to Directors are provided in the Corporate Governance Report forming part of this Annual Report.

Evaluation of Board, its Committees and Directors

The Nomination and Remuneration Committee has formulated the criteria for the evaluation of the Individual Directors, Board and its Committees. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

The criteria for evaluation of Individual Directors includes inter alia aspects such as knowledge and competency, initiative taken, availability and attendance at the meeting, commitment, integrity, independence, contribution at Board/Committee Meetings and guidance/support to the management outside Board/Committee Meetings. In addition, the Chairman is also evaluated on key aspects of his role, including effectiveness of leadership and ability to steer the meetings, impartiality, ability to keep shareholders' interests in mind and motivating and providing guidance to the Executive Directors, etc.

The criteria for Board Evaluation includes inter alia, structure of the Board, meetings and functions of the Board, degree of fulfilment of key responsibilities, establishment and delineation of responsibility to Committees, effectiveness of Board processes, information and functioning and quality of relationship between the Board and the Management, etc.

The criteria for Committee evaluation includes inter alia, mandate and composition, effectiveness of the Committee, structure of the Committee and meetings, independence of the Committee from the Board, contribution to decisions of the Board, effectiveness of the meetings and quality of relationship of the Committee with the Board and the Management, etc.

During FY 2024-25, the Board evaluated the effectiveness of its functioning, of the Committees and of Individual Directors. The Nomination and Remuneration Committee Chairman had a detailed discussion with individual Directors to obtain their inputs on effectiveness of the Board/Committee functioning and processes. The detailed presentation on the Board Effectiveness was made to the Board on January 28, 2025.

Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

In a separate meeting of Independent Directors held on January 28, 2025, the evaluation of Board and Non-Executive Directors (including the Chairman) was conducted taking into account feedback received from all Directors. The Independent Directors provided feedback to the Board Chairman and Managing Director.

Vigil Mechanism

We have embodied the mechanism in the Code of Conduct of the Company for employees to report concerns about unethical behavior, actual or suspected fraud or violation of our Code of Conduct. This mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee and the Risk Management Committee in exceptional cases and no personnel have been denied access to the Audit Committee and Risk Management Committee. The Board, Audit Committee and Risk Management Committee are informed periodically on the cases reported, if any, and the status of resolution of such cases.

Related Party Transactions

In line with the requirements of the Act and the SEBI Listing Regulations, the Company has adopted a policy on Related Party Transactions (‘RPT Policy’). The updated RPT Policy is available on website of the Company at www.kaya.in

During the year under review, all the transactions entered into by the Company with the Related Parties were at arm’s length and in the ordinary course of business. These transactions were pre-approved by the Audit Committee including all Independent Directors on the Audit Committee. The transaction entered into by the subsidiary companies with the related party(s) of the Company, where the value of such transaction(s) exceeded the prescribed threshold under the SEBI Listing Regulations, were approved by the Audit Committee including all Independent Directors on the Audit Committee. The details of actual transactions were reviewed by the Audit Committee on a quarterly/annual basis.

Details of Related Party Transactions entered into by the Company for FY 2024-25, in terms of Ind AS 24 have been disclosed in the Notes to the Standalone/Consolidated Financial Statements forming part of this Annual Report.

The Company did not have any contracts or arrangements with Related Parties in terms of Section 188(1) of the Act. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for FY 2024-25 and hence does not form part of this Report.

Internal Financial Controls

The Company’s internal financial control systems comprising Corporate Governance Policies, roles, responsibilities and authorities, standard operating procedures and ERP are reviewed by the Management. The Internal Controls over Financial Reporting are routinely tested and certified by Statutory Auditors to cover all offices, factories and key business areas. External firms were engaged to cover the internal audit reviews and the reviews were performed based on the risk-based internal audit plan approved by the Audit and Risk Management Committee of the Company and they are also reported about the significant audit observations and follow up actions thereon. The Audit Committee and Risk Management Committee periodically reviews the adequacy and effectiveness of the Company’s internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company’s risk management policies and systems.

Risk Management

The Board of Directors of the Company has a Risk Management Committee to frame, implement and monitor the risk management plan for the Company.

The Committee is responsible for monitoring, reviewing and mitigating various risks associated with the Company and its business. The Audit Committee also has oversight on various financial risks and controls associated with the same.

The Risk Management framework spearheaded by the aforesaid Committees seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company’s competitive advantage.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Conservation of Energy

Your company emphasizes of conservation of energy as its responsibility towards the environment and society at large. Your Company ensures that its products, services and operations are safe for consumers, employees and the environment. Your Company ensures this with a focus on technology, processes and improvements that matter for environment. These include reduction in power consumption, optimal water usage and eliminating excess use of paper.

Technology Absorption

The Company strives to adopt technology that provides the best possible outcome to its customers. The Company constantly reviews technological innovations/advancements applicable to its business.

Foreign Exchange Earnings and Outgo

The details of Foreign Exchange Earnings and Outgo for the year under review are as follows:

Foreign exchange earnings and Outgo	2024-25	2023-24
	(₹ in lakhs)	(₹ in lakhs)
1. The Foreign Exchange earned in terms of actual inflows during the year.	2,111	1,117
2. The Foreign Exchange outgo during the year in terms of actual outflows.	1,359	301

Prevention Of Sexual Harassment at Workplace

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 have been provided in the Report on Corporate Governance Report.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report, as required under the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the separate section and forms integral part of the Report.

Corporate Governance

Pursuant to Regulation 34 of the Listing Regulations, Report on Corporate Governance along with the certificate from the Statutory Auditors certifying compliance with conditions of Corporate Governance forms part of this Annual Report.

Particulars of Employees & Related Disclosures

Disclosures required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is attached as Annexure - II

Statement containing the particulars of top ten employees and the employees drawing remuneration in excess of limits prescribed under Section 197(12) of the Act read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is an annexure forming part of this Report. In terms of the proviso to Section 136(1) of the Act, the Report and Accounts are being sent to the Members excluding the aforesaid annexure. The said statement is also available for inspection with the Company. Any Member interested in obtaining a copy of the same may write to the Company Secretary at investorrelations@kayaindia.net

Details pertaining to Employees' Stock Option Scheme

Your Company has instituted Stock Option Plans to enable its employees to participate in your Company's future growth.

KAYA EMPLOYEE STOCK OPTION PLAN, 2016

The Board of Directors of the Company through a circular resolution passed on June 28, 2016 had approved the introduction and implementation of Kaya Employee Stock Option Plan, 2016 ("Kaya ESOP 2016" or "the Plan") for employees of the Company and its subsidiaries and the same was approved by the members at the AGM held on August 4, 2016. Under the plan, Stock Options shall be granted to eligible employees by the Nomination and Remuneration Committee through various Schemes to be notified under the Plan..

KAYA ESOP 2016 - SCHEME IV

The Nomination and Remuneration Committee on August 3, 2021 approved the Kaya ESOP 2016 - Scheme IV through which they granted 2,15,403 stock options to the employees of the Companies and its subsidiaries. Out of the above options 18,069 options had lapsed during the financial year ended on March 31, 2025.

KAYA EMPLOYEE STOCK OPTION PLAN, 2021

The Board of Directors of the Company at their meeting held on October 29, 2021 had approved the introduction and implementation of Kaya Employee Stock Option Plan, 2021 ("Kaya ESOP 2021" or "the Plan") for employees of the Company and its subsidiaries and the same was approved by the members through postal ballot passed on January 13, 2022.

i. **KAYA ESOP 2021- SCHEME I**

The Nomination and Remuneration Committee on March 2, 2022 approved the KAYA ESOP 2021- Scheme 1 through which they granted 5,11,364 stock options to the identified employees of the Company. All the said options had lapsed during the FY ended March 3, 2025

ii. **KAYA ESOP 2021 – SCHEME II**

The Nomination and Remuneration Committee on May 29, 2022 approved the Kaya ESOP 2021 - Scheme II through which they granted 1,21,000 stock options to the employees of the Companies and its subsidiaries. Out of the above options 81,700 options had lapsed during the financial year ended on March 31, 2025.

iii. **KAYA ESOP 2021 – SCHEME III**

The Nomination and Remuneration Committee on February 15, 2024 approved the Kaya ESOP 2021 - Scheme III through which they granted 14,523 stock options to the employees of the Companies. None of the options were lapsed as on March 31, 2025.

Detailed disclosure pertaining to ESOPs is annexed as annexure III to this Report.

Auditors

Statutory Auditors and Auditors' Report

At the 19th AGM held on August 1, 2022, the Members approved the re-appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 24th AGM to be held in the year 2027.

The Statutory Auditor's report for FY2024-25 does not contain any qualifications, reservations, adverse remarks, which require explanations/comments by the Board.

Internal Auditors

M/s. RSM Astute Consulting Private Limited, Chartered Accountants, are the Internal Auditors of the Company. Annual Audit Plans are prepared on the basis of the discussions between the Internal Audit Team and the Audit Committee. The Audit Committee periodically reviews such plans and modifies them as and when required. Internal Auditors independently conduct objective assessment of Company's financial and operational processes, risk management practices, regulatory compliances and effectiveness of internal controls. Internal Audit Reports along with the management response/action plans are reviewed by the Audit Committee, on a quarterly basis.

Secretarial Auditors and Secretarial Audit Report

Pursuant to the provisions of the Act and the Rules made thereunder, the Board of Directors of the Company had appointed Magia Halwai & Associates, Practising Company Secretaries to conduct the Secretarial Audit of the Company for the Financial Year ended March 31, 2025.

The Secretarial Audit Report for the Financial Year ended March 31, 2025 is annexed to this Report as Annexure IV. There has been no qualification, reservation, adverse remark or disclaimer given by the Secretarial Auditors in their Report.

Further, in terms of the requirement of the Regulation 24A of the SEBI Listing Regulations, the Board on recommendation of the Audit Committee has approved the appointment of M/s Magia Halwai & Associates, Practising Company Secretaries as the Secretarial Auditors of the Company for five years i.e. from FY 2025-26 to FY 2029-30, subject to the shareholders' approval at the ensuing AGM.

Reporting of Fraud by Auditors

During the year under review, Statutory Auditors, Internal Auditors and Secretarial Auditors have not reported any instances of fraud committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Act.

Particulars of Loans, Investments and Guarantees

The particulars of loans given, investments made, guarantees given and securities provided as per Section 186 of the Act by the Company are disclosed in the Standalone Financial Statements forming part of this Annual Report.

Deposits

During the year under review, the Company has not accepted any deposits from public in terms of the Act. Further, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.

Annual Return

The Annual Return of the Company for FY 2024-25 in Form MGT-7 pursuant to the provisions of the Act and rules made thereunder, is available on the website of the Company at www.kaya.in

Details of Significant and Material Orders Passed by the Regulators

There are no significant or material orders passed, during the year under review, by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

Compliance with Secretarial Standards

The Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India from time to time on Meetings of the Board of Directors and General Meetings.

General Disclosures

During the year, there were no transactions requiring disclosure or reporting in respect of matters relating to:

- Issue of shares with differential rights as to dividend, voting or otherwise;
- Pendency of any proceedings under the Insolvency and Bankruptcy Code, 2016;
- Maintaining Cost Records in accordance with Section 148(1) of the Act read with the rules made thereunder due to non-applicability;
- There are no instances of one-time settlement with banks or financial institutions.

The Board takes this opportunity to thank all its employees for their dedicated service and firm commitment to the goals of the Company. The Board also wishes to place on record its sincere appreciation for the wholehearted support received from shareholders, bankers, all other business associates, and customers. We look forward to continued support of all these partners in progress.

On behalf of the Board of Directors,

Place: Mumbai
Date: May 28, 2025

Harsh Mariwala
Chairman & Managing Director

CORPORATE GOVERNANCE REPORT

The Directors Report on Compliance of the Corporate Governance for the year ended March 31, 2025 is given below.

PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance is a fundamental component in cultivating efficiency and growth as well as enhancing Investors' confidence. Kaya is committed to fulfilling its obligations to stakeholders, guided by a strong foundation of transperancy, accountability and integrity..

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as applicable, with regard to corporate governance.

BOARD OF DIRECTORS

Composition and category of Directors as on March 31, 2025:

The Board of Directors provides strategic guidance which ensures effective monitoring of the management of the Company. The Board encompasses corporate values which enhance the level of deliverables by the Company to Stakeholders. Our Board exercises appropriate control and judiciously exercises its fiduciary responsibilities in a spirit of trust, transparency and fair play. The Company has a very balanced and diverse Board of Directors, which primarily takes care of the business needs and stakeholders' interest.

The composition of the Board is in conformity with Regulation 17 of the Listing Regulations read with Section 149 and 152 of the Act with optimum combination of executive and non-executive directors and with a woman director. The total Board strength as on March 31, 2025 comprises of:

Executive Director	Non- Executive Non Independent Director	Non- Executive Independent Director	Total Strength
1	2	4	7

During the year, Mr. Irfan Mustafa, Independent Director resigned from the Company w.e.f. August 5, 2024.

Except those mentioned below, none of the Directors of your Company are inter-se related to each other:

a. Mr. Harsh Mariwala and Mr. Rishabh Mariwala are related as Father and Son

b. Mr. Harsh Mariwala and Mr. Rajendra Mariwala are first cousins and

c. Mr. Harsh Mariwala, Mr. Rajendra Mariwala and Mr. Rishabh Mariwala are members of the Promoter/ promoter group of the Company

The details of Director (s) retiring are given in the Notice to the Annual General Meeting.

Board:

The Board generally meets 4 times during the year. Additional meetings are held as and when required. The Directors are also given an option of attending the board meeting through video conferencing. During the year ended on March 31, 2025, the Board of Directors had 4 meetings. The dates on which the meetings were held during the financial year ended March 31, 2025 are as follows:

May 27, 2024; August 6,2024; October 28, 2024 and January 28, 2025.

The last Annual General Meeting ("AGM") was held on August 6, 2024 vide audio-visual mode. The attendance record of the Directors at the Board Meetings for the year ended March 31, 2025, and at the last AGM is as under:

Name of the Director & DIN	No. of Board Meetings		Whether attended last AGM held August 6, 2024
	Held	Attended	
Mr. Harsh Mariwala (00210342)	4	4	Yes
Mr. Rajendra Mariwala (00007246)	4	4	Yes
Mr. Rishabh Mariwala (03072284)	4	4	Yes
Mr. B. S. Nagesh* (00027595)	4	4	Yes
Mr. Nikhil Khattau** (00017880)	4	4	Yes
Mr. Irfan Mustafa*** (07168570)	1	1	N.A.
Ms. Vasuta Agarwal (07480674)	4	3	Yes
Dr. Om Manchanda (02099404)	4	4	No

* Mr. B. S. Nagesh ceased to be a Director of the Company upon completion of his second term as an Independent Director on March 31, 2025 (end of business hours).

**Mr. Nikhil Khattau ceased to be an Independent Director of the Company w.e.f March 31, 2025 (end of business hours). He was appointed as a Non-Executive Non- Independent director of the Company w.e.f. April 1, 2025

*** Mr. Irfan Mustafa ceased to be a Director of the Company w.e.f August 5, 2024 on account of his resignation.

The composition of the Board and the number of other directorships held by each of the Directors as on March 31, 2025 is given in the table below:

Name of Director	Category	Directorships in other Public Limited Companies (*)	Number of Memberships in Board Committees of Other Companies (**)	Number of Chairmanships in Board Committees of Other Companies (**)	Names of the listed entities where the person is a director and the category of directorship
Mr. Harsh Mariwala	Chairman & Managing Director	4	-	-	• Marico Limited (Chairman & Non – Executive Director) • Thermax Limited (Independent Director) • Zensar Technologies Limited (Independent Director)
Mr. Rajendra Mariwala	Non-Executive Non-Independent Director	4	3	-	• Marico Limited (Non – Executive Director) • Westlife Foodworld Limited (Independent Director) • Apcotex Industries Limited (Independent Director)
Mr. Rishabh Harsh Mariwala	Non-Executive Non- Independent Director	1	-	-	• Marico Limited (Non – Executive Director)
Ms. Vasuta Agarwal	Non – Executive, Independent Director	-	-	-	-

Name of Director	Category	Directorships in other Public Limited Companies (*)	Number of Memberships in Board Committees of Other Companies (**)	Number of Chairmanships in Board Committees of Other Companies (**)	Names of the listed entities where the person is a director and the category of directorship
Mr. B. S. Nagesh	Non – Executive, Independent Director	1	1	-	• Shoppers Stop Limited (Chairman & Non – Executive Director)
Mr. Nikhil Khattau	Non – Executive, Independent Director	2	1	1	• Marico Limited (Director) • Torrent Pharmaceuticals Limited (Independent Director)
Dr. Om Manchanda	Non – Executive, Independent Director	1	2	-	• Sundrop Brands Limited (Director)

*Excludes directorship in private limited companies, foreign companies and companies under Section 8 of the Act.

**Only membership in the Audit Committee (AC) and Stakeholders Relationship Committee (SRC) of the listed companies are considered except Kaya Limited.

None of the Directors held directorship in more than 7 listed companies. Further, none of the Independent Directors (ID) of the Company served as an ID in more than 7 listed companies. None of the IDs serving as a whole-time director/managing director in any listed entity, serves as an ID of more than 3 listed entities. None of the Directors held directorship in more than 20 Indian companies, with not more than 10 public limited companies.

None of the Directors is a member of more than 10 committees or acted as chairperson of more than 5 committees (being AC and SRC, as per Regulation 26(1) of the Listing Regulations) across all the public limited companies in which he/she is a director. The necessary disclosures regarding committee positions have been made by the Directors.

The Independent Directors have confirmed that they satisfy the 'criteria of independence' as stipulated in the Regulation 16(1)(b) of the Listing Regulations.

Skills/expertise/competencies of the Board of Directors

The Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees. The Board periodically evaluates the need for change in its composition and size. The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company, which are currently available with the Board:

Skills	Mr. Harsh Mariwala	Mr. Rajen Mariwala	Mr. Rishabh Mariwala	Mr. B. S. Nagesh	Mr. Nikhil Khattau	Ms. Vasuta Agarwal	Dr. Om Manchanda
Corporate Strategy and Planning	✓	✓	✓	✓	✓	✓	✓
Operations & Process Optimization	✓			✓			✓
Corporate Governance, Risk & Compliance	✓			✓	✓		
Leadership	✓	✓	✓	✓	✓	✓	✓
Entrepreneurship	✓	✓	✓	✓	✓		✓
Global business & Consumer Understanding	✓	✓	✓	✓	✓	✓	
Brand Building	✓		✓	✓			✓
New Age Consumer Channel & Digital Skills			✓	✓	✓	✓	
Retail & Go to market strategy	✓		✓	✓	✓		✓
Financial & Accounting	✓			✓	✓		
Human Capital Management	✓		✓	✓	✓		✓

Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013 and regulations of the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on January 28, 2025 without the attendance of non-independent directors and members of the Management. At such meetings, the independent directors discuss, among other matters, the performance of the Company and risks faced by it, the flow of information to the Board, governance, compliance, Board movements, and performance of the executive members and other members of the Board on a whole.

Declaration by Independent Directors

The Company has received necessary declarations from each independent director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the Listing Regulations. The Board confirms that, in its opinion, the independent directors fulfil the conditions as specified in the Regulation 16 of the Listing Regulations and they are independent of the management.

Familiarisation Programme for Directors

The details of the Familiarisation Programme conducted for the Independent Directors enlightening them about their roles, rights, responsibilities in the Company, etc. is disclosed on the Company's website at http://kaya.in/investorrelations/corporategovernance.

Board Evaluation

In terms of applicable provisions of the Act and Listing Regulations, the Board of Directors carried out the annual performance evaluation of the Directors including Independent Directors, Committees and the Board as a whole, through means of a structured questionnaire. The questionnaire includes various aspects of functioning of the Board and Committee such as its composition, expertise, information flow, performance of specific duties, governance issues, etc. and performance of individual directors on parameters such as attendance, contribution, expertise and independent judgement. The evaluation result and feedback were collated and reviewed for identifying areas of improvement. The Directors have expressed their satisfaction with the process.

Code of Conduct

The Board of Directors has laid down a Code of Conduct for Business and Ethics ("the Code") for all the Board members and all the employees in the management grade of the Company. The Code covers amongst other things the Company's commitment to honest & ethical personal conduct, fair competition, vigil mechanism, corporate social responsibility, sustainable environment, health & safety, transparency and compliance of laws & regulations etc. The Code of Conduct is posted on the website of the Company https://www.kaya.in/media/wysiwyg/investor/pdf/Kaya_COC_2018.pdf

All the Board members and senior management personnel have confirmed compliance with the code. A declaration to that effect signed by the Managing Director of your company forms part of this report.

Committees of the Board

1. **Audit Committee**

   Audit Committee is constituted in accordance with Section 177 of the Companies Act 2013 and Regulation 18 of the Listing Regulations.

   The Audit Committee comprises two Independent Directors and one Non-Executive, Non-Independent Director.

   Composition of Audit Committee as on March 31, 2025:

Sr.No.	Name	Category
1	Mr. Nikhil Khattau	Chairman - Non-Executive - Independent Director
2	Mr. B. S. Nagesh	Member - Non-Executive - Independent Director
3	Mr. Rajendra Mariwala	Member - Non-Executive - Non- Independent Director

   Ms. Nitika Dalmia, Company Secretary acts as the Secretary of the Audit Committee.

   Audit Committee attendance

   During the year, 4 Audit Committee meetings were held on May 27, 2024; August 6, 2024; October 28, 2024 and January 28, 2025. The attendance details of the audit committee meetings are as follows:

Names of the Director	Nature of Membership	Number of Meetings	
		Held	Attended
Mr. Nikhil Khattau*	Chairman	4	4
Mr. B. S. Nagesh**	Member	4	4
Mr. Rajendra Mariwala	Member	4	4
Ms. Vasuta Agarwal***	Member	1	1

* Mr. Nikhil Khattau ceased to be an Independent Director of the Company w.e.f. March 31, 2025 (end of business hours). He was appointed as a Non-Executive Non- Independent Director of the Company w.e.f. April 1, 2025.

** Mr. B. S. Nagesh ceased to be a an Independent Director of the Company upon completion of his second term on March 31, 2025 (end of business hours).

***Ms. Vasuta Agarwal was appointed as a member of the Audit Committee w.e.f June 30, 2024 and she resigned as a member of the Audit Committee w.e.f October 16, 2024

The powers, role and terms of reference of the Committee covers the areas as contemplated under Regulation 18(3) of the Listing Regulations and Section 177 of the Act as applicable, besides other terms as may be referred by the Board of Directors. The powers include investigating any activity within its terms of reference; seeking information from any employee; obtaining outside legal or other professional advice; and securing attendance of outsiders with relevant expertise, if it considers necessary. The role includes oversight of Company's financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient and credible; recommending the appointment, re-appointment, if required, replacement or removal of statutory auditors, fixation of audit fees and approval of payment for any other services, as permitted; reviewing the adequacy of internal audit function; discussing with internal auditors any significant findings and follow-up thereon; reviewing with the management annual and quarterly financial statements before submission to the Board for approval; approval or any subsequent modification of any transactions of the Company with related parties; review and monitor the auditors independence and performance and effectiveness of audit process; scrutiny of inter corporate loans and investments, if any; evaluation of internal financial controls and risk management system; reviewing the functioning of the whistle-blower mechanism, and reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary (whichever is lower).

2. Nomination and Remuneration Committee

Nomination and Remuneration Committee is constituted in accordance with Section 178 of the Companies Act 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Our Nomination and Remuneration Committee comprises of three members out of which two are Independent Directors as on March 31, 2025.

Sr. No.	Name	Category
1	Mr. B. S. Nagesh	Chairman - Non-Executive - Independent Director
2	Ms. Vasuta Agarwal	Member - Non-Executive - Independent Director
3	Mr. Rajendra Mariwala	Member - Non-Executive – Non-Independent Director

Note : Mr. Irfan Mustafa ceased to be a Director on account of his resignation w.e.f. August 5, 2024, and accordingly, also ceased to be a member of the Committee from the said date.

Ms. Nitika Dalmia, Company Secretary acts as the Secretary of the Committee.

During the year, 4 Nomination & Remuneration Committee meetings were held on May 27, 2024; August 6, 2024; October 28, 2024 and January 28, 2025.The attendance details of the nomination and remuneration committee meetings are as follows

Names of the Director	Nature of Membership	Number of Meetings	
		Held	Attended
Mr. B. S. Nagesh*	Chairman	4	4
Mr. Irfan Mustafa**	Member	1	1
Ms. Vasuta Agarwal	Member	4	3
Mr. Rajendra Mariwala	Member	4	4

* Mr. B. S. Nagesh ceased to be a an Independent Director of the Company upon completion of his second term on March 31, 2025 (end of business hours).

** Mr. Irfan Mustafa ceased to be a Director of the Company w.e.f. August 5, 2024

The terms of reference of the Committee inter-alia includes the following:

1. formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. formulating criteria for evaluation of Independent Directors and the Board;
3. devising a policy on Board diversity;
4. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
5. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. framing the Employees Share Purchase Scheme (ESPS) / Employees Stock Option Scheme (ESOS) for the employees of the Company and of its subsidiary companies; and recommending the same to the Board/shareholders for their approval and implementing the Scheme approved by the shareholders and suggesting to Board/shareholders changes in the ESPS/ESOS;
7. framing and implementing, on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of Executive Directors, including ESPS / ESOP, pension rights and any compensation payment;
8. allotment of shares upon exercise of vested options pursuant to the grants under the ESPS / ESOP;
9. recommend to the board, all remuneration, in whatever form, payable to senior management; and
10. any other matter(s) as may be recommended by the Board of Directors.

Remuneration to Executive Director

The Company's Board comprises of only one Executive Director, namely, Mr. Harsh Mariwala, the Chairman & Managing Director of the Company. Mr. Harsh Mariwala was not paid any remuneration or sitting fees for the Financial Year ended March 31, 2025.

Remuneration to Non-Executive Directors

The Details of remuneration paid to the Non-Executive/Independent Directors for the Financial Year ended March 31, 2025 is as follows: -

Name of the Director	Sitting Fees (Amount in ₹)
Mr. Rajendra Mariwala	₹10,50,000/-
Mr. B. S. Nagesh	₹ 10,50,000/-
Mr. Irfan Mustafa	₹ 1,50,000/-
Mr. Nikhil Khattau	₹8,50,000/-
Mr. Rishabh Mariwala	₹4,00,000/-
Dr. Om Manchanda	₹4,00,000/-
Ms. Vasuta Agarwal	₹5,00,000/-

Details of shares held by the Non-Executive Directors as on March 31, 2025

Name of Non-Executive Director	Number of Shares held of the Company
Mr. Rajendra Mariwala	1,86,924
Mr. Rishabh Mariwala	2,62,000

Particulars of Senior Management including changes therein since the close of the previous financial year:

Name of Senior Management	Designation
Mr. Rajiv Suri	Global Chief Executive Officer
Mr. Arihant Dhariwal	Chief Financial Officer
Ms. Amrita Chowdhury	Vice President & Head - Human Resource
Mr. Nishant Nayyar	Vice President & Head – Marketing
Mr. Lokesh Wagadre	Vice President & Head -Information &Technology
Dr. Aparna Santhanam	Head Medical Operations
Ms. Nitika Dalmia	Company Secretary & Compliance Officer

Notes: -

- Mr. Rajiv Nair ceased to be the Chief Executive Officer w.e.f. the close of Business hours of October 25, 2024
- Ms. Jayanti Sati ceased to be the Associate Vice President - E-commerce & Product w.e.f. August 15, 2024

3. Stakeholders' Relationship Committee

Stakeholders' Relationship Committee is responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services

Stakeholders' Relationship Committee is constituted in accordance with Section 178 (5) of the Companies Act 2013 and Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

As on March 31, 2025, the Stakeholders' Relationship Committee comprises of three Directors, viz., One executive Director and two Independent Directors

No.	Name	Category
1	Mr. Nikhil Khattau	Chairman - Non-Executive - Independent Director
2	Mr. B. S. Nagesh	Member - Non-Executive - Independent Director
3	Mr. Harsh Mariwala	Member - Executive Director

Ms. Nitika Dalmia, Company Secretary is designated as the "Compliance Officer" who oversees the redressal of the investors' grievances.

During the year One meeting of the Stakeholders' Relationship Committee was held on January 28, 2025. The attendance details of the Directors at the said meeting is as follows:

Names of the Director	Nature of Membership	Number of Meetings	
		Held	Attended
Mr. Nikhil Khattau*	Chairman	1	1
Mr. B. S. Nagesh**	Member	1	1
Mr. Harsh Mariwala	Member	1	1
Mr. Rajen Mariwala	Member	1	1

* Mr. Nikhil Khattau ceased to be an Independent Director of the Company w.e.f. March 31, 2025 (end of business hours). He was appointed as a Non-Executive Non- Independent director of the Company w.e.f. April 1, 2025.

**Mr. B. S. Nagesh ceased to be a an Independent Director of the Company upon completion of his second term on March 31, 2025 (end of business hours).

Note:- Mr. Rajen Mariwala was appointed as a member of the Stakeholders' Relationship Committee w.e.f January 28, 2025 and he resigned as a member of the Stakeholders' Relationship Committee w.e.f March 15, 2025.

The terms of reference of the Committee inter-alia includes the following:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports / statutory notices by the shareholders of the Company;
5. To recommend measures for overall improvement in the quality of services to the investors; and
6. To oversee the performance of the Registrar and Transfer Agent of the Company.

Shareholder's Complaint during the FY 2024-2025:

Number of shareholders' complaints received during the financial year	Number of complaints not solved to the satisfaction of shareholders	Number of pending complaints
Nil	Nil	Nil

4. Risk Management Committee

Regulation 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates constitution of the Risk Management Committee. The Committee is required to laydown the procedures to inform to the Board about the risk assessment and minimization procedures and the Board shall be responsible for framing, implementing and monitoring the risk management plan of the Company.

The Committee reviews the risk trend, exposure and potential impact analysis carried out by the management. The Risk Management Committee shall meet periodically, as it deems fit.

Risk Management Committee is constituted in accordance with Regulation 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Risk Management Committee comprises of the following members as on March 31, 2025:

Sr. No.	Name	Category
1	Mr. Nikhil Khattau	Chairman - Non-Executive - Independent Director
2	Mr. B. S. Nagesh	Member - Non-Executive - Independent Director
3	Mr. Rajendra Mariwala	Member - Non-Executive Director
4	Mr. Harsh Mariwala	Member - Executive Director
5	Mr. Rajiv Suri	Member- Global Chief Executive Officer
6	Mr. Arihant Dhariwal	Member- Chief Financial Officer

Ms. Nitika Dalmia, Company Secretary acts as the Secretary of the Committee.

During the year under review, 4 meetings of the Risk Management Committee was held on May 27, 2024; August 6, 2024; October 28, 2024 and January 28, 2025. The attendance details of the members of the Committee are as follows:

Names of the Director	Nature of Membership	Number of Meetings	
		Held	Attended
Mr. Nikhil Khattau*	Chairman	4	4
Mr. B. S. Nagesh**	Member	4	4
Mr. Rajendra Mariwala	Member	4	4
Mr. Harsh Mariwala	Member	4	4
Mr. Rajiv Suri	Member	4	4
Mr. Rajiv Nair***	Member	2	2
Mr. Arihant Dhariwal	Member	4	4

* Mr. Nikhil Khattau ceased to be an Independent Director of the Company w.e.f. March 31, 2025 (end of business hours). He was appointed as a Non-Executive Non- Independent director of the Company w.e.f. April 1, 2025

**Mr. B. S. Nagesh ceased to be a an Independent Director of the Company upon completion of his second term on March 31, 2025 (end of business hours).

***Mr. Rajiv Nair resigned as the Chief executive Officer w.e.f October 25, 2024 and subsequently ceased to be the member of the Committee.

5. Investment, Borrowing and Administrative Committee

The Investment, Borrowing and Administrative Committee was constituted by the Board of Directors at its meeting held on April 28, 2015. As on March 31, 2025, it comprises of Mr. Harsh Mariwala, Chairman of the Company, Mr. Rajiv Suri, Global Chief Executive Officer and Mr. Arihant Dhariwal, Chief Financial Officer.

Mr. Harsh Mariwala is the Chairman of the Committee. The Company Secretary of the Company is the Secretary to the Committee.

The terms of reference of the Committee includes, inter alia, to invest, borrow or lend monies and to delegate requisite authority to Company's personnel for administrative/ routine operational matters. The Committee meets at frequent intervals and disposes matters which are of routine but urgent in nature, without having to wait for the next board meeting or resorting to passing of circular resolutions.

General Body Meetings/Postal Ballot:

a. Details of last three Annual General Meeting (AGM) of the Company:

Date & Time	Venue	Nature of Special Resolutions Passed
August 1, 2022 9:30 a.m.	Held through Audio- Video Conference	None
July 27, 2023 10:00 a.m.	Held through Audio- Video Conference	None
August 6, 2024 10.00 a.m.	Held through Audio- Video Conference	None

b. Details of Extraordinary General Meeting:

No Extraordinary General Meeting of the Members was held during FY 2024 -25.

c. Postal Ballot during the FY 2024 -25:

The details of Special Resolutions passed through Postal Ballot process are given below:

No.	Subject matter of the resolution passed	Date of the Notice	Date of Shareholder approval	Date of declaration of result
1	Approval of sale, transfer or disposal of 100% shareholding of the Company in its material subsidiary.	March 27, 2024	April 27, 2024	April 30, 2024
2	Approval of sale, transfer or disposal of assets exceeding 20% of the assets held by the material subsidiary of the Company, resulting in ceasing of control of another material subsidiary of the Company.			
3	Appointment of Vivek Anant Karve (DIN: 06840707) as an Independent Director of the Company	January 28, 2025	March 9, 2025	March 11, 2025
4	Appointment of Ms. Anita Belani (DIN: 01532511) as an Independent Director of the Company			

The details of voting pattern of the aforesaid special resolutions passed through Postal Ballot are given below:

Description of the Resolution	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes	
	Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast	Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
Approval of sale, transfer or disposal of 100% shareholding of the Company in its material subsidiary	136	81,08,377	99.98%	16	1,512	0.02%	-	-
Approval of sale, transfer or disposal of assets exceeding 20% of the assets held by the material subsidiary of the Company, resulting in ceasing of control of another material subsidiary of the Company	136	81,08,377	99.98%	15	1,502	0.02%	-	-
Appointment of Vivek Anant Karve (DIN: 06840707) as an Independent Director of the Company	118	65,45,861	99.99%	13	216	0.01%	-	-
Appointment of Ms. Anita Belani (DIN: 01532511) as an Independent Director of the Company	118	65,45,861	99.99%	13	216	0.01%	-	-

d. Special Resolution proposed to be conducted through Postal Ballot:

As on the date of this report, a postal ballot for approval of amendments to the Kaya Employee Stock Option Plan, 2021 is sent to the shareholders of the Company, for their approval..

e. Procedure for postal ballot:

The Postal Ballot process was carried out pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20, 22 and other applicable provisions, if any, of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No.17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 08, 2021,the General Circular No. 3/2021 dated May 05,2022, the General Circular No.11/2022 dated December 28, 2022, the General Circular No. 09/2023 dated September 25, 2023 and the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars"), read with the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circulars"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), and pursuant to other applicable laws and regulations, if any.

f. The person who conducted the Postal Ballot Exercise:

Mr. Sitansh Magia (Membership No.: A15169) from M/s. Magia Halwai & Associates, Practising Company Secretaries was appointed as the Scrutinizer to scrutinize the postal ballot processes by voting through electronic means only (remote e-voting) in a fair and transparent manner.

Policy on Related party Transactions:

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015), the Board of Directors have adopted a policy to determine Related party Transactions. The policy is placed on the website of the Company https://www.kaya.in/media/wysiwyg/investor/pdf/Policy-on-Related-Party Transactions.pdf

Disclosure of Accounting Treatment:

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016.

Reconciliation of Share Capital Audit Report:

A qualified Practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') and the total issued and listed equity share capital. The Audit Report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form as well as the total number of dematerialised shares held with NSDL and CDSL.

Policy on Material Subsidiaries:

In terms of Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors have adopted a policy with regard to determination of Material Subsidiaries. The policy is placed on the website of the Company https://www.kaya.in/media/wysiwyg/investor/pdf/Policy_on_Material_Subsidiaries.pdf

Details of Material Subsidiaries as on March 31, 2025:

As on March 31, 2025, there were no material subsidiaries of the Company.

Details of Compliance

- No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets in FY 2024-25.
- The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.
- There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company at large.
- The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under Section 149 (6) of the Companies Act 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at workplace. During the year 2024-25, no compliant was received under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- There are no agreement impacting management or control of the Company or imposing any restriction or create any liability upon the Company as per Schedule III para A, Clause 5A of Listing Regulation.
- The Company has established the necessary vigil mechanism for directors / employees to report concerns about unethical behavior. The Code of Conduct outlining the same has been uploaded on website of the Company at the link https://www.kaya.in/media/wysiwyg/investor/pdf/Kaya_COC_2018.pdf. No personnel have been denied access to the Audit Committee and / or its Chairman.

Risk Management:

The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. The Audit Committee/the Board periodically discusses the significant business risks identified by the management and the mitigation process being taken up.

Compliance with Corporate Governance Norms

The Company has complied with the mandatory requirements of the Code of Corporate Governance as stipulated in Schedule V (E) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Statutory Auditors have certified that the Company has complied with the conditions of corporate governance as stipulated in Schedule V (E) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said certificate is annexed to this Report.

Means of Communication

Quarterly and Annual Financial results for the Company are published in Financial Express, an English Financial daily and Mumbai Lakshadeep, a regional newspaper.

The Company communicates all the official news releases and financial results through its website–https://www.kaya.in/investors. Presentations made to Institutional Investors/ analysts are also hosted on the website for wider dissemination.

The Annual Report, Quarterly Shareholding Pattern, Intimation of the Board Meetings, Disclosures under Regulation 30 of the Listing Regulations and other quarterly, half yearly and yearly compliances, are duly filed with the Stock Exchanges through BSE Listing Centre and NSE Electronic Application Processing System (NEAPS) and also disseminated by the Stock Exchanges on their websites, namely; www.bseindia.com and www.nseindia.com.

Certificate from Practising Company Secretaries

A certificate has been received from M/s. Magia Halwai & Associates, Practising Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

Statutory Auditor's Remuneration

The details of total fees for all services paid by the Company to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part as on March 31, 2025, are as follows:

Particulars	Amt
Services as statutory auditors (including quarterly audits)	49,00,000
Tax Audit	1,00,000
Other services	7,35,000
Re-imbursement of out-of-pocket expenses	5,68,306
Total	63,03,306

Disclosure of commodity price risk and commodity hedging activities

Your Company has managed the foreign exchange risk with appropriate hedging activities in accordance with policies of the Company. The aim of the Company's approach to manage currency risk is to leave the Company with no material residual risk. Based on materiality, foreign exchange transactions are fully covered with limits placed on the amount of uncovered exposure, if any, at any point in time. There are no materially uncovered exchange rate risks in the context of the Company's imports. The Company does not enter into any derivative instruments for trading or speculative purposes. The details of foreign exchange exposures as on March 31, 2025 are disclosed in Note 34 to the Standalone Financial Statements & in Note 36 to the Consolidated Financial Statements.

SEBI Listing Regulations:

The SEBI (Listing Obligations and Disclosure Requirements) Regulations ('the Listing Regulations') prescribe various corporate governance recommendations. We comply with the corporate governance requirements under the Listing Regulations.

Details of adoption of Non-Mandatory/Discretionary requirements:

The status of compliance with non-mandatory /discretionary recommendations of Part E of Schedule II of Listing Regulations is provided below:

- Non-Executive Chairman's Office: The Company's Chairperson is Executive. Hence this clause is not applicable.
- Shareholders' Rights: As the quarterly and half yearly, financial performance is posted on the Company's website https://www.kaya.in/investors

- Audit Qualifications: The Company's financial statement for 2024-25 does not contain any audit qualification. Further, the financial statements have been issued with an unmodified audit opinion.
- Separate posts for Chairperson and Managing Director or the Chief Executive Officer; The office of Chairman-cum-Managing Director & CEO is held by distinct individuals.
- Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.
- The Company has not given any loans and advances to firms / Company in which directors are interested.

General Shareholder Information

Annual General Meeting		
Date	:	August 5, 2025
Time	:	10:00 a.m. IST
Venue	:	Audio – Visual means
Dividend payment	:	No dividend was declared/ paid during the year under review.
Financial Year	:	April 1 - March 31
Tentative Schedule for declaration of financial results during the financial year 2025-26		
First Quarter	:	1st week of August 2025
Second Quarter	:	2nd week of November 2025
Third Quarter	:	1st week of February 2025
Fourth Quarter	:	3rd week of May 2026

Name of Stock Exchange	Address	Date of Listing
BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai, 400001. Phone: 022 2272 1234	August 14, 2015
The National Stock Exchange of India Limited (NSE)	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai- 400051. Phone: 022 2659 8100	August 14, 2015
Listing Fees for the financial year 2024-25 have been paid to BSE Limited and National Stock Exchange of India Limited, where the Company's Equity Shares continue to be listed.		
ISIN	INE587G01015	

Disclosure for securities that are suspended from trading

None of the securities of the Company are suspended from trading during the FY 24-25.

Registrar & Transfer Agents

M/s MUFG Intime India Private Limited
(Formerly known as Link Intime India Private Limited)
C 101, 247 Park, LBS Marg, Vikhroli (West),
Mumbai - 400 083, India
Tel: + 91 22 49186000
Fax: + 91 22 49186060
Email: rnt.helpdesk@in.mpms.mufg.com
Website: www.mpms.mufg.com

Share Transfer System

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form.

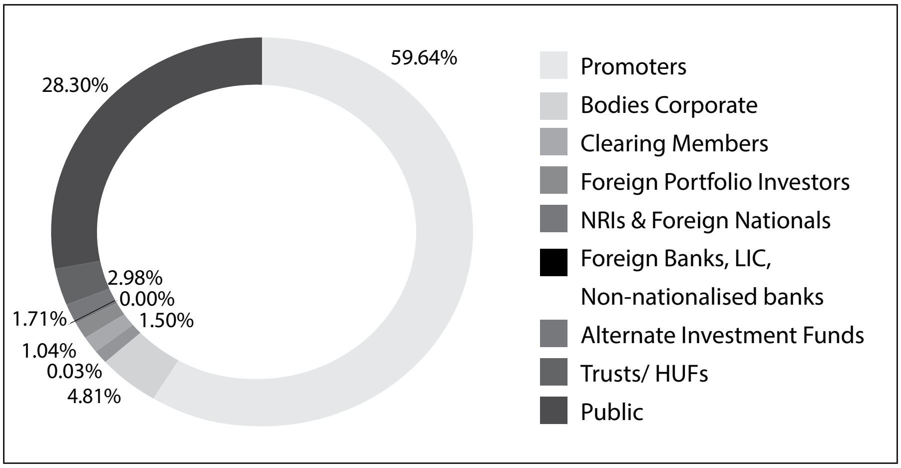
Pursuant to SEBI Circular dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholders fail to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.

Distribution of Shareholding as on March 31, 2025

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1- 500	19320	95.41	861274	6.57
501-1000	397	1.96	308185	2.35
1001-2000	235	1.16	346222	2.64
2001-3000	80	0.40	203100	1.55
3001-4000	35	0.17	125159	0.95
4001-5000	39	0.19	182037	1.38
5001-10000	61	0.30	460122	3.51
10001 & above	83	0.41	10611442	81.02
Total	**20250**	**100.00**	**13097541**	**100.00**

Categories of Shareholding as at March 31, 2025

Category	No. of Shares Held	% of shareholding
Promoters	7810924	59.64
Bodies Corporate	630103	4.81
Clearing Members	3953	0.03
Foreign Portfolio Investors	195914	1.50
NRIs & Foreign Nationals	136013	1.04
Foreign Banks, FII Non-nationalised banks	164	0.00
Alternate Investment Funds	223923	1.71
Trusts/ HUFs	390326	2.98
Public	3706221	28.30
Total	**13097541**	**100.00**



Dematerialization of Shares and Liquidity

As on March 31, 2025, 99.93% of shareholding was held in dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited.

Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity

As on date, the Company has not issued GRSs, ADRs or any other Convertible Instruments.

List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilisation of funds, whether in India or abroad

Not Applicable.

Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

During the year under review, the Company has not raised any funds through preferential allotment or qualified institutions placement.

Plant Locations

1. Gaillard Cosmetics (Mum) P Ltd , Gate No. 112/2, A/P – Nasarapur, Tal. Bhor, District Pune 412 213
2. Khushboo Beauty Care, Survey No. 69/4/2, Village Athal, Silvassa 396 230, Dadra Nagar haveli
3. Maxima Solutions Plot No. 56, sector IIDC, IIE, Pantnagar, SIDCUL, Udham Singh Nagar, Uttarakhand – 263 153
4. Ivory Soap Works Limited Plot No. H-44, M.I.D.C. Ambad, Nashik- 422010
5. Maxima Solutions H.NO 194, Globe Complex, Bldg No. H/1, Gala No. 6/7/8, Ovali Village, Dapode Rd, Bhiwandi, Thane 421302

Address for Correspondence

Company's Registrar & Transfer Agent:	**General Correspondence:**
M/s. MUFG Intime India Private Limited	Company Secretary & Compliance Officer
(Formerly known as Link Intime India Private Limited)	Kaya Limited
Unit: Kaya Limited	23/C, Mahal Industrial Estate,
C101, 247 Park,	Mahakali Caves Road, Near Paper Box Lane,
LBS Marg, Vikhroli (West),	Andheri (East), Mumbai 400 093
Mumbai - 400 083.	Tel.: 022 – 6619 5000
Tel No.: +91 22 49186000, Fax No.: +91 22 49186060	Fax:022 – 6619 5050
E-mail : rnt.helpdesk@in.mpms.mufg.com	E-mail : investorrelations@kayaindia.net

For and on behalf of the Board

Place : Mumbai
Date : May 28, 2025

Harsh Mariwala
Chairman & Managing Director

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its Board Members and Senior Management Personnel. This Code of Conduct is available on the Company's website.

I hereby declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct as adopted by the Company.

This certificate is being given pursuant to Part D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For and on behalf of the Board

Place : Mumbai
Date : May 28, 2025

Harsh Mariwala
Chairman & Managing Director

INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (Listing Obligations and Disclosure Requirements) REGULATIONS, 2015

TO THE MEMBERS OF Kaya Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 01 November 2022.

2. We have examined the compliance of conditions of Corporate Governance by Kaya Limited ("the Company"), for the year ended 31 March 2025, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

Management's Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

Auditors' Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2025.

6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Jaclyn Desozua
Partner
Membership No: 124629
UDIN:25124629BMOQHS9064

Place: Mumbai
Date: 28 May 2025

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Member,
Kaya Limited
23/C, Mahal Industrial estate,
Mahakali Caves Road,
Near Paper box Lane, Andheri (East)
Mumbai-400093.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Kaya Limited having CIN L85190MH2003PLC139763 and having registered office at 23/C, Mahal Industrial Estate, Mahakali Caves Road, Near Paperbox Lane, Andheri (East), Mumbai - 400093 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Harsh Charandas Mariwala	00210342	27/03/2003
2.	Rajendra Kishore Mariwala	00007246	01/11/2011
3.	Rishabh Harsh Mariwala	03072284	19/05/2021
4.	Nikhil Khattau Nirvan#	00017880	30/03/2015
5.	Nagesh Satyanarayan Basavanhalli**	00027595	30/03/2015
6.	Irfan Mustafa*	07168570	28/04/2015
7.	Om Prakash Manchanda	02099404	03/08/2021
8.	Vasuta Agarwal	07480674	03/08/2021
9.	Vivek Anant Karve##	06840707	01/04/2025
10.	Anita Belani##	01532511	01/04/2025

* Mr. Irfan Mustafa resigned as Independent Director w.e.f. 5th August 2025.

** Mr. Nagesh Satyanarayan Basavanhalli's ceased to be an Independent Director on account of completion of his second term on 31st March 2025 (end of day).

Designation of Mr. Nikhil Khattau changed from Independent Director to Non-Independent Non-Executive Director w.e.f. 1st April 2025, liable to retire by rotation.

Appointment of Mr. Vivek Anant Karve & Ms. Anita Belani as Independent Directors for a period of 5 (five) years w.e.f. 1st April 2025.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Magia and Halwai Associates**
(A Peer Reviewed Firm)

Rohit Halwai
Partner
P.R. No.: 1669/2022
ACS: 25957 | CP: 19186
UDIN: A025957G000432836

Place: Mumbai
Date: 28th May 2025

Annexure I

Form AOC-1

Statement Containing salient features of the financial statements of the Subsidiaries

(Pursuant to first proviso to sub -section (3) of Section 129 read with rule 5 of Companies (Accounts)Rules, 2014

(Rs. In Lakhs)

Sr. no.	Name of the subsidiary	Reporting period	Reporting currency	Exchange rate (Balance sheet)	Exchange rate (Profit & loss)	Share capital	Reserves & Surplus	Total assets	Total liabilities	Investments	Turnover	Profit / (loss) before taxation	Provision for taxation	Profit / (loss) after taxation	Proposed Dividend	% of shareholding
1	KME Holdings Pte. Ltd.	31 March 2025	SGD	61.6716	61.5458	268.00	-267.86	0.22	0.22	-	-	-169.03	-	-169.03	NIL	100.00%
			INR			16,528.24	-16,519.17	13.33	13.33	-	-	-10,403.36	-	-10,403.36		

Note:

The Indian Rupee equivalents of the figures given in foreign currencies in the accounts of the above mentioned subsidiary have been based on the exchange rates as on March 31, 2025

ANNEXURE II

Information required under Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. **Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2024-25:**

Non-Executive Directors	Ratio to the median remuneration
Mr. Rajen Mariwala	0.39
Mr. Rishabh Mariwala	1.05
Mr. B S Nagesh	1.05
Mr. Nikhil Khattau	1.31
Dr. Om Manchanda	2.23
Ms. Vasuta agarwal	2.76

Remuneration psid to the above Non-Executive Directors was by way of sitting fees only.

2. **Percentage increase in the remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year 2024-25:**

Name	Designation	Percentage increase in remuneration in the financial year
Mr. Harsh Mariwala*	Managing Director	Not Applicable
Mr. Arihant Dhariwal#	Chief Financial Officer	Not Applicable
Ms. Nitika Dalmia	Company Secretary & Compliance Officer	15.8%

*Mr. Harsh Mariwala does not draw any remuneration from the Company.

#Mr. Arihant Dhariwal was appointed on February 29, 2024. Hence the remuneration for FY2024-25 is not comparable with of previous year.

3. **The Percentage increase in the median remuneration of all employees in the financial year:** 9.7%

4. **The number of permanent employees on the rolls of the Company as on March 31, 2025:** 690

5. **Average percentage increase already made in the remuneration of employees other than the managerial personnel in the last financial year was** 4.14%**. Percentage increase in the managerial remuneration is covered in para above.**

6. **Affirmation :** It is affirmed that the remuneration paid to the Key Managerial Personnel and Senior Management is as per the Remuneration Policy of your Company.

Annexure III

Details of Employees Stock Option Scheme

Sr. No	Particulars	Kaya Employee Stock Option Plan, 2016 (Scheme - IV)	Kaya Employee Stock Option Plan, 2021 (Scheme - I)	Kaya Employee Stock Option Plan, 2021 (Scheme - II)	Kaya Employee Stock Option Plan, 2021 (Scheme - III)
1	Options granted (during FY 2024-25)	Nil	Nil	Nil	Nil
2	Options vested (during FY 2024-25)	18,441	Nil	28,050	4,939
3	Options exercised (during FY 2024-25)	33,450	Nil	Nil	Nil
4	The total number of shares arising as a result of exercising of option (during FY 2024-25)	33,450	Nil	Nil	Nil
5	Options lapsed/ forfeited* (during FY 2024-25)	18,069	5,11,364	81,700	Nil
6	Pricing Formula/ Exercise Price	₹331 per option	₹440 per option	₹396 per option	₹345 per option
7	Variation of terms of options	NA	NA	NA	NA
8	Money realized by exercise of options (during FY 2024-25)	1,10,71,950	NA	NA	NA
9	Total number of options in force (as at March 31, 2025)	1,715	Nil	3,300	14,523
10	Employee wise details of options granted to (during FY 2024-25)				
	i) KMP	Nil	Nil	Nil	Nil
	ii) any other employee who receives a grant of options in any one year of option amounting to 5% or more of options granted during the year	NA	NA	NA	NA
	iii) identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	None	None	None	None
11	Diluted Earnings per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with the Accounting Standard (AS) 20 - Earnings per Share	(20.26)	(20.26)	(20.26)	(20.26)
12	i) Method of calculating employee compensation cost	fair value based method of accounting	fair value based method of accounting	fair value based method of accounting	fair value based method of accounting
	ii) Difference between the employee compensation cost so computed at (I) above and the employee compensation cost that shall have been recognised if it had used the fair value of the Options	As per Ind AS requirement, the Company has to use fair value method.			
	iii) The impact of this difference on the profits and on EPS of the Company				

Sr. No	Particulars	Kaya Employee Stock Option Plan, 2016 (Scheme - IV)	Kaya Employee Stock Option Plan, 2021 (Scheme - I)	Kaya Employee Stock Option Plan, 2021 (Scheme - II)	Kaya Employee Stock Option Plan, 2021 (Scheme - III)
13	Weighted average exercise price and weighted average fair values of options	Exercise Price is ₹331. Fair Value of Option is ₹207.63	Exercise Price is ₹440. Fair Value of Option is ₹436.18	Exercise Price is ₹396 Fair Value of Option is ₹96.09	Exercise Price is ₹345 Fair Value of Option is ₹125.72
14	Description of method and significant assumptions used during the year to estimate the fair values of options:				
	i) Risk-free interest rate (%)	4.46% to 5.45%	5.46%	5.70% to 6.53%	6.67% to 6.75%
	ii) Expected life of options (years)	2 to 4	3.2	1.5 to 3.5	1.5 to 3.5
	iii) Expected volatility (%)	17.79%	54.43%	55.00%	40% to 45%
	iv) Dividend yield	0.00%	0.00%	0.00%	0.00%

Annexure IV

Form No. MR-3

SECRETARIAL AUDIT REPORT

for the Financial Year Ended March 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 09 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Member,
Kaya Limited
23/C, Mahal Industrial estate,
Mahakali Caves Road,
Near Paper box Lane, Andheri (East)
Mumbai-400093.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by "Kaya Limited" (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 ('Audit Period'), generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025, according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

(a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') and amendments from time to time;

(b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;

(d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;-(Not Applicable to the Company during the Audit Period);

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - (Not Applicable to the Company during the Audit Period);

(g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - (Not Applicable to the Company during the Audit Period);

(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - (Not Applicable to the Company during the Audit Period);

(i) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 and amendments from time to time - (Not Applicable to the Company during the Audit Period).

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India with respect to Board and General Meetings.

We have relied on the representation made by the Company and its officers for the procedures and processes followed by the Company for compliances under applicable Acts, Rules, Laws and Regulations to the Company. The list of major Acts, Rules, Laws and Regulations as applicable to the Company, other than above, is given in Annexure B.

We have not examined compliance by the Company with applicable financial laws like direct and indirect tax laws and their regulatory compliances, since the same have been subject to review by statutory financial audit and other designated professionals.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and for the meetings conducted at a shorter notice, at least one independent director was always present at such meetings. Further, a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions is carried through unanimously and there were no dissenting views of any member that were recorded as part of the minutes.

We further report that based on review of compliance mechanism established by the Company and on the basis of Compliance Certificate issued by the Chief Financial Officer and taken on record by the Board at their meeting(s), we are of the opinion that there are adequate systems and processes in the Company commensurate with the size and operations of the Company, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, and as informed by the Company.

We further report that during the Audit Period, the following events / matters occurred which had major bearing on Company's affairs in pursuance of the above referred law, rules, regulations, guidelines, standards, etc.:

1) Completion of sale of entire shareholding of KMEH Holdings Pte. Ltd. (material wholly owned subsidiary of the Company) in Kaya Middle East FZE (another material wholly owned step-down subsidiary) to Humania GCC Holding Limited. Pursuant to above, Kaya Middle East FZE and its subsidiaries formally ceased to be affiliated with Kaya Group from June 7, 2024.

2) Completion of sale of entire shareholding of the Company in Kaya Middle East DMCC (material wholly owned subsidiary) to Humania GCC Holding Limited. Pursuant to above, Kaya Middle East DMCC and its subsidiaries formally ceased to be affiliated with Kaya Group from November 15, 2024.

3) On account of no business activity pursuant to sale of its subsidiaries and resultant clinics therein, KMEH Holdings Pte. Ltd. resolved to pursue the process of Voluntary Liquidation as per the applicable laws of Singapore.

4) The Company allotted equity shares pursuant to exercise of ESOPs during the Audit Period. The details of such allotment are as follows:

Date of Allotment	Particulars of Allotment
August 14, 2024	28,170 equity shares of Rs. 10/- each allotted at an exercise price of Rs. 331/- each.
September 19, 2024	5,280 equity shares of Rs. 10/- each allotted at an exercise price of Rs. 331/- each.

5) Changes in Directors / Key Managerial Personnel (KMP) / Senior Managerial Personnel during the Audit Period:

Name	Designation	Nature of Change	Date of communication of such change	Adverse remarks for resignation, if any
Mr. Irfan Mustafa	Independent Director	Resignation w.e.f. August 5, 2024	August 5, 2024	None
Ms. Jayanti Sati	AVP (E-commerce & Product)	Resignation w.e.f. August 15, 2024	August 14, 2024	None
Mr. Rajiv Nair	Chief Executive Officer & KMP	Resignation w.e.f. October 25, 2024 (close of business hours)	October 08, 2024	None
Mr. B S Nagesh	Independent Director	Cessation on account of completion of 2nd term / tenure w.e.f. March 31, 2025 (end of day)	March 31, 2025	N.A.

6) The Company vide its Postal Ballot resolutions passed on March 9, 2025, approved the following:

a. Appointment of Mr. Vivek Anant Karve as an Independent Director for a period of 5 (five) years w.e.f. April 1, 2025.

b. Appointment of Ms. Anita Belani as an Independent Director for a period of 5 (five) years w.e.f. April 1, 2025.

c. Change in designation of Mr. Nikhil Khattau from Independent Director to Non-Independent Non-Executive Director w.e.f. April 1, 2025, liable to retire by rotation.

For **Magia and Halwai Associates**
(A Peer Reviewed Firm)

Rohit Halwai
Partner
P.R. No.: 1669/2022
ACS: 25957 | CP: 19186
UDIN: A025957G000433353

Place: Mumbai
Date: 28th May 2025

Note: This report is to be read with our letter of even date which is annexed as “ANNEXURE A” as well as “ANNEXURE B”, and both these annexures form an integral part of this report.

"ANNEXURE A"

To,
The Member,
Kaya Limited
23/C, Mahal Industrial estate,
Mahakali Caves Road,
Near Paper box Lane, Andheri (East)
Mumbai-400093

Our Secretarial Audit Report for the financial year ended March 31, 2025 is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Wherever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events, etc.

5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Magia and Halwai Associates**
(A Peer Reviewed Firm)

Rohit Halwai
Partner
P.R. No.: 1669/2022
ACS: 25957 | CP: 19186
UDIN: A025957G000433353

Place: Mumbai
Date: 28th May 2025

"ANNEXURE B"

1) Legal Metrology Act, 2009;
2) Legal Metrology (Packaged Commodities) Rules 2011 - for Labelling requirements (insertion of recycle logos);
3) Drugs and Cosmetic Act, 1940 and The Drug Rules 1945 (Draft Cosmetic Rules 2018);
4) The Cosmetics Rules, 2020;
5) Bureau of India Standards (BIS);
6) Compliance to FDA requirements in terms of product License, DCA Act & BIS;
7) Manufacturing Licenses for sites (under Form 32);
8) Import of Product (as per GSR 763 (E) – Amendment for Import and Registration requirements of Cosmetics as per Cosmetics Rules, 2020);
9) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules thereof;
10) The Minimum Wages Act, 1948
11) The Payment of Bonus Act, 1965
12) Employees Provident Fund & Miscellaneous Provisions Act, 1952
13) The Employee State Insurance Act, 1948
14) The Payment of Gratuity Act, 1972
15) The Maternity Benefit Act, 1961 and Rules;
16) The Environment Protection Act, 1986
17) The Indian Stamp Act, 1899
18) The Information Technology Act, 2000

For **Magia and Halwai Associates**
(A Peer Reviewed Firm)

Rohit Halwai
Partner
P.R. No.: 1669/2022
ACS: 25957 | CP: 19186
UDIN: A025957G000433353

Place: Mumbai
Date: 28th May 2025

Independent Auditor's Report

To the Members of Kaya Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Kaya Limited (the "Company") which comprise the standalone balance sheet as at 31 March 2025, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its loss and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* 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 standalone 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 we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Assessment of Going concern assumption	
See Note 1(f) to standalone financial statements	
The key audit matter	**How the matter was addressed in our audit**
The availability of sufficient funding and the testing of whether the Company will be able to continue meeting its obligations is important for the going concern assumption and, as such, is significant aspect of our audit. This test or assessment is largely based on the expectations of and the estimates made by management. The expectations and estimates can be influenced by subjective elements such as estimated future cash flows, forecasted results and margins from operations. Estimates are based on assumptions.	Our audit procedures included: • Obtained an understanding of the key controls relating to the Company's forecasting process. • Tested and challenged the key assumptions used by the Company in preparing the cash flow forecasts including revenue, fixed and operating costs, capital expenditure and funding requirements based on our understanding of the Company's business. • Performed sensitivity analysis to the cash flow forecast by considering plausible changes to the key assumptions adopted by the Company and its impact on the going concern assumption. • Obtained details of borrowings approved / received and tested with underlying documentation. • Inspected the letter of financial support from the promoters. • Considered the adequacy of the disclosure in the financial statements in respect of Company's assessment of going concern assumption

Revenue Recognition	
See Note 2A(a) and 25 to standalone financial statements	
The key audit matter	**How the matter was addressed in our audit**
The Company recognizes revenue when a performance obligation is satisfied by rendering of services to customers in clinics and sale of products through various distribution channels. We identified revenue recognition as a Key Audit Matter considering – • The Company focuses on revenue as a key performance measure which could create an incentive for revenue to be recognised before the control of underlying products has been transferred or service provided to customer. There is a risk that revenue may be overstated or understated because of fraud resulting from the pressure Management may feel to achieve performance targets at the reporting period end. • Application of revenue recognition accounting standard is complex and involves a number of key judgments and estimates including in determining the timing of recognition of unconsumed sessions under deferred revenue account; • The accounting for rendering of services is susceptible to the Company's override of controls through the recording of fictitious manual journals in the accounting records or the manipulation of inputs used to assess revenue recorded in respect of unused sessions; and • At year-end a significant amount of deferred revenue related to these services is recognised on the balance sheet.	In view of the significance of the matter, we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: • Assessed the appropriateness of the revenue recognition accounting policies by comparing with applicable accounting standard. • Obtained understanding of the processes and controls implemented by the Company for determining and recording revenue and the associated deferred revenue balances. • Tested the design and operating effectiveness of key controls established by management over the completeness, accuracy and existence of revenue. • Inspected individual revenue transactions on sample basis, selected by applying statistical sampling, from the underlying documents that revenue has been booked correctly and in the correct period with reference to supporting invoices and other supporting documents. • Tested on a sample basis, the supporting documents for sales transactions recorded during the period closer to the year end to determine whether revenue was recognised in the correct period. • Performed cash to revenue reconciliation and other analytical procedures and where appropriate, conducted further enquiries and testing. • Verified the breakage provision which is recorded (based on past trends) for deferral of revenue in respect of partly consumed packages, on their normal expiry. • Assessed journals entries posted to revenue to identify unusual items. • Assessed the adequacy and appropriateness of the disclosures made in accordance with the relevant accounting standard.

Impairment evaluation of Property plant and equipments (PPE)	
See Note 2A (g) and 3 to standalone financial statements	
The key audit matter	**How the matter was addressed in our audit**
Certain clinics which were incurring operating losses were identified by the Company and the PPE therein was accordingly evaluated for impairment Value in use for each clinic is determined by the Company based on certain assumptions and estimates of future performance. Due to the judgment involved in forecasting performance, and the estimates involved in discounting future cash flows, we have considered this to be a key audit matter.	Our audit procedures included: • Assessed the Company's process for identification of indicators of impairment based on Company's evaluation of the financial performance of each clinic. • Tested the design and operating effectiveness of controls established by management over the impairment assessment. • Involved our valuation specialists to assess the valuation methodology and challenged the assumptions used to determine the value in use. • Performed sensitivity analysis on the key assumptions, to ascertain which adverse changes, both individually or in aggregate, could impact the analysis. • Assessed the appropriateness of the related disclosures in the standalone financial statement

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and 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 is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements 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 financial statements.

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 financial statements, 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 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 made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. 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 financial statements 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 financial statements, including the disclosures, and whether the standalone financial statements represent the 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 A. As required by Section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the instances mentioned below:

      - Matters as stated in the paragraph (2B(f)) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

      - The daily back-up relating to the period 11 August 2022 to 31 March 2023 for the accounting software used for maintaining general ledger (which forms part of the 'books of account and other relevant books and papers in electronic mode') has not been preserved by the Company in accordance with the provisions of the Companies Act, 2013.

   c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

   e. On the basis of the written representations received from the directors as on various dates in the month of April 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.

f. the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph [2A(b)] above on reporting under Section 143(3)(b) of the Act and paragraph [2B(f)] below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.

B. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us

a. The Company has disclosed the impact of pending litigations as at 31 March 2025 on its financial position in its standalone financial statements - Refer Note 41 and 23 to the standalone financial statements.

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 44(vii) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 44(vii) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The Company has neither declared nor paid any dividend during the year.

d. Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting softwares for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:

- The feature of recording audit trail (edit log) was not enabled at the database layer to log any direct data changes for the accounting software used for maintaining the books of account relating to general ledger.

- The feature of recording audit trail (edit log) was not enabled at the application layer for the accounting software used for maintaining books of account relating to recognition of clinic sales for the period from 1 April 2024 to 25 February 2025. Further, in the absence of change log over audit trail feature at the application level, we are unable to comment whether there were any instances of the audit trail feature been tampered with and in the absence of reporting on compliance with the audit trail requirements in the independent auditor’s report in relation to controls at the service organisation for the said accounting software, which is operated by third-party software service provider, we are unable to comment whether the audit trail feature of the said software was enabled at the database level to log any direct data changes and operated throughout the year for all relevant transactions recorded in the software.

- Based on the independent auditor’s report in relation to controls at of a service organization for the accounting software used for maintaining books of account relating to consolidation process, the feature of recording audit trail (edit log) was not enabled at the database layer to log any direct data changes.

Further, for the periods where audit trail (edit log) facility was enabled and operated for the respective softwares, we did not come across any instance of the audit trail feature being tampered with during the course of the audit. Additionally, other than the periods where audit trail was not enabled in the prior year, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the Company has not paid any remuneration to its directors during the year. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Jaclyn Desouza
Partner
Membership No.: 124629
ICAI UDIN:25124629BMOQHO8512

Place: Mumbai
Date: 28 May 2025

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Kaya Limited for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(1) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment and Right- of-use Asset by which all property, plant and equipment and Right-of-use Asset are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment and Right-of-use Assets were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) The Company does not have any immovable property (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory, except stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations has been obtained has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships during the year. The Company has not provided gurantee or security or granted any secured loans or advances in the nature of loans secured or unsecured to other parties. The company has made investments and granted unsecured loans to employees during the year in respect of which the requisite information is as below.

(a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans to any other parties as below:

Particulars	Loans (₹ in lakhs)
Aggregate amount during the year	**22.51**
Others - Loan to Employees	
Balance outstanding as at balance sheet date	**13.64**
Others - Loan to Employees	

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made during the year and the terms and conditions of the grant of loans provided during the year are, prima facie, not prejudicial to the interest of the Company.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest (wherever loans are interest bearing) has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

(iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has not given any loans, or provided guarantees or securities, as specified under Section 185 of the Companies Act, 2013 ("the Act"). According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investments made by the Company, in our opinion the provisions of Section 186 of the Act have been complied with. The Company has not provided any security during the year. Accordingly, the compliance under Section 186 of the Act in respect of providing securities is not applicable to the Company.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the products manufactured and services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of the undisputed statutory dues including Provident Fund, Income-Tax, Duty of Customs or Cess or other statutory dues have been been regularly deposited by the Company with the appropriate authorities though there have been slight delays in a few cases of Goods and Service Tax, Employees State Insurance and Professional tax.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax and Provident Fund which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount (net of deposit) (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Finance Act, 1994	Service Tax	37.46	December 2004 to March 2006	Commissioner of Service Tax
Andhra Pradesh/Telangana VAT Act, 2005	VAT	112.10	2012-13 to 2016-17	Telangana High Court

Name of the statute	Nature of the dues	Amount (net of deposit) (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Kerala VAT Act, 2003	VAT	12.84	2011-12 to 2013-14	Deputy Commissioner / Commissioner of Appeals
Karnataka CGST Act, 2017	GST	3.20	2020-21	Commissioner of Appeals
Employees Provident Fund	Provident Fund	2,247.57 (Including Interest)	2005-06 to 2018-19	Central Govt Industrial Tribunal / High Court

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that the company has used funds raised on short term basis aggregating to ₹ 6,469.10 lakhs for long-term purposes.

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has incurred cash losses of ₹ 1488.77 lakhs in the current financial year and ₹ 1,179.66 lakhs in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) We draw attention to Note 1(f) to the standalone financial statements which explains that the Company has incurred losses in current year and previous year. Further, the Company's current liabilities exceed its current assets as at 31 March 2025 by ₹ 7,704.63 lakhs. As per the management, the Company continues to enjoy support from the promoter group and has also received funding from them during the year. The management believes that as per estimates made conservatively, the Company will continue as a going concern. On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The requirements as stipulated by the provisions of Section 135 are not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Jaclyn Desouza
Partner
Membership No.: 124629
ICAI UDIN:25124629BMOQHO8512

Place: Mumbai
Date: 28 May 2025

Annexure B to the Independent Auditor's Report on the standalone financial statements of Kaya Limited for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Kaya Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Jaclyn Desouza
Partner
Membership No.: 124629
ICAI UDIN:25124629BMOQHO8512

Place: Mumbai
Date: 28 May 2025

Standalone Balance Sheet

as at 31 March 2025

(₹ in lakhs)

	Note	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3	5,465.88	4,705.06
Right-of-use assets	37	10,255.68	8,402.11
Intangible assets	4	41.16	116.82
Intangible assets under development	4	131.15	119.69
Financial assets			
Investments	5	75.83	405.41
Other financial assets	6	904.06	836.86
Other tax assets (net)	7	2.31	1.52
Other non-current assets	8	310.41	99.46
Total non-current assets		**17,186.48**	**14,686.93**
Current assets			
Inventories	9	2,575.25	2,045.92
Financial assets			
Investments	10	363.22	2,724.01
Trade receivables	11	210.70	484.63
Cash and cash equivalents	12	647.80	841.01
Bank balances other than Cash and cash equivalents as above	13	15.01	4.49
Loans	14	28.46	20.04
Other financial assets	15	1,250.39	616.87
Other current assets	16	1,396.27	643.84
Total current assets		**6,487.10**	**7,380.81**
TOTAL ASSETS		**23,673.58**	**22,067.74**
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	17	1,309.75	1,306.41
Other equity	18	(15,254.77)	(12,985.83)
Total equity		**(13,945.02)**	**(11,679.42)**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	19	14,406.68	12,569.22
Lease liabilities	37	8,863.45	7,231.57
Provisions	20	156.73	143.00
Total non-current liabilities		**23,426.86**	**19,943.79**
Current liabilities			
Financial liabilities			
Lease liabilities	37	2,372.50	2,182.41
Trade payables			
Total outstanding dues of Micro enterprises and Small enterprises; and	21	659.75	490.11
Total outstanding dues of creditors other than Micro enterprises and Small enterprises	21	743.36	1,288.08
Other financial liabilities	22	443.27	425.17
Other current liabilities	23	9,626.48	9,103.81
Provisions	24	346.38	313.79
Total current liabilities		**14,191.74**	**13,803.37**
TOTAL EQUITY AND LIABILITIES		**23,673.58**	**22,067.74**
Material Accounting Policies	2A		

Notes 1 to 48 form an integral part of the Standalone Financial Statements
As per our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Jaclyn Desouza
Partner
Membership No: 124629

Mumbai
28 May 2025

For and on behalf of the Board of Directors of Kaya Limited
CIN:L85190MH2003PLC139763

Harsh Mariwala
Chairman and Managing Director
DIN: 00210342
Mumbai

Vivek Karve
Director
DIN: 06840707
Mumbai

Arihant Dhariwal
Chief Financial Officer
Membership No: 420199
Mumbai

Nitika Dalmia
Company Secretary
Membership No. A33501
Mumbai

Standalone Statement of Profit and Loss

for the year ended 31 March 2025

(₹ in lakhs)

		Note	Year ended 31 March 2025	Year ended 31 March 2024
I	**Income**			
	Revenue from operations	25	21,742.30	21,032.49
	Other income	26	1,705.40	461.47
	Total income		**23,447.70**	**21,493.96**
II	**Expenses**			
	Cost of materials consumed	27	1,177.68	898.57
	Purchases of stock–in–trade		293.83	446.41
	Changes in inventories of finished goods, work–in-progress and stock–in–trade	28	58.46	54.81
	Employee benefits expense	29	6,076.29	5,434.21
	Finance costs	30	3,065.81	2,589.18
	Depreciation and amortisation expense	31	3,764.09	3,524.55
	Impairment losses / (reversal) on Investment	5	(75.83)	11,691.19
	Other expenses	32	11,738.43	10,726.75
	Total expenses		**26,098.76**	**35,365.67**
III	**Loss before tax**		(2,651.06)	(13,871.71)
IV	**Tax expense**	7		
	Current tax		-	-
	Deferred tax		-	-
V	**Loss for the year**		(2,651.06)	(13,871.71)
VI	**Other Comprehensive income**			
	Items that will not be reclassified subsequently to profit or loss			
	Remeasurements of defined benefit plans	40	(39.04)	(32.26)
	Income tax related to items that will not be reclassified to profit or loss		-	-
	Other Comprehensive (losses) for the year		**(39.04)**	**(32.26)**
VII	**Total Comprehensive (losses) for the year**		**(2,690.10)**	**(13,903.97)**
VIII	**Earnings per equity share of ₹ 10 each:**	45		
	Basic (₹)		(20.26)	(106.18)
	Diluted (₹)		(20.26)	(106.18)

Material Accounting Policies 2A

Notes 1 to 48 form an integral part of the Standalone Financial Statements
As per our report of even date attached.

For B S R & Co. LLP
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Mumbai
28 May 2025

Standalone Statement of Cash Flows

for the year ended 31 March 2025

(₹ in lakhs)

		Year ended 31 March 2025	Year ended 31 March 2024
A	**Cash Flow from Operating Activities:**		
	Loss before tax	(2,651.06)	(13,871.71)
	Adjustments for:		
	Depreciation and amortisation expense	3,764.09	3,524.55
	Impairment (gain) / losses on Non current Investment	(75.83)	11,691.19
	Loss on sale of Non-current Investment	164.70	-
	Employee share-based payment expenses	14.02	33.46
	Liabilities written back to the extent no longer required (net)	(1.24)	(17.49)
	Allowances for expected credit loss	-	26.09
	Bad debts	170.64	-
	Finance costs	3,065.81	2,589.18
	Profit on sale / discarding of property, plant and equipment (net)	(9.95)	(3.85)
	Profit on sale of Intellectual property rights (IPR)	(1,256.89)	-
	Interest income	(34.13)	(6.40)
	Unwinding of discount on security deposits	(131.40)	(122.85)
	Unrealised foreign exchange loss / (gain) (net)	16.40	3.65
	Net gain on sale of current investments	(134.97)	(203.91)
	Advances written off during the period	8.35	32.13
	Net gain on lease modification	(62.21)	(48.94)
	Operating profit before working capital changes	**2,846.33**	**3,625.10**
	Adjustment for changes in working capital:		
	(Increase) / decrease in inventories	(529.33)	92.57
	Decrease / (increase) in trade and other receivables	103.29	(16.27)
	(Increase) / decrease in other assets	(781.52)	136.76
	(Increase) / decrease in loans	(8.42)	55.27
	(Increase) in financial assets	(329.78)	(51.24)
	Increase in other current liabilities	522.67	32.06
	Increase / (decrease) in Other financial liabilities	18.10	(433.64)
	Increase in provisions	7.28	48.38
	(Decrease) / increase in trade and other payables	(390.24)	527.20
	Cash generated from operations	**1,458.38**	**4,016.19**
	Income taxes (paid) / refund	(0.79)	3.16
	Net Cash generated from Operating Activities (A)	**1,457.59**	**4,019.35**
B	**Cash Flow from Investing Activities:**		
	Acquisition of property, plant and equipment (net)	(2,821.71)	(3,083.70)
	Proceeds from sale of property, plant and equipment	737.10	40.65
	Proceeds from sale of Intellectual property rights (IPR)	954.20	-
	Proceeds from sale of current investments	19,897.00	15,747.54
	Purchase of current investments	(17,401.23)	(16,166.76)
	Interest received	37.69	7.69
	Investment in bank deposits (having original maturity more than 3 months) (net)	(10.52)	0.75
	Net Cash generated from / (used in) Investing Activities (B)	**1,392.53**	**(3,453.83)**

Standalone Statement of Cash Flows

for the year ended 31 March 2025

(₹ in lakhs)

		Year ended 31 March 2025	Year ended 31 March 2024
C	**Cash Flow from Financing Activities:**		
	Proceeds from issue of equity shares	110.71	-
	Proceeds from borrowings	1,800.00	3,700.00
	Repayment of lease liabilities	(2,262.13)	(2,407.88)
	Finance costs paid including interest on lease liabilities	(2,691.91)	(2,587.91)
	Net Cash (used in) Financing Activities (C)	**(3,043.33)**	**(1,295.79)**
D	**Net (Decrease) in Cash and Cash Equivalents (A+B+C)**	**(193.21)**	**(730.27)**
	Cash and cash equivalents at the beginning of the year	841.01	1,571.28
	Cash and cash equivalents at the close of the year (refer Note 12)	**647.80**	**841.01**

Note:

1. The standalone cash flow from operating activities has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) Statement of Cash Flows as prescribed under Section 133 of the Companies Act, 2013 read with rules there under.

2. Cash and cash equivalents at the end of the year :-

Particulars	As at 31 March 2025	As at 31 March 2024
Cash on hand	114.80	77.71
Balances with banks:		
-in current accounts	533.00	273.43
Fixed Deposit with Bank (original maturity less than 3 months)	-	489.87
Total	**647.80**	**841.01**

Notes 1 to 48 form an integral part of the Standalone Financial Statements
As per our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
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For and on behalf of the Board of Directors of Kaya Limited
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Mumbai

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Director
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Arihant Dhariwal
Chief Financial Officer
Membership No: 420199
Mumbai

Nitika Dalmia
Company Secretary
Membership No. A33501
Mumbai

Mumbai
28 May 2025

Standalone Statement of Changes in Equity

For the year ended 31st March, 2025

A. Equity share capital

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Issued, Subscribed and Paid up Capital		
Equity Shares of ₹ 10/- each fully paid up		
No of Shares	1,30,97,541	1,30,64,091
Balance at the beginning of the year (₹ in Lakhs)	1,306.41	1,306.41
Changes in equity share capital during the year	3.34	-
Balance at the end of the year (₹ in Lakhs)	1,309.75	1,306.41

B. Other equity

(₹ in lakhs)

	Reserves and Surplus					Item of OCI	
	Securities premium	Retained earnings	Capital reserve	Share options outstanding account	General reserve	Fair valuation of Loan from promoter directors	Total other equity
Balance as at 1 April 2024	**22,234.12**	**(41,753.92)**	**2,652.82**	**175.75**	**425.24**	**3,280.16**	**(12,985.83)**
Loss for the year	-	(2,651.09)	-	-	-	-	(2,651.09)
Re-measurements of defined benefit plans - net (including tax impact thereof)	-	(39.04)	-	-	-	-	(39.04)
Fair value adjustment relating to Loan from promoter directors	-	-	-	-	-	336.44	336.44
Transactions with owners of the Company							
Transferred to Securities premium from Share options outstanding account	72.61	-	-	(72.61)	-	-	-
Additions during the year (Securities Premium)	107.37	-	-	-	-	-	107.37
Transferred to General reserve from Share options outstanding account	-	-	-	(62.19)	62.19	-	-
Employee stock option charge	-	-	-	(22.62)	-	-	(22.62)
Balance as at 31 March 2025	**22,414.10**	**(44,444.05)**	**2,652.82**	**18.33**	**487.43**	**3,616.60**	**(15,254.77)**
Balance as at 1 April 2023	**22,234.12**	**(27,849.95)**	**2,652.82**	**283.18**	**296.10**	**2,664.77**	**281.04**
Loss for the year	-	(13,871.71)	-	-	-	-	(13,871.71)
Re-measurements of defined benefit plans - net (including tax impact thereof)	-	(32.26)	-	-	-	-	(32.26)
Fair value adjustment relating to Loan from promoter directors	-	-	-	-	-	615.39	615.39
Transactions with owners of the Company							
Transferred to General reserve from Share options outstanding account	-	-	-	(129.14)	129.14	-	-
Employee stock option charge	-	-	-	21.71	-	-	21.71
Balance as at 31 March 2024	**22,234.12**	**(41,753.92)**	**2,652.82**	**175.75**	**425.24**	**3,280.16**	**(12,985.83)**

Notes 1 to 48 form an integral part of the Standalone Financial Statements

As per our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of
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Mumbai

Mumbai
28 May 2025

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

Corporate Information

Kaya Limited (hereinafter referred to as 'the Company') headquartered in Mumbai, Maharashtra, India, carries on Skin and Hair care business.

It offers skin and hair care solutions using scientific dermatological procedures and products. The Company also sells skin and hair care products through Kaya standalone stores, online and third-party outlets. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India.

The shares of the Company are listed on Bombay Stock Exchange and National Stock Exchange.

These standalone financial statements were authorised for issue by the Company's Board of Directors on 28 May 2025.

1. Basis of preparation

(a) Statement of compliance

The standalone financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other accounting principles generally accepted in India.

Details of the Company's material accounting policies are included in Note 2A.

(b) Functional and presentation currency

These standalone financial statements are presented in Indian Rupees ("INR" or "₹"), which is the Company's functional currency.

All the financial information has been presented in Indian Rupees and all amounts have been rounded-off to the nearest lakhs, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentage may not precisely reflect the absolute figures.

(c) Basis of measurement

The standalone financial statements have been prepared on a historical cost basis, except for the following that are measured at fair values at the end of each reporting period: -

i. certain financial assets and liabilities and contingent consideration that is measured at fair value; and

ii. defined benefit plans - plan assets measured at fair value

(d) Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into various levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 inputs are unobservable inputs for the assets or liability

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

(e) Critical accounting judgements and key sources of estimation uncertainty

The preparation of the standalone financial statements requires management to make judgements, estimates and assumptions about the reported amounts of assets and liabilities, contingent liabilities and income and expenses that are not readily apparent from other sources. Such judgements, estimates and associated assumptions are evaluated based on historical experience and various other factors, including estimation of the effects of uncertain future events, which are believed to be reasonable under the circumstances.

Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Judgements

In the process of applying the Company's accounting policies, the management makes judgements, which have the most significant effect on the amounts recognised in the standalone financial statements.

Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of asset and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the standalone financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

i) Estimation of useful life of property, plant and equipment and intangible assets

The Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period. During the year, there was no change in useful lives of property, plant and equipment and intangible assets other than those resulting from clinic closure /shifting of premises.

The Company at the end of each reporting period, based on external and internal sources of information, assesses indicators and mitigating factors of whether a clinic (cash generating unit) may have recoverable amount less than its carrying value (i.e. an impairment loss). If it is determined that an impairment loss has been suffered, it is recognised in statement of profit and loss. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

ii) Estimation of defined benefit obligation

Provision for employee benefits, gratuity and unpaid leave balance, is estimated on actuarial basis using a number of assumptions which include assumptions for discount rate, future salary increases, mortality rates, attrition rates for employees, return on planned assets, etc. Any changes in these assumptions will impact the carrying amount of these provisions. Key assumptions are disclosed in Notes 40.

iii) Estimation for recognition of current and deferred taxes

As stated in Note 7, tax expense is calculated using applicable tax rates and tax laws that have been enacted or substantively enacted as at the balance sheet date. In arriving at taxable profit and tax bases of assets and liabilities, the Company adjudges taxability of amounts in accordance with tax enactment, case laws and opinions of tax counsel, as relevant. Where differences arise on tax assessment, these are booked in the period in which they are agreed or on final closure of assessment.

The Company reviews the carrying amount of deferred taxes at the end of each reporting period. The policy for the same has been explained in the Note 2A(f).

iv) Inventories

An Inventory provision is recognised for cases where the realisable value is estimated to be lower than the inventory carrying value. The Inventory provision is estimated considering several factors, including prevailing sales prices of inventory items, the expiry date of the item and losses associated with obsolete/slow moving inventory items.

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

v) **Revenue recognition**

Use of key judgements and estimates related to revenue recognition are disclosed in Note 2A(a) below.

vi) **Provisions and Contingent Liabilities**

A provision is recognised when the entity has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are neither recognised nor disclosed in the financial statements.

vi) **Leases**

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

(f) Going Concern

The Company's net-worth stands eroded as at 31 March 2025 and it has incurred loss in the current as well as in previous year. Also, its current liabilities exceed current assets by ₹ 7,704.63 lakhs as at 31 March 2025. 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 year and previous year. 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 financial statements."

(g) Current/ non-current classification

All assets and liabilities are classified as current and non-current as per company's normal operating cycle of 12 months which is based on the nature of business of the Company. Current Assets do not include elements which are not expected to be realised within 1 year and Current Liabilities do not include items which are due after 1 year, the period of 1 year being reckoned from the reporting date.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

Based on the nature of operations and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for current – non-current classification of assets and liabilities.

2A. Material accounting policies

(a) Revenue recognition

(i) Revenue from Services

The Company recognises revenue primarily from skin and hair related services.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Revenue from subsidiaries is recognised based on transaction price which is at arm's length.

Deferred revenue ("contract liability") is the obligation to transfer services to a customer for which the Company has received consideration from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company complete its performance obligation under the contract.

Provision for breakage is recognised when the Company expects to be entitled to a breakage amount in a contract liability. The Company recognises the expected breakage amount as revenue in proportion to the pattern of rights exercised by the customer. If the Company does not expect to be entitled to a breakage amount, it recognises the expected breakage amount as revenue when the likelihood of the customer exercising its remaining rights becomes remote.

Use of significant judgements in revenue recognition

- The Company's contracts with customers could include promises to transfer multiple products and services to a customer. The Company assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as discounts, etc. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer.
- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

(ii) Revenue from products

Revenue from sale of products is recognised upon transfer of control to buyers (i.e. on delivery) and when no uncertainty exists regarding the amount of consideration that will be derived from sale of products and is recorded net of trade discounts and indirect tax (Goods and Services tax).

(iii) Point award schemes

The fair value of the consideration on sale of goods and services that result in award credits for customers, under the Company's Point award schemes, is allocated between the goods supplied and services sold, and the awards credits granted. These award credits have a predetermined life.

The consideration allocated to the award credits is measured by reference to fair value from the standpoint of the holder and is recognised as revenue on redemption and/or expected redemption after expiration period.

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

The Company at the end of each reporting period estimates the number of points redeemed and that it expects will be further redeemed, based on empirical data of redemption /lapse, and revenue is accordingly recognized.

(iv) Interest income or expense

Interest income or expense is accounted basis effective interest rate. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial assets, or the amortised cost of the financial liability.

However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit impaired, then the calculation of interest income reverts to the gross basis.

(v) Dividend income

Dividend income is recognised when the right to receive payment is established.

(b) Leases

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a defined period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contact involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

As a lessee, the Company recognises a right of use asset and a lease liability at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The right of use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right of use asset or the end of the lease term. The estimated useful lives of right of use assets are determined on the same basis as those of property and equipment. In addition, the right of use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the 'in-substance fixed' lease payments or as a result of a rent review or change in the relevant index or rate.

Lease payments included in the measurement of the lease liability comprise the fixed payments, including in-substance fixed payments and lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option.

The lease liability is measured at amortised cost using the effective interest method.

The Company has elected not to recognise right of use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

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(c) Inventories

Raw materials, packing materials, stores, spares and consumables are valued at lower of cost and net realisable value. However, these items are realisable at cost if the finished products in which they will be used are expected to be sold at or above cost.

Finished goods, stock-in-trade and work-in-progress are valued at lower of cost and net realisable value.

Cost is ascertained on weighted average method. Cost include the fair value of consideration paid including duties and taxes (other than those refundable), inward freight, and other expenditure directly attributable to the purchase and in case of finished products and work-in-progress, it includes appropriate production overheads and duties.

(d) Employee benefits

i) Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia/ bonus are recognised in the period in which the employee renders the related service. A liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii) Compensated absences

Compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as undiscounted liability at the balance sheet date. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

iii) Post-employment benefits

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by an independent actuary using the projected unit credit method.

Gratuity liability is covered by payment thereof to Gratuity fund. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined contribution plans

The Company pays provident fund contributions to publicly administered provident fund as per local regulations. The Company also makes contribution towards ESIC for eligible employees. The Company has no further payment obligations once the contributions have been paid. These contributions are accounted for as defined contribution plans and recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

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Employee stock options

The fair value of options granted under the Company's Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including the impact of any service and nonmarket performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holding shares for a specific period).

The total expense is recognised over the vesting period, which is the period over which all the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

iv) Termination benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Company recognises termination benefits at the earlier of the following dates:

(a) when the Company can no longer withdraw the offer of those benefits; and

(b) when the entity recognises costs for a restructuring that is made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer.

Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

(e) Provisions, contingent liabilities and contingent Assets

Provisions for legal claims, etc. are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are recognized only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

Provisions, contingent assets and contingent liabilities are reviewed at each balance sheet date.

(f) Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted as at the reporting date and applicable to the reporting period.

Current tax assets and liabilities are offset only if the Company:

1. has a legally enforceable right to set off the recognised amounts; and

2. intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses.

Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;

- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company can control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and

- taxable temporary differences arising on the initial recognition of goodwill.

ii. Deferred tax

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. In case of tax losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised.

Deferred tax assets, unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

(g) Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss.

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Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU on a pro rata basis.

In respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(h) Cash and cash equivalents

For presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within other current financial liabilities in the balance sheet.

(i) Financial instruments

Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the Management.

Except trade receivables Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised in profit or loss.

Classification and subsequent measurement

i) Financial assets

Classification

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Initial recognition and measurement

All financial assets are recognised initially at fair value. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Derecognition

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

1. The rights to receive cash flows from the asset have expired, or

2. The Company has transferred its rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

3. When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of

the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

4. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets:

1. Trade receivables

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables which do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

2. Others

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ii) Financial liabilities

Classification

Financial liabilities are classified as measured at amortised cost or fair value through profit and loss ('FVTPL'). A financial liability is classified as at FVTPL if it is classified as held – for - trading, or it is a derivative or it is designated as such on initial recognition.

Initial recognition and measurement

Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Derecognition

Financial liabilities are decrecognised when these are extinguished, that is, when the obligation is discharged, cancelled or has expired.

(j) Property, plant and equipment

Items of property, plant and equipment are measured at historical cost, less accumulated depreciation and accumulated impairment losses, if any.

Historical cost includes expenditure that is directly attributable to the acquisition of the assets incurred up to the date the asset is ready for its intended use.

The cost property, plant and equipment at 01st April 2017, the company's date of transition to Ind AS, was determined with reference to its carrying value recognized as per the previous GAAP (deemed cost), as at the date of transition to Ind AS.

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Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is de-recognised when replaced. All other repairs and maintenance costs are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives or, in the case of certain leased furniture, fittings and equipment, the shorter lease term as follows:

Asset	Useful Life as Prescribed by Schedule II of the Companies Act, 2013	Estimated Useful Life of the Assets
Office equipment	5 years	1-5 Years
Plant and equipment	15 years	1-7 Years
Furniture and fixtures	10 years	1-9 Years
Leasehold improvements	Not available	9 years

The useful lives have been determined based on technical evaluation done by the management's internal expert which are higher than those specified by Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets.

The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within Other income / Other expenses.

(k) Intangible assets

Intangible assets purchased are initially measured at cost. Intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates and the cost of the asset can be measured reliably. All other expenditure, including expenditure on internally generated goodwill and brands, is recognized in profit or loss as incurred.

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their estimated useful lives. Estimated useful lives by major class of finite-life intangible assets are as follows:

Computer software - 3 years

The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate.

For indefinite-life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues; if not, it is impaired or changed prospectively basis revised estimates.

Internally generated:

Research and development Expenditure on research activities is recognised in profit or loss as incurred.

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use the asset.

Otherwise, it is recognised in profit or loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment losses.

(l) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of fiscal year which are unpaid. The amounts are unsecured. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(m) Contributed equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(n) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the net profit/loss attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the fiscal year

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(o) Statement of cash flows

The Company's statement of cash flows is prepared using the Indirect method, whereby profit for the period is adjusted for the effect of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payment and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

Cash and cash equivalents comprise cash and bank balances and short-term fixed bank deposits that are subject to an insignificant risk of changes in value. These also include bank overdrafts that form an integral part of the Company's cash management.

(p) Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted in the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

(q) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The management assesses the financial performance and position of the Company and makes strategic decisions. The chief operating decision maker is the Managing Director and Chairman of the Company. Refer Note 42 for segment information presented.

(r) Foreign currency

Foreign currency transactions

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from

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the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

All foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

For example, translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments classified as FVOCI are recognised in other comprehensive income.

2B. Recent Indian Accounting Standards (Ind AS)

(i) New and amended standards adopted by the Company:

The Company has applied the following amendments for the first time for their annual reporting period commencing April 1, 2024:

Ind AS 117 Insurance Contracts

Ind AS 117 Insurance Contracts notified on August 12, 2024 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Ind AS 117 replaces Ind AS 104 Insurance Contracts. Ind AS 117 applies to all types of insurance contracts, regardless of the type of entities that issue them as well as to certain guarantees and financial instruments with discretionary participation features; a few scope exceptions will apply.

The Company continues to account for Financial Guarantee contracts as per Ind AS 109 and thus Ind AS 117 does not have any significant impact in its financial statements.

Ind AS 116 – Leases

The amendment notified on September 9, 2024 to Ind AS 116 specifically address the accounting for sale and leaseback transactions under Ind AS 116 Leases. It does not alter the accounting for leases in general but impacts sale and leaseback transactions that qualify as a sale and involve variable lease payments that are not in-substance fixed payments. The amendment focuses on the subsequent accounting for the seller-lessee.

The amendments did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

(ii) New Standards/Amendments notified but not yet effective:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2025, MCA has not notified any new standards or amendments which are not yet effective to the existing standards applicable to the Company.

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3 Property, plant and equipment

(₹ in lakhs)

	Leasehold Improvements	Plant and equipment	Furniture and fixtures	Office equipment	Total
Gross carrying amount					
Balance as at 01 April 2023	1,934.51	6,071.45	848.12	57.56	8,911.64
Additions during the year	337.23	2,329.78	146.03	14.92	2,827.96
Disposals during the year	49.63	612.20	40.59	1.32	703.74
Balance as at 31 March 2024	**2,222.11**	**7,789.03**	**953.56**	**71.16**	**11,035.86**
Balance as at 01 April 2024	2,222.11	7,789.03	953.56	71.16	11,035.86
Additions during the year	394.32	1,799.14	394.74	31.80	2,620.00
Disposals during the year	84.96	1,620.05	33.41	2.44	1,740.86
Balance as at 31 March 2025	**2,531.47**	**7,968.12**	**1,314.89**	**100.52**	**11,915.00**
Accumulated depreciation and impairment losses					
Balance as at 01 April 2023	1,512.64	3,921.06	673.74	43.59	6,151.03
Depreciation charge for the year	116.24	709.32	51.27	5.77	882.60
Impairment charge for the year	-	-	-	-	-
On disposals during the year	49.63	611.98	40.04	1.18	702.83
Balance as at 31 March 2024	**1,579.25**	**4,018.40**	**684.97**	**48.18**	**6,330.80**
Balance as at 01 April 2024	1,579.25	4,018.40	684.97	48.18	6,330.80
Depreciation charge for the year	144.33	895.36	79.38	12.96	1,132.03
Impairment charge for the year	-	-	-	-	-
On disposals during the year	84.96	893.64	32.67	2.44	1,013.71
Balance as at 31 March 2025	**1,638.62**	**4,020.12**	**731.68**	**58.70**	**6,449.12**
Net carrying amount as at 31 March 2024	**642.86**	**3,770.63**	**268.59**	**22.98**	**4,705.06**
Net carrying amount as at 31 March 2025	**892.85**	**3,948.00**	**583.21**	**41.82**	**5,465.88**

Notes:

(a) Refer Note 41(b) for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(b) The Company considers the individual clinics as cash generating units which are tested for impairment. The estimated value-in-use of clinics is based on the future cash flows and profitability of the clinics. Based on an analysis of the sensitivity of the computation to a change in key parameters (future revenues, remaining useful life of property, plant and equipment, etc), an impairment loss of Nil in current year and and Nil in previous year in respect of carrying value of the property, plant and equipment at some of the clinics has been recognised in the standalone statement of profit and loss.

Discount rate :

The discount rate considered for the purpose of calculation of impairment testing is 13% (31 March 2024 : 12%) which is a pre tax measure based on the rate of 10 year government bonds issued by the Government of India, adjusted for a risk premium to reflect both the increased risk of investing in equities generally and the systematic risk of the specific CGU.

Growth rate :

The normalised growth rate for revenue is in the range from 3% to 35% (31 March 2024 : 6% to 20%). The cost considered for future cash flow is based on past trends and considering the impact of inflation of cost and growth in revenue.

Life :

The life of asset has been taken based on leasehold term or useful life of the asset.

(c) The Company does not have any immovable property except those held under lease arrangements for which lease agreements are duly executed in the favour of the Company.

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4 Intangible assets

(₹ in lakhs)

	Computer software	Total
Gross carrying amount		
Balance as at 01 April 2023	559.22	559.22
Additions during the year	30.00	30.00
Balance as at 31 March 2024	**589.22**	**589.22**
Balance as at 01 April 2024	589.22	589.22
Additions during the year	-	-
Balance as at 31 March 2025	**589.22**	**589.22**
Accumulated amortisation		
Balance as at 01 April 2023	391.24	391.24
Amortisation charge for the year	81.16	81.16
Balance as at 31 March 2024	**472.40**	**472.40**
Balance as at 01 April 2024	472.40	472.40
Amortisation charge for the year	75.66	75.66
Accumulated depreciation as at 31 March 2025	548.06	548.06
Net carrying amount as at 31 March 2024	**116.82**	**116.82**
Net carrying amount as at 31 March 2025	**41.16**	**41.16**

Notes:

(a) The estimated amortisation for subsequent years is as follows:

Year ending 31 March	(₹ in lakhs)
2026	35.35
2027	5.81
	41.16

(b) Intangible assets under development and additions thereto mainly comprises of capital expenditure incurred towards transition of IT system from SAP to Microsoft Dynamics 365.

(₹ in lakhs)

Particulars	2024-25	2023-24
Opening balance	119.69	80.64
Addition during the year	11.46	69.05
Less : Capitalised during the year	-	30.00
Closing balance	**131.15**	**119.69**

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

As at 31 March 2025

(₹ in lakhs)

Intangible Assets under development	Amount in Intangible Assets under development for a period of				
	<1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	11.46	69.05	50.64	-	131.15

Intangible Assets under development, whose completion is overdue compared to its original plan,

Projects in progress	To be completed in				
	<1 year	1-2 years	2-3 years	More than 3 years	Total
Implementation of Microsoft Dynamics 365	101.75	-	-	-	101.75

As at 31 March 2024

	Amount in Intangible Assets under development for a period of				
	<1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	69.05	50.64	-	-	119.69

Intangible Assets under development, whose completion is overdue compared to its original plan,

Projects in progress	To be completed in				
	<1 year	1-2 years	2-3 years	More than 3 years	Total
Implementation of Microsoft Dynamics 365	90.30	-	-	-	90.30

5 Investments

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Investments in equity instruments (fully paid - up)		
Unquoted, at cost		
In wholly owned Subsidiary companies		
KME Holdings Pte Limited (Singapore)#	13,539.50	13,539.50
26,800,408 (31 March 2024 : 26,800,408) equity shares of 1 SGD each, fully paid		
Kaya Middle East DMCC (UAE)	-	2,570.72
NIL (31 March 2024 : 12,924) equity shares of AED 1,000 each, fully paid		
Gross Investment in Subsidiaries	**13,539.50**	**16,110.22**
Less : Provision for Impairment in value of Investments	13,463.67	15,704.81
Net Investment in Subsidiaries	**75.83**	**405.41**
Footnotes :		
Aggregate amount of unquoted investments	**75.83**	**405.41**
Aggregate amount of impairment in value of investments	**13,463.67**	**15,704.81**

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

The Company tests investments annually for impairment.

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 (~ ₹ 510 lakhs) and AED 30.7 Million (~ ₹ 6,860 lakhs) respectively subject to customary adjustments for debt, working capital, employee payables and other transaction related expenses. The customary adjustments need 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 has 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 recognised an impairment loss of ₹ 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 ended 31 March 2025, 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. Accordingly, the Company has recognised an amount of ₹ 164.70 lakhs towards loss on sale of Kaya Middle East DMCC.

Further, in accordance with the provisions of Share Sale and Purchase agreement, the Company has also recognized ₹ 1,256.89 lakhs towards the sale of Intellectual property rights as Other income in the statement of profit and loss for the year ended 31 March 2025.

During the year on 17 March 2025 KME Holdings Pte Limited has filed for voluntary liquidation.

6 Other financial assets

Non-current

(Unsecured, considered good unless otherwise stated)

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Term deposits with banks with remaining maturity period more than 12 months @	1.80	1.73
Security deposits		
Considered good	902.26	835.13
Total	**904.06**	**836.86**

@ Term deposits with banks include ₹ 1.80 lakhs (31 March 2024 - ₹ 1.73 lakhs) deposited with sales tax authorities.

7 Other tax assets

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year (net)	1.52	4.68
Add: Tax deducted at source	4.97	4.51
Less: Refund received during the year	(4.18)	(7.67)
Balance at the end of the year (net)	**2.31**	**1.52**

The Company has not made any provision for current tax for the year in view of assessable loss under Income-tax Act, 1961.

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

A. Reconciliation of tax expense and the accounting profit/(loss) for the year is as under:

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Loss before tax	(2,651.06)	(13,871.71)
Income tax expense calculated at 22.88% (31 March 2024 : 22.88%)	(606.56)	(3,173.85)
Tax effect of non - deductible expenses	(24.95)	(24.19)
Effect of income tax losses for which no deferred tax was recognised	330.98	313.32
Others on account of liability reversal, fair valuation, etc. for which no deferred tax was recognised	300.53	2,884.72
Total income tax charge/(credit)	**-**	**-**

B. Unrecognised deferred tax credits

(₹ in lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Carry forward business losses for which no deferred tax asset has been recognised	4,903.26	10,114.95
Unabsorbed depreciation for which no deferred tax asset has been recognised	11,561.53	4,637.73
Difference between tax and book base of Property, plant and equipments and intangible assets for which no deferred tax asset has been recognised	3,266.60	3,516.90
Others	570.19	425.46
Potential tax benefit @ 22.88% (31 March 2024: 22.88%)	**4,645.00**	**4,277.43**

As at 31 March 2025 - Tax losses for which no deferred tax was recognised expire as follows

(₹ in lakhs)

Nature of Loss	Gross Amount	DTA Not Recognised	Year of Loss	Year of Expiry
Unabsorbed Depreciation Loss	33.70	7.71	2011-12	Not Applicable
Unabsorbed Depreciation Loss	943.40	215.85	2012-13	Not Applicable
Unabsorbed Depreciation Loss	700.88	160.36	2015-16	Not Applicable
Unabsorbed Depreciation Loss	1,368.27	313.06	2016-17	Not Applicable
Business Loss	786.91	180.04	2017-18	2025-26
Unabsorbed Depreciation Loss	1,195.94	273.63	2017-18	Not Applicable
Unabsorbed Depreciation Loss	916.26	209.64	2018-19	Not Applicable
Unabsorbed Depreciation Loss	964.94	220.78	2019-20	Not Applicable
Unabsorbed Depreciation Loss	768.10	175.74	2020-21	Not Applicable
Business Loss	1,652.40	378.07	2021-22	2029-30
Unabsorbed Depreciation Loss	877.29	200.72	2021-22	Not Applicable
Business Loss	126.63	28.97	2022-23	2030-31
Unabsorbed Depreciation Loss	976.92	223.52	2022-23	Not Applicable
Business Loss	1,129.42	258.41	2023-24	2031-32
Unabsorbed Depreciation Loss	1,369.25	313.29	2023-24	Not Applicable
Business Loss	265.53	60.75	2024-25	2032-33
Unabsorbed Depreciation Loss	1,446.58	330.98	2024-25	Not Applicable

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

As at 31 March 2024 - Tax losses for which no deferred tax was recognised expire as follows

(₹ in lakhs)

Nature of Loss	Gross Amount	DTA Not Recognised	Year of Loss	Year of Expiry
Unabsorbed Depreciation Loss	33.70	7.71	2011-12	Not Applicable
Unabsorbed Depreciation Loss	943.40	215.85	2012-13	Not Applicable
Unabsorbed Depreciation Loss	700.88	160.36	2015-16	Not Applicable
Business Loss	942.37	215.62	2016-17	2024-25
Unabsorbed Depreciation Loss	1,368.27	313.06	2016-17	Not Applicable
Business Loss	786.91	180.04	2017-18	2025-26
Unabsorbed Depreciation Loss	1,195.94	273.63	2017-18	Not Applicable
Unabsorbed Depreciation Loss	916.26	209.64	2018-19	Not Applicable
Unabsorbed Depreciation Loss	964.94	220.78	2019-20	Not Applicable
Unabsorbed Depreciation Loss	768.10	175.74	2020-21	Not Applicable
Business Loss	1,652.40	378.07	2021-22	2029-30
Unabsorbed Depreciation Loss	877.29	200.72	2021-22	Not Applicable
Business Loss	126.63	28.97	2022-23	2030-31
Unabsorbed Depreciation Loss	976.92	223.52	2022-23	Not Applicable
Business Loss	1,129.42	258.41	2023-24	2031-32
Unabsorbed Depreciation Loss	1,369.25	313.29	2023-24	Not Applicable

The tax losses expire in Assessment Years 2026-33. The deductible temporary differences to the extent of unabsorbed depreciation do not expire under current tax legislation. Significant management judgment is required in determining provision for income tax, deferred tax assets and liabilities and recoverability of deferred tax assets. The recoverability of deferred tax assets is based on estimates of taxable income and the period over which deferred tax assets will be recovered.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used.

8 Other non-current assets

(Unsecured, considered good unless otherwise stated)

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Capital advances	264.60	74.39
Advances other than capital advances		
Prepaid expenses	29.94	9.20
Balances with Government Authorities	15.87	15.87
Total	**310.41**	**99.46**

9 Inventories

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Stores, spares and consumables	1,638.28	1,221.36
Raw materials	340.56	254.91
Packing materials	352.13	266.91
Finished goods	223.01	218.19
Stock-in-trade	21.27	84.55
Total	**2,575.25**	**2,045.92**

Inventories are valued at lower of cost and net realisable value. Cost is computed on weighted average basis and is net of GST input tax credit

The Company follows adequate provisioning policy for writing down the value of Inventories towards slow moving, non-moving and near expiry inventories. Write down of Inventories (Net of reversals) for the year ₹ 80.29 lakhs (31 March 2024 - ₹ 66.88 lakhs).

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

10 Investments

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Investments in mutual funds at fair value through profit and loss		
Unquoted		
Kotak CRISIL-IBX Financial Services 3-6 Months Debt Index Fund - Reg - Growth	179.67	-
17,85,099 (31 March 2024 : Nil) Units of ₹ 10 each fully paid		
Nippon India Money Market Fund - Reg - Growth	-	896.17
Nil (31 March 2024 : 23,713) Units of ₹ 1000 each fully paid		
UTI Money Market Fund - Reg - Growth	-	468.05
Nil (31 March 2024 : 16,687) Units of ₹ 1000 each fully paid		
Aditya Birla Sun Life Money Manager Fund - Regular - Growth	127.87	583.25
35,219 (31 March 2024 : 1,73,091) Units of ₹100 each fully paid		
HDFC Money Market Fund - Regular - Growth	-	683.91
Nil (31 March 2024 : 13,132) Units of ₹1000 each fully paid		
Kotak Money Market Scheme - Regular - Growth	-	41.31
Nil (31 March 2024 : 1,010) Units of ₹ 1000 each fully paid		
Kotak Corporate Bond Fund - Std - Growth	55.68	51.32
1,510 (31 March 2024 : 1,510) Units of ₹ 1000 each fully paid		
Total	**363.22**	**2,724.01**
Aggregate amount of unquoted investments	**363.22**	**2,724.01**
Net asset value of unquoted investments	**363.22**	**2,724.01**
Aggregate amount of impairment in value of investments	-	-

Information about the Company's exposure to credit and market risks and fair value measurement is included in note 34

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

11 Trade receivables

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Trade receivables:		
a) Considered good - Secured	-	-
b) Considered good - Unsecured	210.70	484.63
c) Which have significant increase in Credit Risk	-	-
d) Credit impaired - Unsecured	-	96.59
Total trade receivables	**210.70**	**581.22**
Less: Allowances for expected credit loss	-	(96.59)
Net trade receivables	**210.70**	**484.63**

Note:

i) For credit risk and provision for loss allowance - Refer Note 34 (A)

ii) Trade receivables Considered good - Unsecured includes receivables from related parties amounting to ₹ 171.49 lakhs as on 31 March 2025 (31 March 2024 : ₹ 123.90 lakhs)[refer Note 38]

Trade Receivables ageing schedule

As at 31 March 2025

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	140.80	69.90	-	-	-	-	210.70
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	140.80	**69.90**	**-**	**-**	**-**	**-**	**210.70**
Less : Allowances for expected credit loss for credit impaired							-
Trade Receivables							210.70

As at 31 March 2024

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	292.33	192.30	0.00	-	-	-	484.63
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	27.63	19.40	24.79	22.65	2.12	96.59
Disputed Trade Receivables considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	292.33	**219.93**	**19.40**	**24.79**	**22.65**	**2.12**	**581.22**
Less : Allowances for expected credit loss for credit impaired							96.59
Trade Receivables							484.63

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

12 Cash and cash equivalents

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Cash and cash equivalents		
Balances with Banks		
- In current accounts	533.00	273.43
- Fixed Deposit with Bank (original maturity less than 3 months)	-	489.87
Cash on hand	114.80	77.71
Total	**647.80**	**841.01**

13 Bank balance other than cash and cash equivalents

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Other balances with Banks		
Term deposit with a bank with maturity more than three months but less than twelve months@	15.01	4.49
Total	**15.01**	**4.49**

@ Fixed deposits of ₹ 15.01 lakhs (31 March 2024 - ₹ 4.50 lakhs) under lien with banks for bank guarantee issued to tax authorities.

14 Loans - Current

(Unsecured, considered good unless otherwise stated)

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Loans to employees	28.46	20.04
Total	**28.46**	**20.04**

In line with Circular No 04/2015 issued by Ministry of Corporate Affairs dated 10 March, 2015, loans given to employees as per the Company's policy are not considered for the purposes of disclosure under Section 186(4) of the Act.

There are no loans or advances in the nature of loans granted to Promoters, Directors, KMPs and their related parties, either severally or jointly with any other person, that are:

(a) repayable on demand; or

(b) without specifying any terms or period of repayment

Notes
forming part of the financial statements as at and for the year ended 31 March 2025

15 Other current financial assets
(Unsecured, considered good unless otherwise stated)

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Interest accrued on fixed deposits	0.48	4.04
Other receivables	189.05	171.51
Receivable for sale of non-current investment [refer Note 5]	418.48	-
Receivable for sale of Intellectual property rights (IPR) [refer Note 5]	302.69	-
Amounts receivable from related parties [refer Note 38]	-	78.68
Security deposits		
Considered good	339.69	362.64
Total	**1,250.39**	**616.87**

16 Other current assets
(Unsecured, considered good unless otherwise stated)

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Advances other than Capital advances		
Advances to suppliers	316.22	65.18
Balances with Government Authorities [Goods and Services Tax, etc.]	631.58	320.49
Prepaid expenses	448.47	258.17
Total	**1,396.27**	**643.84**

17 Equity Share capital

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Authorised		
34,000,000 (31 March 2024: 34,000,000) equity shares of ₹ 10 each	3,400.00	3,400.00
Issued, subscribed and fully paid up		
13,097,541 (31 March 2024: 13,064,091) equity shares of ₹10 each fully paid up	1,309.75	1,306.41
	1,309.75	**1,306.41**

a) Reconciliation of number of equity shares outstanding as at the beginning and at the end of the year

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

	As at 31 March 2025		As at 31 March 2024	
	No. of shares	₹ in lakhs	No. of shares	₹ in lakhs
Equity Shares:				
Balance as at the beginning of the year	1,30,64,091	1,306.41	13,064,091	1,306.41
Add: Shares issued during the year under Employee Stock Option plan [refer Note 39]	33,450	3.34	-	-
Balance as at the end of the year	**1,30,97,541**	**1,309.75**	**1,30,64,091**	**1,306.41**

b) Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c) The Company does not have any holding company.

d) Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

Equity share of ₹ 10 each fully paid up	As at 31 March 2025		As at 31 March 2024	
	% of holding	No. of shares	% of holding	No. of shares
Harsh C Mariwala with Late Kishore V Mariwala (As representative of Valentine Family Trust)	10.87%	1,423,410	10.90%	1,423,410
Harsh C Mariwala with Late Kishore V Mariwala (As representative of Aquarius Family Trust)	10.87%	1,423,410	10.90%	1,423,410
Harsh C Mariwala with Late Kishore V Mariwala (As representative of Taurus Family Trust)	10.87%	1,423,410	10.90%	1,423,410
Harsh C Mariwala with Late Kishore V Mariwala (As representative of Gemini Family Trust)	10.87%	1,423,410	10.90%	1,423,410

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

e) **Details of equity shares held by promoters at the end of the year**

As at 31 March 2025

	As at 31 March 2025		As at 31 March 2024		% change during the year
	% of holding	No. of shares	% of holding	No. of shares	
Harsh C Mariwala with Late Kishore V Mariwala (As representative of Valentine Family Trust)	10.87%	14,23,410	10.90%	14,23,410	-0.03%
Harsh C Mariwala with Late Kishore V Mariwala (As representative of Aquarius Family Trust)	10.87%	14,23,410	10.90%	14,23,410	-0.03%
Harsh C Mariwala with Late Kishore V Mariwala (As representative of Taurus Family Trust)	10.87%	14,23,410	10.90%	14,23,410	-0.03%
Harsh C Mariwala with Late Kishore V Mariwala (As representative of Gemini Family Trust)	10.87%	14,23,410	10.90%	14,23,410	-0.03%
Harsh C Mariwala	3.11%	4,07,492	3.12%	4,07,492	-0.01%
Rajvi H Mariwala	2.00%	2,62,000	2.01%	2,62,000	-0.01%
Rishabh Mariwala	2.00%	2,62,000	2.01%	2,62,000	-0.01%
Archana H Mariwala	1.88%	2,46,000	1.88%	2,46,000	0.00%
Ravindra.K.Mariwala	1.90%	2,48,821	1.90%	2,48,821	0.00%
Rajendra K Mariwala	1.43%	1,86,924	1.43%	1,86,924	0.00%
Anjali R Mariwala	0.95%	1,24,182	0.95%	1,24,182	0.00%
Paula R Mariwala	0.79%	1,03,588	0.79%	1,03,588	0.00%
Late Kishore V Mariwala	0.38%	49,369	0.38%	49,369	0.00%
Pallavi Jaikishan Panchal	0.14%	18,320	0.14%	18,320	0.00%
Malika Chirayu Amin	0.14%	18,000	0.14%	18,000	0.00%
Late Kishore V Mariwala (KVM Anandita Trust)	0.01%	1,037	0.01%	1,037	0.00%
Late Kishore V Mariwala (KVM Arnav Trust)	0.01%	1,037	0.01%	1,037	0.00%
Late Kishore V Mariwala (KVM Vaibhav Trust)	0.01%	1,037	0.01%	1,037	0.00%
Late Kishore V Mariwala (KVM TaarikaTrust)	0.01%	1,037	0.01%	1,037	0.00%
Anandita Mariwala	0.04%	5,000	0.04%	5,000	0.00%
Taarika Mariwala	0.04%	5,000	0.04%	5,000	0.00%
Sharrp Ventures Capital Private Limited (Previously known as The Bombay Oil Private Limited)	1.35%	1,76,440	1.35%	1,76,440	0.00%

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

As at 31 March 2024

	As at 31 March 2024		As at 31 March 2023		% change during the year
	%	No. of shares	%	No. of shares	
Harsh C Mariwala with Late Kishore V Mariwala (As representative of Valentine Family Trust)	10.90%	14,23,410	10.90%	14,23,410	0.00%
Harsh C Mariwala with Late Kishore V Mariwala (As representative of Aquarius Family Trust)	10.90%	14,23,410	10.90%	14,23,410	0.00%
Harsh C Mariwala with Late Kishore V Mariwala (As representative of Taurus Family Trust)	10.90%	14,23,410	10.90%	14,23,410	0.00%
Harsh C Mariwala with Late Kishore V Mariwala (As representative of Gemini Family Trust)	10.90%	14,23,410	10.90%	14,23,410	0.00%
Harsh C Mariwala	3.12%	4,07,492	3.12%	4,07,492	0.00%
Rajvi H Mariwala	2.01%	2,62,000	2.01%	2,62,000	0.00%
Rishabh Mariwala	2.01%	2,62,000	2.01%	2,62,000	0.00%
Archana H Mariwala	1.88%	2,46,000	1.88%	2,46,000	0.00%
Ravindra.K.Mariwala	1.90%	2,48,821	1.90%	2,48,821	0.00%
Rajendra K Mariwala	1.43%	1,86,924	1.43%	1,86,924	0.00%
Hema K Mariwala	0.00%	-	0.00%	-	0.00%
Anjali R Mariwala	0.95%	1,24,182	0.95%	1,24,182	0.00%
Paula R Mariwala	0.79%	1,03,588	0.79%	1,03,588	0.00%
Late Kishore V Mariwala	0.38%	49,369	0.38%	49,369	0.00%
Pallavi Jaikishan Panchal	0.14%	18,320	0.14%	18,320	0.00%
Malika Chirayu Amin	0.14%	18,000	0.14%	18,000	0.00%
Late Kishore V Mariwala (KVM Anandita Trust)	0.01%	1,037	0.01%	1,037	0.00%
Late Kishore V Mariwala (KVM Arnav Trust)	0.01%	1,037	0.01%	1,037	0.00%
Late Kishore V Mariwala (KVM Vaibhav Trust)	0.01%	1,037	0.01%	1,037	0.00%
Late Kishore V Mariwala (KVM TaarikaTrust)	0.01%	1,037	0.01%	1,037	0.00%
Anandita Mariwala	0.04%	5,000	0.04%	5,000	0.00%
Taarika Mariwala	0.04%	5,000	0.04%	5,000	0.00%
Sharrp Ventures Capital Private Limited (Previously known as The Bombay Oil Private Limited)	1.35%	1,76,440	1.35%	1,76,440	0.00%
Preeti Gautam Shah	0.00%	-	0.14%	18,000	-0.14%

f) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:-

There are no shares issued for consideration other than cash during the period of five years immediately preceding the reporting date.

g) Shares reserved for issue under options:-

The Company has 19,538 (31 March 2024: 6,64,121) number of equity shares reserved for issue under Employee Stock Option Scheme as at 31 March 2025. [refer Note 39]

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

18 Other equity

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Capital Reserve		
Balance at the beginning of the year	2,652.82	2,652.82
Balance at the end of the year	2,652.82	2,652.82
General Reserve		
Balance at the beginning of the year	425.24	296.10
Add: Transferred from Share Options Outstanding Account on expiry of unexercised options	62.19	129.14
Balance at the end of the year	**487.43**	**425.24**
Securities premium		
Balance at the beginning of the year	22,234.12	22,234.12
Transferred to Securities premium from Share options outstanding account	72.61	-
Additions during the year (Securities Premium)	107.37	-
Balance at the end of the year	**22,414.10**	**22,234.12**
Share Options Outstanding Account		
Balance at the beginning of the year	175.75	283.18
Transferred to Securities premium from Share options outstanding account	(72.61)	-
Less: Transferred to General reserve from Share options outstanding account	(62.19)	(129.14)
Add: Compensation for employee stock options granted	(22.62)	21.71
Balance at the end of the year	**18.33**	**175.75**
Retained earnings		
Balance at the beginning of the year	(41,753.92)	(27,849.95)
Loss for the year	(2,651.09)	(13,871.71)
Re-measurements of defined benefit plan (net)	(39.04)	(32.26)
Balance at the end of the year	**(44,444.05)**	**(41,753.92)**
Fair valuation of loans from promoter directors		
Balance at the beginning of the year	3,280.16	2,664.77
Fair value adjustment	336.44	615.39
Balance at the end of the year	3,616.60	3,280.16
Total	**(15,254.77)**	**(12,985.83)**

Nature and purpose of the reserves :

Securities premium

Securities premium reserve is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013

Share Options Outstanding Account

The Company has established various equity-settled share-based payment plans for certain categories of employees of the Company and its subsidiaries. Refer Note 39 for further details on these plans.

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Capital reserve

Capital reserve was created in Financial year 2014-15 at time of Amalgamation of Marico Kaya Enterprises Limited ('MaKE') into the Company.

General reserve

General reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes. General reserve includes amounts transferred from Share Options Outstanding Account in respect of options for which exercise period has elapsed.

Fair valuation of Loans from promoter directors

This comprises adjustment on account of fair valuation of loan from promoter directors borrowed by the Company.

Retained Earnings

The amount that can be distributed by the Company as dividends to its equity shareholders out of accumulated reserves is determined considering the requirements of the Companies Act, 2013.

19 Borrowings

Non-current

(Unsecured)

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Loans from related parties [refer Note 38]	14,406.68	12,569.22
Total	**14,406.68**	**12,569.22**

Interest rate and terms of repayment

The interest shall be charged at the rate of 8% p.a. from 1 December 2020 onwards which is to be paid quarterly on the outstanding balance. Effective Interest rate is 11%.

The loans are repayable in full at the end of the term of the loan agreement, which is in FY 2030-31. The Company has the option to make part prepayment of the loans during the tenure of the agreement. The interest will be accordingly charged on the outstanding loan amount.

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities.

(₹ in lakhs)

Particulars	As at 31 March 2024	Cash Flow	Non Cash Changes - Other adjustments	As at 31 March 2025
Non Current Borrowings	12,569.22	1,800.00	37.46	14,406.68
Lease liabilities	9,413.98	(2,262.13)	4,084.10	11,235.95
Total	**21,983.20**	**(462.13)**	**4,121.56**	**25,642.63**

(₹ in lakhs)

Particulars	As at 31 March 2023	Cash Flow	Non Cash Changes - Other adjustments	As at 31 March 2024
Non Current Borrowings	9,172.87	3,700.00	(303.65)	12,569.22
Lease liabilities	7,655.60	(2,407.88)	4,166.26	9,413.98
Total	**16,828.47**	**1,292.12**	**3,862.61**	**21,983.20**

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

20 Provisions

Non-current

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Provision for employee benefits [refer Note 40]		
Provision for gratuity	156.73	143.00
Total	**156.73**	**143.00**

21 Trade payables

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Trade payables		
Current		
Total outstanding dues of Micro enterprises and Small enterprises [refer note below]	659.75	490.11
Total outstanding dues of creditors other than Micro enterprises and Small enterprises*	743.36	1,288.08
Total	**1,403.11**	**1,778.19**
*includes dues to related parties [refer Note 38]	-	0.69

The disclosures pursuant to the said Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act') are as follows:

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
the principal amount due remaining unpaid to any supplier at the end of each accounting year;	656.43	489.51
the interest amount due thereon remaining unpaid to any supplier at the end of each accounting year;	3.32	0.60
the amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006;	-	-
the amount of interest accrued and remaining unpaid at the end of each accounting year; and	8.51	5.19
the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the MSMED Act, 2006.	-	-
Total	**659.75**	**490.11**

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

Trade Payables ageing schedule

(₹ in lakhs)

As at 31 March 2025

Particulars	Outstanding for following period from transaction date						
	Unbilled	Not Due	<1 year	1-2 years	2-3 years	More than 3 years	Total
Micro and Small Enterprise (MSME)	263.61	-	396.14	-	-	-	659.75
Other than Micro and Small Enterprise	398.82	-	341.83	1.83	-	0.88	743.36
Disputed Dues - MSME	-	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-	-

As at 31 March 2024 (₹ in lakhs)

Particulars	Outstanding for following period from transaction date						
	Unbilled	Not Due	<1 year	1-2 years	2-3 years	More than 3 years	Total
Micro and Small Enterprise (MSME)	222.82	-	267.29	-	-	-	490.11
Other than Micro and Small Enterprise	976.36	-	309.02	0.20	1.25	1.25	1,288.08
Disputed Dues - MSME	-	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-	-

22 Other current financial liabilities

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Creditors for capital expenditure		
Total outstanding dues of micro enterprises and small enterprises	-	5.29
Total outstanding dues to creditors other than micro enterprises and small enterprises	-	10.26
Employee benefits payable	443.27	409.62
Total	**443.27**	**425.17**

23 Other current liabilities

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Deferred Revenue (refer note 36)	6,663.85	6,479.60
Statutory dues payable (refer Note below)#	2,616.23	2,355.05
Others (includes commission etc.)	346.40	269.16
Total	**9,626.48**	**9,103.81**

Note - Statutory dues payable includes statutory liabilities payable towards tax deducted at source, Goods and Services Tax, Provident Fund, Employees' State Insurance, Labour welfare fund and Professional Tax etc.

#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-I 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.

Notes

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Considering the pending outcome of the proceedings, the Company has, on a conservative and best estimate basis, made provision aggregating of ₹ 2,247.57 lakhs including interest for F.Y. 2024-25 ₹105.72 lakhs (F.Y. 2023-24:₹ 2,141.85 lakhs including interest for F.Y. 2023-24 ₹105.70 lakhs) towards the total liability.

(₹ in lakhs)

Particulars	**As at 31 March 2025**	**As at 31 March 2024**
Opening Balance	2,141.85	2,036.15
Interest	105.72	105.70
Closing Balance	**2,247.57**	**2,141.85**

24 Provisions - Current

(₹ in lakhs)

	As at 31 March 2025	**As at 31 March 2024**
Provision for employee benefits [refer Note 40]		
Provision for compensated absences	200.14	181.65
Provision for gratuity	146.24	132.14
Total	**346.38**	**313.79**

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

25 Revenue from operations

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Sale of services# (refer note 36)	17,987.08	16,970.02
Sale of products#	3,655.64	3,472.83
Other operating revenue (includes royalty income and brand promotion income) [refer Note 38]	99.58	589.64
Total	**21,742.30**	**21,032.49**

Skin and Hair care products and services

No single customer represents 10% or more of the Company's total revenue during the years ended 31 March 2025 and 31 March 2024.

26 Other income

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Interest income from financial assets measured at amortised cost:		
Bank deposits	33.25	4.98
Income tax refund	0.17	0.35
Unwinding of discount on security deposits	131.40	122.85
Others	0.71	1.07
	165.53	**129.25**
Net gain on sale of current investments [including fair value gain 31 March 2025 - ₹ 18.20 lakhs ; 31 March 2024 - ₹ 94.54 lakhs]	134.97	203.91
Net gain on lease modification (refer Note 37)	62.21	48.94
Liabilities written back to the extent no longer required (net)	1.24	17.49
Profit on sale of property, plant and equipment	9.95	3.85
Profit on sale of Intellectual property rights (IPR)	1,256.89	-
Other miscellaneous income	74.61	58.03
Total	**1,705.40**	**461.47**

27 Cost of materials consumed

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Raw materials and packing material at the beginning of the year	521.82	413.72
Add : Purchases during the year	1,348.55	1,006.67
Less : Raw materials and packing material at the end of the year	692.69	521.82
Total	**1,177.68**	**898.57**

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

28 Changes in inventories of finished goods, work–in–progress and stock–in–trade

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Opening inventories		
Finished goods	218.19	259.96
Work-in-progress	-	24.99
Stock-in-trade	84.55	72.60
	302.74	**357.55**
Closing inventories		
Finished goods	223.01	218.19
Work-in-progress	-	-
Stock-in-trade	21.27	84.55
	244.28	**302.74**
Total changes in inventories of finished goods, work–in–progress and stock–in–trade - decrease	**58.46**	**54.81**

29 Employee benefits expense

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Salaries, wages and bonus	5,303.79	4,710.21
Contribution to provident and other funds [refer Note 40]	251.07	244.85
Defined benefit expense [refer Note 40]	51.81	46.30
Staff welfare expenses	382.47	338.51
Employee stock option charge [refer Note 39]	14.02	33.46
Compensated absences [refer Note 40]	73.13	60.88
Total	**6,076.29**	**5,434.21**

30 Finance costs

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Interest		
- Provident Fund Liability (refer Note 23)	105.72	105.70
- loans from related parties that are not measured at fair value through profit or loss	1,547.72	1,294.11
- lease liabilities that are not measured at fair value through profit or loss	1,028.07	854.48
- others	5.12	1.27
Other finance charges	379.18	333.62
Total	**3,065.81**	**2,589.18**

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

31 Depreciation, amortisation expenses and impairment losses on Property, Plant and Equipment

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation on property, plant and equipment	1,132.03	882.59
Amortisation on intangible assets	75.66	81.16
Depreciation on right-of-use assets	2,556.40	2,560.80
Total	**3,764.09**	**3,524.55**

32 Other expenses

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Consumption of consumables and stores and spare parts	3,473.60	2,972.40
Electricity and water expenses	402.44	328.93
Rent [refer Note 37]	227.09	37.52
Payments to consultants	2,450.32	2,093.34
Contract manufacturing charges	206.36	145.18
Repairs and maintenance:		
Plant and machinery	63.09	50.06
Building	796.99	723.75
Others	775.06	717.76
	1,635.14	**1,491.57**
Insurance	49.12	45.87
Rates and taxes	180.53	44.08
Travelling, conveyance and vehicle expenses	275.16	191.14
Payment to auditors (excluding goods and service tax):		
Statutory audit fees	49.00	49.00
Tax audit fees	1.00	1.00
Other services	7.35	18.51
Out of pocket expenses	5.68	11.73
	63.03	**80.24**
Legal and professional charges	153.57	1,509.02
Printing, stationery and communication expenses	271.19	266.31
Bank charges	174.75	147.93
Directors sitting fees [refer Note 38]	44.00	65.00
Advertisement and sales promotion	1,615.42	1,104.98
Freight forwarding and distribution expenses	14.96	14.02
Net loss on foreign currency transactions and translation	39.81	17.04
Loss on sale of non-current investments	164.70	-
Bad debts	170.64	-
Allowances for expected credit loss	-	26.09
Advances written off	8.35	32.13
Miscellaneous expenses	118.25	113.96
Total	**11,738.43**	**10,726.75**

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

33 Fair value measurement

(a) Financial Instrument by category

(₹ in lakhs)

Particulars	Note	As at 31 March 2025		
		FVTPL	FVOCI	Amortised cost
Financial assets				
Investments - others	5	-	-	75.83
Investments in mutual fund	10	363.22	-	-
Trade receivables	11	-	-	210.70
Cash and cash equivalents	12	-	-	647.80
Bank balances other than above	13	-	-	15.01
Loans	14	-	-	28.46
Other financial assets	6 and 15	-	-	2,154.45
Total financial assets		**363.22**	**-**	**3,132.25**
Financial liabilities				
Borrowings	19	-	-	14,406.68
Trade payables	21	-	-	1,403.11
Other financial liabilities	22	-	-	443.27
Lease liabilities	37	-	-	11,235.95
Total financial liabilities		**-**	**-**	**27,489.01**

(₹ in lakhs)

Particulars	Note	As at 31 March 2024		
		FVTPL	FVOCI	Amortised cost
Financial assets				
Investments - others	5	-	-	405.41
Investments in mutual fund	10	2,724.01	-	-
Trade receivables	11	-	-	484.63
Cash and cash equivalents	12	-	-	841.01
Bank balances other than above	13	-	-	4.49
Loans	14	-	-	20.04
Other financial assets	6 and 15	-	-	1,453.73
Total financial assets		**2,724.01**	**-**	**3,209.31**
Financial liabilities				
Borrowings	19	-	-	12,569.22
Trade payables	21	-	-	1,778.19
Other financial liabilities	22	-	-	425.17
Lease liabilities	37	-	-	9,413.98
Total financial liabilities		**-**	**-**	**24,186.56**

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

(b) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels in accordance with the applicable Indian Accounting Standard. An explanation of each level follows underneath the table.

(₹ in lakhs)

	Note	Level 1	Level 2	Level 3	Total
Financial assets and liabilities measured at fair value - recurring fair value measurements as at 31 March 2025					
Financial assets					
Investments in mutual fund	10	-	363.22	-	363.22
Total Financial assets		-	363.22	-	363.22
Financial liabilities	19	-	-	-	
Total Financial liabilities		**-**	**-**	**-**	**-**

(₹ in lakhs)

	Note	Level 1	Level 2	Level 3	Total
Financial assets and liabilities measured at amortised cost for which fair values are disclosed as at 31 March 2025					
Financial assets	NA	-	-	-	-
Total Financial assets		-	-	-	-
Financial liabilities - Directors loan	19	-	14,406.68	-	14,406.68
Total Financial liabilities		**-**	**14,406.68**	**-**	**14,406.68**

(₹ in lakhs)

	Note	Level 1	Level 2	Level 3	Total
Financial assets and liabilities measured at fair value - recurring fair value measurements as at 31 March 2024					
Financial assets					
Investments in mutual fund	10	-	2,724.01	-	2,724.01
Total Financial assets		-	2,724.01	-	2,724.01
Financial liabilities	19	-	-	-	
Total Financial liabilities		**-**	**-**	**-**	**-**

(₹ in lakhs)

	Note	Level 1	Level 2	Level 3	Total
Financial assets and liabilities measured at amortised cost for which fair values are disclosed as at 31 March 2024					
Financial assets	NA	-	-	-	-
Total Financial assets		-	-	-	-
Financial liabilities - Directors loan	19	-	12,569.22	-	12,569.22
Total Financial liabilities		**-**	**12,569.22**	**-**	**12,569.22**

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The fair value of financial instruments as referred to in note above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurement) and lowest priority to unobservable inputs (level 3 measurements). The categories used are as follows:

Level 1: Financial instruments measured using quoted prices (unadjusted) in active markets for identical assets or liabilities that entity can access at the measurement date. This includes listed equity instruments, traded bonds, mutual funds, bonds and debentures, that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using inputs that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices), using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is considered here. For example, the fair value of forward exchange contracts, currency swaps and interest rate swaps is determined by discounting estimated future cash flows using a risk-free interest rate. The mutual funds are valued using the closing NAV published by the mutual fund.

Level 3: The fair value of financial instruments for which the inputs are unobservable (i.e. inputs are not based on observable market data), are measured on the basis of entity specific valuations. When the fair value of unquoted instruments cannot be measured with sufficient reliability, the Company carries such instruments at cost less impairment, if applicable.

(c) Fair value of financial assets and liabilities measured at amortised cost

(₹ in lakhs)

	Note	As at 31 March 2025		As at 31 March 2024	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets					
Other assets					
Investments	5	75.83	75.83	405.41	405.41
Trade receivables	11	210.70	210.70	484.63	484.63
Cash and cash equivalents	12	647.80	647.80	841.01	841.01
Bank balances other than above	13	15.01	15.01	4.49	4.49
Loans	14	28.46	28.46	20.04	20.04
Other financial assets	6 and 15	2,154.45	2,154.45	1,453.73	1,453.73
		3,132.25	**3,132.25**	**3,209.31**	**3,209.31**
Financial Liabilities					
Borrowings	19	14,406.68	14,406.68	12,569.22	12,569.22
Trade payables	21	1,403.11	1,403.11	1,778.19	1,778.19
Other financial liabilities	22	443.27	443.27	425.17	425.17
		27,489.01	**27,489.01**	**24,186.56**	**24,186.56**

The carrying amounts of trade receivables, trade payables, capital creditors, loans and advances, security deposit, fixed deposit, insurance claim receivable, borrowing, other financial liabilities and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

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34 Financial Risk Management

Financial risk

In the course of its business, the Company is exposed to a number of financial risks: credit risk, liquidity risk and market risk, which may adversely impact the fair value of its financial instruments. This note presents the Company's objectives, policies and processes for managing its financial risk and capital. The key risks and mitigating actions are also placed before the Board of Directors of the Company. The focus of the risk management committee is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the Company. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company manages the risk through the finance department that ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The activities are designed to:

-protect the Company's financial results and position from financial risks
-maintain market risks within acceptable parameters, while optimising returns; and
-protect the Company's financial investments, while maximising returns.

(A) Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises on liquid assets, financial assets, trade and other receivables.

In respect of its investments, the Company aims to minimise its financial credit risk through the application of risk management policies.

Trade receivables are subject to credit limits, controls and approval processes. Company generally provides credit only to institutional customers and for all the other individual customers, usually advance payment terms are specified. Basis the historical experience, the risk of default in case of trade receivable is low. Provision is made for doubtful receivables on individual basis depending on the customer ageing, customer category, specific credit circumstances and the historical experience of the Company.

The carrying amounts of financial assets and contract assets represent the maximum credit exposure.

The gross carrying amount of trade receivables is ₹ 210.70 lakhs as at 31 March 2025 and ₹ 581.22 lakhs as at 31 March 2024.

Reconciliation of allowances for expected credit loss

(₹ in lakhs)

	31 March 2025	31 March 2024
Provision for doubtful debts at the beginning of the year	(96.59)	(75.72)
Add : Provided during the year	-	(26.09)
Less : Reversed / utilised during the year	96.59	5.22
Balance at the end of the year	**-**	**(96.59)**

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

Following table provides information about the exposure to credit risk and ECL for trade receivables and contract assets from Individual customers

(₹ in lakhs)

31 March 2025	Weighted average loss rate	Gross carrying amount	Loss allowance	Credit impairment
Credit impaired	100.00%	-	-	Yes
Others	0.00%	210.70	-	No
Total		**210.70**	**-**	

31 March 2024	Weighted average loss rate	Gross carrying amount	Loss allowance	Credit impairment
Credit impaired	100.00%	96.59	(96.59)	Yes
Others	0.00%	484.63	-	No
Total		**581.22**	**(96.59)**	

The Company maintains exposure in Cash and cash equivalents, Term deposits with banks, Investments, Loans, Security deposits and Other financial assets. Credit risk from investments of surplus funds is managed by the Company's treasury in accordance with the Board approved policy and limits. Investments of surplus funds are made only with those counterparties who meet the minimum threshold requirements prescribed by the Board. The Company monitors the credit ratings and financial strength of its counter parties and adjusts its exposure accordingly.

Security deposits are interest free deposits given by the Company for properties taken on lease. Provision is taken on a case to case basis depending on circumstances with respect to non recoverability of the amount. The gross carrying amount of Security deposits is ₹ 1,241.95 lakhs as at 31 March 2025 and ₹ 1,197.77 lakhs as at 31 March 2024.

Advances are given to subsidiaries for various operational requirements. Provision is made on a case to case basis depending on circumstances with respect to non recoverability of the amount. The gross carrying amount of loans and advances is Nil as at 31 March 2025 and ₹ 78.68 lakhs as at 31 March 2024.

(B) LIQUIDITY RISK

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines. (Also refer Note 1(f) of accounting policies)

The current ratio (i.e. currents asset to current liabilities) of the Company as at 31 March 2025 is 0.46 (As at 31 March 2024 is 0.53)

Maturity patterns of financial liabilities

(₹ in lakhs)

As at 31 March 2025	Note	Contractual maturities					Total
		Carrying Amount	Less than 1 year	1 year - 2 years	2 years to 3 years	3 years and above	
Non - current borrowings	19	14,406.68	-	1,400.00	1,838.00	12,934.00	16,172.00
Lease liabilities (undiscounted)		11,235.95	3,333.58	3,034.02	2,482.73	5,624.24	14,474.56
Trade payables	21	1,403.11	1,403.11	-	-	-	1,403.11
Other financial liabilities	22	443.27	443.27	-	-	-	443.27
Total			**5,179.96**	**4,434.02**	**4,320.73**	**18,558.24**	**32,492.94**

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(₹ in lakhs)

As at 31 March 2024	Note	Contractual maturities					Total
		Carrying Amount	Less than 1 year	1 year - 2 years	2 years to 3 years	3 years and above	
Non - current borrowings	19	12,569.22	-	-	1,400.00	12,972.00	14,372.00
Lease liabilities (undiscounted)		9,413.98	2,963.12	2,568.14	2,163.50	4,192.38	11,887.14
Trade payables	21	1,778.19	1,778.19	-	-	-	1,778.19
Other financial liabilities	22	425.17	425.17	-	-	-	425.17
Total			**5,166.48**	**2,568.14**	**3,563.50**	**17,164.38**	**28,462.50**

(C) Market Risk

The Company is exposed to risk from movements in foreign currency exchange rates and market prices that affect its assets, liabilities and future transactions.

Risks	Exposure arising from	Measurement
Market Risk- Foreign Exchange	Future commitment transactions	Cash flow forecasting

(i) Foreign currency risk

The Company is exposed to foreign exchange risk arising from various currency exposures on account of procurement of goods and services, primarily with respect to US Dollar, EURO and AED (pegged to US Dollar).

The Company's management regularly reviews the currency risk. However, at this stage the Company has not entered into any forward exchange contracts or other arrangements to cover this risk as the risk is not material.

The Company's exposure to foreign currency risk at the end of the reporting year is as follows:

(Foreign Currency in lakhs)

As at 31 March 2025	USD	EURO	AED
Financial assets			
Trade receivables	-	-	-
Other current financial assets	-	-	30.97
Financial liabilities			
Trade payables	0.03	-	-
Net Exposure	**(0.03)**	**-**	**30.97**

(Foreign Currency in lakhs)

As at 31 March 2024	USD	EURO	AED
Financial assets			
Trade receivables	1.49	-	-
Advance to supplier and Loan to related parties	1.00	-	-
Financial liabilities			
Trade payables	0.58	-	-
Net Exposure	**1.91**	**-**	**-**

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Foreign Currency Risk Sensitivity

A change of 1% in foreign currency would have following impact on profit/(loss) before tax:

(₹ in lakhs)

1% movement	31 March 2025		31 March 2024	
	Strengthening	Weakening	Strengthening	Weakening
USD	(0.03)	0.03	1.59	(1.59)
EURO	-	-	-	-
AED	7.23	(7.23)	-	-
Increase / (decrease) in profit	7.20	(7.20)	1.59	(1.59)

(ii) Price Risk:

Mutual fund Net Asset Values (NAVs) are impacted by a number of factors like interest rate risk, credit risk, liquidity risk, market risk in addition to other factors. A movement of 1% in NAV on either side can lead to a gain/loss of ₹ 3.63 lakhs and ₹ 27.24 lakhs, on the overall portfolio as at 31 March 2025 and 31 March 2024 respectively.

(iii) Interest Risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Since the Company does not have floating interest bearing borrowings, the exposure to risk of changes in interest rate and impact of same is not applicable.

35 Capital Management

The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. It considers the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. The capital structure of the Company consists of net debt (borrowings as detailed in Note 19, offset by cash and bank balances) and total equity of the Company.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

Gearing Ratio

The gearing ratio at the end of the reporting year is as follows (₹ in lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Borrowings	14,406.68	12,569.22
Cash and bank balances	(662.81)	(845.50)
Net debt	**13,743.87**	**11,723.72**
Total equity	(13,945.02)	(11,679.42)
Net debt to equity ratio	(98.56%)	(100.38%)

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forming part of the financial statements as at and for the year ended 31 March 2025

36 Disclosure under Ind AS 115, Revenue from Contracts with Customers

Reconciliation of revenue recognised with the contracted price is as follows:

(₹ in lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Gross Revenue from Contract with customers	18,237.50	17,364.43
Less : Reduction towards variable consideration components	(250.42)	(394.41)
Net Revenue recognised from contract with customers	**17,987.08**	**16,970.02**

The reduction towards variable consideration comprises of volume discounts, etc.

Details of contract liabilities balances:

(₹ in lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Balance as at beginning of the year	6,479.60	6,444.05
Advances received from the customers	18,171.33	17,005.57
Revenue recognised from contracts at the beginning of the reporting period and advances received during the year	(17,987.08)	(16,970.02)
Balance as at end of the year	**6,663.85**	**6,479.60**

Information on remaining performance obligations in contracts with Customers:

As at 31 March 2025 (₹ in lakhs)

Particulars	2025	2026-2030	Total
Contract revenue	6,455.38	208.47	6,663.85

As at 31 March 2024 (₹ in lakhs)

Particulars	2024	2025-2029	Total
Contract revenue	6,122.05	357.55	6,479.60

37 Disclosure under Ind AS 116, Leases

This standard on leases sets out the principles for the recognition, measurement, presentation and disclosure of the leases. The core objective of this standard is to ensure that lessees and lessors provide relevant information in a manner that faithfully represent those transactions.

On transition to Ind AS 116, the Company has applied the practical expedient to grandfather the definition of a lease on transition. This means Ind AS 116 has been applied to all contracts entered into before 1 April 2019 and identified as leases in accordance with Ind AS 17.

Company has credited to the statement of profit and loss ₹ 62.21 due to termination of certain lease contracts.

The Company leases clinic premises, plant and machineries and computers.

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Information about leases for which Company is a lessee is presented below:

a) Right-of-use assets (Net)

(₹ in lakhs)

	Land & Buildings	Plant & equipment	Total
Cost			
As at 1 April 2023	7,644.46	317.82	7,962.28
Additions	4,633.33	-	4,633.33
Disposals	(3,463.53)	-	(3,463.53)
Balance at 31 March 2024	**8,814.26**	**317.82**	**9,132.08**
Additions	4,113.75	817.45	4,931.20
Disposals	(3,408.59)	(0.65)	(3,409.24)
Balance at 31 March 2025	**9,519.42**	**1,134.62**	**10,654.04**
Accumulated depreciation			
As at 1 April 2023	1,389.47	39.82	1,429.29
Depreciation	2,478.88	81.91	2,560.80
Eliminated on disposals of assets	(3,260.12)	-	(3,260.12)
Balance at 31 March 2024	**608.24**	**121.73**	**729.97**
Depreciation	2,445.99	110.41	2,556.40
Eliminated on disposals of assets	(2,888.01)	-	(2,888.01)
Balance at 31 March 2025	**166.22**	**232.14**	**398.36**
Balance as at 31 March 2024	8,206.02	196.09	8,402.11
Balance as at 31 March 2025	**9,353.20**	**902.48**	**10,255.68**

b) Maturity analysis of lease liabilities

(₹ in lakhs)

Particulars	Total	Less than 1 year	Between 1 and 2 years	2 and 5 years	Over 5 years	Weighted average effective interest rate %
31 March 2025						
Lease liabilities	11,235.95	2,372.51	2,270.77	4,383.33	2,209.34	10.00%
Lease liabilities (undiscounted)	14,474.56	3,333.58	3,034.02	2,482.73	5,624.24	
31 March 2024						
Lease liabilities	9,413.98	2,182.41	1,952.90	3,917.79	1,360.88	10.00%
Lease liabilities (undiscounted)	11,887.14	2,963.12	2,568.14	2,163.50	4,192.38	

c) Expenses relating to short-term leases and low value assets have been disclosed below:

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Short-term lease expense	226.20	35.12
Low value lease expense	0.89	2.40
Total lease expense	**227.09**	**37.52**

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d) Amount recognised in statement of cash flows

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Total Cash outflows for leases	3,290.20	3,299.89

e) The following is the movement in lease liabilities during the year ended :

(₹ in lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Opening lease liabilities	9,413.98	7,655.60
Finance Cost	1,028.07	854.48
Additions during the Year (Net)	4,084.10	4,203.79
Payment of Lease Liabilities (Including Interest)	(3,290.20)	(3,299.89)
Closing Lease Liabilities	11,235.95	9,413.98

38 Related Party Disclosure

I. Name of related parties and nature of relationship:

Relationships	Country of Incorporation	Ownership Interest held by the Company	
		31 March 2025	31 March 2024
(a) Subsidiary companies			
KME Holdings Pte Limited	Singapore	100%	100%
Kaya Middle East DMCC (upto 14 November 2024)	United Arab Emirates	0%	100%
(b) Step-down subsidiary companies			
Kaya Middle East FZE (upto 6 June 2024)	United Arab Emirates	0%	100%
IRIS Medical Centre LLC (upto 14 November 2024)		0%	100%
Kaya Skin Care Clinic LLC (upto 6 June 2024)		0%	100%
Kaya Skin Care Clinic - Sole Proprietorship LLC (upto 6 June 2024)		0%	100%
Kaya Beauty Clinic - Sole Proprietorship LLC (upto 6 June 2024)		0%	100%
Kaya Trading LLC (upto 6 June 2024)		0%	100%
Kaya Skin Medical Centre LLC (upto 6 June 2024)		0%	99%
Kaya Beauty Clinic LLC SP (upto 6 June 2024)		0%	100%
Kaya Medical Complex LLC (formerly known as Kaya Skin Care Clinic LLC) (upto 6 June 2024)		0%	100%
Sakr AL Majd International Company (upto 14 November 2024)	Kingdom of Saudi Arabia	0%	100%
		-	
(c) Joint Venture companies			
Khimjis Health Care LLC (upto 6 June 2024)	Sultanate of Oman	0%	51%

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

(d) Key Management Personnel (KMP)

Mr. Harsh Mariwala - Chairman and Managing Director
Mr. B. S. Nagesh - Independent Director (upto 31 March 2025)
Mr. Irfan Mustafa - Independent Director (upto 5 August 2024)
Mr. Nikhil Khattau - Independent Director
Mr. Rajendra Mariwala - Non-Executive Director
Dr. Om Manchanda - Independent Director
Mr. Rishabh Mariwala - Non-Executive Director
Ms. Vasuta Agarwal - Independent Director
Mr. Rajiv Nair - Chief Executive Officer (upto 25 October 2024)
Mr. Saurabh Shah - Chief Financial Officer (upto 28 February 2024)
Mr. Arihant Dhariwal - Chief Financial Officer (w.e.f. 29 February 2024)
Ms. Nitika Dalmia - Company Secretary

(d) Enterprise over which KMP or their relatives have significant influence and transactions have taken place:

Marico Limited

II Transactions carried out with related parties referred to in I(a) to I(d) above:

(₹ in lakhs)

Nature of transaction	Key Management Personnel (KMP)	Enterprises over which KMP or their relative have significant Influence	Subsidiaries	Key Management Personnel (KMP)	Enterprises over which KMP or their relative have significant Influence	Subsidiaries
	For the year ended	For the year ended	For the year ended	For the year ended	For the year ended	For the year ended
	31 March 2025	31 March 2025	31 March 2025	31 March 2024	31 March 2024	31 March 2024
Sale of goods						
Kaya Middle East FZE	-	-	-	-	-	18.79
Marico Limited	-	617.00	-	-	-	-
Kaya Trading LLC	-	-	2.18	-	-	22.51
Royalty fees						
Marico Limited	-	14.32	-	-	-	-
Kaya Middle East DMCC	-	-	10.60	-	-	-
Kaya Middle East FZE	-	-	12.67	-	-	473.47
Manpower Cross charge						
Kaya Middle East FZE	-	-	-	-	-	16.05
ESOP Cross charge / (reversal)						
Kaya Middle East FZE	-	-	(36.64)	-	-	(11.75)
Reimbursement of expenses paid on behalf of Company						
Marico Limited	-	165.25	-	-	55.85	-

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(₹ in lakhs)

Nature of transaction	Key Management Personnel (KMP)	Enterprises over which KMP or their relative have significant Influence	Subsidiaries	Key Management Personnel (KMP)	Enterprises over which KMP or their relative have significant Influence	Subsidiaries
	For the year ended	For the year ended	For the year ended	For the year ended	For the year ended	For the year ended
	31 March 2025	31 March 2025	31 March 2025	31 March 2024	31 March 2024	31 March 2024
Reimbursement of expenses paid by Company on behalf of						
Kaya Middle East FZE	-	-	-	-	-	165.09
KME Holdings Pte Limited	-	-	723.17	-	-	-
Directors sitting fees						
Mr. B. S. Nagesh	10.50	-	-	14.50	-	-
Mr. Irfan Mustafa	1.50	-	-	7.00	-	-
Mr. Nikhil Khattau	8.50	-	-	12.50	-	-
Mr. Rajendra Mariwala	10.50	-	-	12.50	-	-
Dr. Om Manchanda	4.00	-	-	5.00	-	-
Mr. Rishabh Mariwala	4.00	-	-	7.00	-	-
Ms. Vasuta Agarwal	5.00	-	-	6.50	-	-
Rent paid						
Marico Limited	-	72.25		-	68.81	-
Loan taken from						
Mr. Harsh Mariwala	900.00	-	-	1,200.00	-	-
Mr. Rajendra Mariwala	900.00	-	-	2,500.00	-	-
Interest on loan taken						
Mr. Harsh Mariwala	586.91	-	-	508.86	-	-
Mr. Rajendra Mariwala	586.91	-	-	473.51	-	-
Salaries, wages and bonus						
Mr. Rajiv Nair	167.10	-	-	178.42	-	-
Mr. Saurabh Shah	-	-	-	98.56	-	-
Mr. Arihant Dhariwal	80.79	-	-	16.91	-	-
Ms. Nitika Dalmia	27.76	-	-	23.97	-	-

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forming part of the financial statements as at and for the year ended 31 March 2025

III Outstanding balances

(₹ in lakhs)

Nature of transaction	As at 31 March 2025	As at 31 March 2024
Loan taken		
Long-term		
Mr. Harsh Mariwala	8,086.00	7,186.00
Mr. Rajendra Mariwala	8,086.00	7,186.00
Other current assets		
Kaya Middle East FZE	-	78.68
Trade receivables		
Kaya Middle East FZE	-	111.90
Marico Limited	171.49	-
Kaya Trading LLC	-	12.01
Non - current investments (net)		
Kaya Middle East DMCC	-	405.41
KME Holdings Pte Ltd	75.83	-
Trade Payable (Directors sitting fees)		
Mr. Irfan Mustafa	-	0.69
Salaries, wages and bonus		
Mr. Arihant Dhariwal	13.72	-
Mr. Saurabh Shah	-	5.27

Transactions with key management personnel are as follows:

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Short-term benefits	275.66	317.86
Post-employment benefits	18.08	44.30

IV. Loans and advances in the nature of loans to subsidiaries / joint venture - refer Note 47

V. The promoters of the Company have given letter confirming their commitment to provide financial support in order to meet the shortfall in its fund requirement and for its working capital requirement which will enable it to operate and settle its liabilities and obligations as and when they become due and payable for a period not less than 12 months from the date of financial closure of the accounts of the Company for the year ended 31 March 2025.

VI. Terms and conditions of transactions with related parties :

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances on at the year end are unsecured and settlement occurs in cash.

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39 Share based payments

a) Kaya ESOP 2016 - Scheme IV:

The Nomination & Remuneration Committee on 3 August 2021 has granted 215,403 stock options at an exercise price of ₹ 331, to certain eligible employees of the Company and Kaya Middle East FZE (subsidiary company), pursuant to the Kaya ESOP 2016 - Scheme IV. One stock option is represented by one equity share of Kaya Limited.

The Options granted under Kaya ESOP 2016 - Scheme IV shall vest over 3 years from the Grant Date in the following manner:

- 34% of the Options granted will be vested at the end of first year from the grant date;
- 33% of the options will be vested at end of second year from the grant date;
- 33% of the options will be vested at the end of third year from the grant date.

The Exercise Period is of one year from the vesting date. The Scheme is administered by the Board of Kaya Limited.

Kaya ESOP 2016 - Scheme IV	31 March 2025	31 March 2024
Weighted average share price of options	331.00	331.00
Number of options granted, exercised, and forfeited		
Balance at the beginning of the year	53,234	1,12,466
Granted during the year	-	-
Less: Exercised during the year	33,450	-
Forfeited/lapsed during the year	18,069	59,232
Balance as at end of the year	**1,715**	**53,234**
Weighted average remaining contractual life of options outstanding at end of period (in years)	0.35	1.35

The Company has applied the fair value based method of accounting for determining compensation cost for its stock based compensation plan and has accordingly accounted ₹ 4.73 lakhs (31 March 2024: ₹ 21.07 lakhs) as compensation cost under the 'fair value' method [refer note 29].

The following assumptions were used for calculation of fair value of grants using Black Scholes method :

	Kaya ESOP 2016 - Scheme IV
Risk - free interest rate (%)	4.46% to 5.45%
Expected life of options (years)	2 to 4
Expected volatility (%)	17.79%
Fair value of options	207.63
Dividend yield	0.00%

b) Kaya ESOP 2021 - Scheme I:

The Nomination & Remuneration Committee on March 2, 2022 has granted 511,364 stock options at an exercise price of ₹ 440 to Global CEO of the Company, pursuant to the Kaya ESOP 2021 - Scheme I. One stock option is represented by one equity share of Kaya Limited.

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The Exercise Period is one year from the vesting date. The Scheme is administered by the Board of Kaya Limited.

Kaya ESOP 2021 Scheme - I	31 March 2025	31 March 2024
Weighted average share price of options	440.00	440.00
Number of options granted, exercised, and forfeited		
Balance at the beginning of the year	5,11,364	5,11,364
Granted during the year	-	-
Less: Exercised during the year	-	-
Forfeited/lapsed during the year	5,11,364	-
Balance as at end of the year	**-**	**5,11,364**
Weighted average remaining contractual life of options outstanding at end of period (in years)	-	3.00

The Company has applied the fair value based method of accounting, for determining compensation cost for its stock based compensation plan, using Monte Carlo simulation, considering the performance based stock options, which will vest based on the achievement of defined performance parameters (target profit), as determined by the administrator (the Nomination & Remuneration Committee).

On achievement of target profits, the nomination and remuneration committee will determine the number of options that will vest.

Any shortfall based on the ESOPs vested and amount agreed between the Company and employee would be cash settled as approved by the Nomination and Remuneration committee.

The Company during the previous year has reversed accrual made till 31 March 2023 under the above plan aggregating to ₹ 698.99 lakhs based on the performance.

The following assumptions were used for calculation of fair value of grants using Monte Carlo simulation method :

	Kaya ESOP 2021 - Scheme I
Risk - free interest rate (%)	5.46%
Expected life of options (years)	3.2
Expected volatility (%)	54.43%
Fair value of options	436.18
Dividend yield	0.00%

c) Kaya ESOP 2021 - Scheme II:

The Nomination & Remuneration Committee on 29 May 2022 has granted 121,000 stock options at an exercise price of ₹ 396, to certain eligible employees of the Company and Kaya Middle East FZE (subsidiary company), pursuant to the Kaya ESOP 2021 - Scheme II. One stock option is represented by one equity share of Kaya Limited.

The Options granted under Kaya ESOP 2021 - Scheme II shall vest over 3 years from the Grant Date in the following manner:

- 34% of the Options granted will be vested at the end of first year from the grant date;
- 33% of the options will be vested at end of second year from the grant date;
- 33% of the options will be vested at the end of third year from the grant date.

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The Exercise Period is of one year from the vesting date. The Scheme is administered by the Board of Kaya Limited.

Kaya ESOP 2021 - Scheme II	31 March 2025	31 March 2024
Weighted average share price of options	396.00	396.00
Number of options granted, exercised, and forfeited		
Balance at the beginning of the year	85,000	1,21,000.00
Granted during the year	-	-
Less: Exercised during the year	-	
Forfeited/lapsed during the year	81,700	36,000
Balance as at end of the year	**3,300**	**85,000**
Weighted average remaining contractual life of options outstanding at end of period (in years)	1.00	1.00

The Company has applied the fair value based method of accounting for determining compensation cost for its stock based compensation plan and has accordingly accounted ₹ (0.35) lakhs (31 March 2024: ₹ 11.13 lakhs) as compensation cost under the 'fair value' method [refer note 29].

The following assumptions were used for calculation of fair value of grants using Black Scholes method :

	Kaya ESOP 2021 - Scheme II
Risk - free interest rate (%)	5.70% to 6.53%
Expected life of options (years)	1.5 to 3.5
Expected volatility (%)	55.00%
Fair value of options	96.09
Dividend yield	0.00%

d) Kaya ESOP 2021 - Scheme III:

During the year, the Nomination & Remuneration Committee on 15 February 2024 has granted 14,523 stock options at an exercise price of ₹ 345, to certain eligible employees of the Company, pursuant to the Kaya ESOP 2021 - Scheme III. One stock option is represented by one equity share of Kaya Limited.

The Options granted under Kaya ESOP 2021 - Scheme III shall vest over 3 years from the Grant Date in the following manner:

- 34% of the Options granted will be vested at the end of first year from the grant date;
- 33% of the options will be vested at end of second year from the grant date;
- 33% of the options will be vested at the end of third year from the grant date.

The Exercise Period is of one year from the vesting date. The Scheme is administered by the Board of Kaya Limited.

Kaya ESOP 2021 Scheme - III	31 March 2025	31 March 2024
Weighted average share price of options	345.00	345.00
Number of options granted, exercised, and forfeited		
Balance at the beginning of the year	14,523	-
Granted during the year	-	14,523
Less: Exercised during the year	-	-
Forfeited/lapsed during the year	-	-
Balance as at end of the year	**14,523**	**14,523**
Weighted average remaining contractual life of options outstanding at end of period (in years)	2.50	3.50

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The Company has applied the fair value based method of accounting for determining compensation cost for its stock based compensation plan and has accordingly accounted ₹ 9.64 lakhs (31 March 2024: ₹ 1.26 lakhs) as compensation cost under the 'fair value' method [refer note 29].

The following assumptions were used for calculation of fair value of grants using Black Scholes method :

	Kaya ESOP 2021 - Scheme III
Risk - free interest rate (%)	6.67% to 6.75%
Expected life of options (years)	1.5 to 3.5
Expected volatility (%)	40% to 45%
Fair value of options	125.72
Dividend yield	0.00%

40 Employee benefit

I. Defined contribution plan:

The Company has defined contribution plan. Contributions are made to prescribed funds for employees at the specified rates as per respective regulations. The contributions are made to funds administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual or constructive obligation. The expense recognised during the year under defined contribution plan is as under:

(₹ in lakhs)

	Year Ended 31 March 2025	Year Ended 31 March 2024
Contribution to provident fund	231.07	219.21
Contribution to employee state insurance corporation	19.31	25.13
Contribution to labour welfare fund	0.69	0.51
Total	**251.07**	**244.85**

II. Defined benefit plan:

Gratuity:

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972, Employees who are in continuous service for a period of 5 years or more are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contribution to recognised funds in India. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

A. Amount recognised in Balance Sheet

(₹ in lakhs)

	Present value of Obligation	Fair value of plan assets	Net amount
As at 31 March 2024	278.28	3.15	275.14
Current service cost	32.20	-	32.20
Interest expense/(income)	19.87	(0.26)	19.61
Total amount recognised in profit or loss	52.07	(0.26)	51.81
Remeasurements			
(Gain)/loss from on obligation - due to change in financial assumption	4.09	-	4.09
(Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	(0.93)	-	(0.93)
(Gain)/loss from on obligation - due to experience	35.90	(0.02)	35.88
Benefit Payments	(63.01)	-	(63.01)
As at 31 March 2025	**306.41**	**3.44**	**302.97**

(₹ in lakhs)

	Present value of Obligation	Fair value of plan assets	Net amount
As at 31 March 2023	257.70	2.98	254.73
Current service cost	27.95	-	27.95
Interest expense/(income)	18.56	(0.21)	18.35
Total amount recognised in profit or loss	46.51	(0.21)	46.30
Remeasurements			
(Gain)/loss from on obligation - due to change in financial assumption	0.37	-	0.37
(Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	2.52	-	2.52
(Gain)/loss from on obligation - due to experience	29.32	0.04	29.37
Benefit Payments	(58.15)	-	(58.15)
As at 31 March 2024	**278.28**	**3.15**	**275.14**

B. Recognised in Statement of Profit or loss

(₹ in lakhs)

For the year	31 March 2025	31 March 2024
Current service cost	32.20	27.95
Interest expense (net)	19.61	18.35
	51.81	**46.30**

C. Recognised in other comprehensive income

(₹ in lakhs)

For the year	31 March 2025	31 March 2024
Actuarial (gain)/loss on obligation	39.04	32.26
	39.04	**32.26**

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

D. The net liability disclosed above relates to funded plans as follows:

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Present value of funded obligations	306.41	278.28
Fair value of plan assets	(3.44)	(3.15)
Deficit of gratuity plan	302.97	275.13

E. The significant actuarial assumptions were as follows:

	As at 31 March 2025	As at 31 March 2024
Discount rate	6.54%	7.14%
Rate of return on plan assets*	6.54%	7.14%
Future salary rise*	8.00%	8.00%
Attrition Rate	35% and 27%	35% and 25%
Mortality	Indian assured lives Mortality (2012-14) Urban	Indian assured lives Mortality (2012-14) Urban

*The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. (The expected rate of return on plan assets is based on the current portfolio of assets, investment strategy and market scenario.)

F. Sensitivity

The sensitivity of the defined benefit obligations to the changes in the weighted principal assumptions is as under:

(₹ in lakhs)

	31 March 2025		
	Change in assumption	Increase in Rate / Increase (Decrease) in DBO	Decrease in Rate / Decrease (Increase) in DBO
Rate of discounting	1.00%	(6.73)	7.15
Rate of salary increase	1.00%	6.91	(6.66)
Rate of employee turnover	1.00%	(1.61)	1.67

(₹ in lakhs)

	31 March 2024		
	Change in assumption	Increase in Rate / Increase (Decrease) in DBO	Decrease in Rate / Decrease (Increase) in DBO
Rate of discounting	1.00%	(6.04)	6.42
Rate of salary increase	1.00%	5.89	(5.67)
Rate of employee turnover	1.00%	(0.97)	1.00

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

G. The defined benefit obligations shall mature after year end as follows:

(₹ in lakhs)

Year ending March 31	2025	2024
1st following year	85.49	79.59
2nd following year	64.89	60.62
3rd following year	52.31	46.68
4th following year	44.12	36.93
5th following year	31.11	30.58
Sum of years 6 to 10	68.30	63.17
Sum of Years 11 and above	16.53	17.30

H. Details of Plan Assets

(₹ in lakhs)

Year ending March 31	2025	2024
Kotak Group Bond Fund	3.39	3.14

I. Risk exposure

The Company is exposed to below risks, pertaining to its defined benefit plans.

Asset volatility : The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan assets has investments in insurance/ equity managed fund, fixed income securities with high grades, public/private sector units and government securities. Hence assets are considered to be secured.

Changes in bond yields : A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.

J. Compensated absences

Amount recognised in the Balance Sheet and movements in net liability:

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Opening balance of Compensated absences	181.65	167.67
Present value of compensated absences (As per actuarial valuation) as at the year end	200.14	181.65

41 Contingent liabilities, Contingent assets and commitments

(a) Contingent liabilities

(to the extent not provided for)

(₹ in lakhs)

Description	As at 31 March 2025	As at 31 March 2024
Claims against the Company not acknowledged as debts in respect of		
- Sales tax	124.94	124.94
- Service tax matters	37.46	37.46
- Goods and services tax matters	3.20	27.87
Total	**165.60**	**190.27**

In respect of above, future cash outflow is determinable only on receipt of judgments pending at various forums / authorities.

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

(b) Capital and other commitments

(₹ in lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Capital commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	849.25	333.11

(c) The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on 13 November 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its valuation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

(d) The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in these standalone financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial position.

42 Segment information

Operating Segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM who is responsible for allocating resources and assessing performance of the operating segments has been identified as the Chairman and Managing Director of the Company.

The Company operates only in one business segment i.e. " Sale of skin care and hair care products and services" which is reviewed by CODM and all the activities incidental thereto are within India, hence Company does not have any reportable segments as per Ind AS 108 "Operating Segments". Further, no single customer contributes to more than 10% of the Company's revenue.

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

43 Ratios

Particulars	Numerator / Denominator	As at 31 March 2025	As at 31 March 2024	% Change	Remarks for variance above 25 percent
Current Ratio	Current Assets	0.46	0.53	(14.51)	Not applicable
(times)	Current Liabilities				
Debt-Equity Ratio	Total Debt	(1.03)	(1.08)	(4.00)	Not applicable
(times)	Total Equity				
Debt Service Coverage Ratio	Earnings before Interest, Tax and Exceptional Items	0.95	0.95	0.50	Not applicable
(times)	Interest Expense + Principal Repayments made during the period for long term loans including lease liabilities				
Return on Equity Ratio	Profit After Tax (Attributable to Owners)	0.19	1.19	(83.99)	Change is on account of decrease in losses in the current year as compared to previous year.
(times)	Average Net Worth				
Inventory turnover ratio	Cost of Goods Sold	0.66	0.67	(1.03)	Not applicable
(times)	Average Inventories of Finished Goods, Stock-in-Process and Stock-in-Trade				
Trade Receivables turnover ratio	Revenue from Operations (including GST)	2.54	2.73	(7.12)	Not applicable
(times)	Average Trade Receivables				
Trade payables turnover ratio	Cost of Materials Consumed (after adjustment of RM Inventory) + Purchases of Stock-in-Trade + Other Expenses	0.96	0.91	5.86	Not applicable
(times)	Average Trade Payables				
Net capital turnover ratio	Revenue from Operations (including GST)	(1.56)	(1.80)	(13.42)	Not applicable
(times)	Net Worth				
Net profit ratio	Profit After Tax	(12.19%)	(65.95%)	(81.51%)	Change in ratio is on account of decrease in losses in current year as compared to previous year due to cost rationalisation in current year
(%)	Revenue from Operations (including GST)				
Return on Capital employed	Net Profit before Interest and Tax	0.90	(1,267.98%)	(107.09%)	Change is due to decrease in losses in current year as compared to previous year
(%)	Capital Employed				

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

Particulars	Numerator / Denominator	As at 31 March 2025	As at 31 March 2024	% Change	Remarks for variance above 25 percent
Return on investment	Other Income (Excluding Dividend)	7%	6%	26.98%	Return on Investment increased due to increase in cash and cash equivalents towards the end of the current year
(%)	Average Cash, Cash Equivalents & Other Marketable Securities				

44 Additional regulatory information required by Schedule III

i) Details of benami property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

ii) Borrowing secured against current assets

The Company has sanctioned limit against overdraft facility, letter of credit and bank guarantee but the same has not been utilized during the year. No security has been provided against these limits. No disclosure required against the sanctioned limits.

iii) Wilful defaulters

Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

iv) Relationship with struck off companies

The Company has reviewed transactions to identify if there are any transactions with struck off companies. To the extent information is available on struck off companies, there are no transactions with struck off companies.

v) Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013.

vi) Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

vii) Utilisation of borrowed funds and share premium

The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries

viii) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

ix) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

x) Revaluation of property, plant & equipment and intangible asset

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

45 Earnings per share

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
(a) Basic earnings per share		
Basic earnings per share attributable to the equity holders of the Company (in ₹)	(20.26)	(106.18)
(b) Diluted earnings per share		
Diluted earnings per share attributable to the equity holders of the Company(in ₹)*	(20.26)	(106.18)
(c) Earnings/(loss) used in calculating earnings per share		
For basic	(2,651.06)	(13,871.71)
For diluted	(2,651.06)	(13,871.71)
(d) Weighted average number of shares used as the denominator		
Weighted average number of equity shares in calculating basic earnings per share	1,30,84,648	1,30,64,091
Impact of Share Options* - Anti dilutive	-	-
Weighted average number of equity shares and potential equity shares in calculating diluted earnings per share	1,30,84,648	1,30,64,091

* Since the earnings per share computation based on dilutive weighted average number of shares is anti-dilutive, the basic and diluted earnings per share is the same.

46 The Company in light of losses incurred in the past years is not required to spend any amount towards Corporate Social Responsibility for the year 2024-25.

47 Disclosure as per Section 186 of the Companies Act, 2013 and SEBI regulations

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and as per Regulation 53(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations are as follows:

Details of Loans, Guarantees and Investments during the year ended 31 March 2025 as per Section 186(4) of the Act:

(₹ in lakhs)

	KME Holdings Pte Ltd.	Kaya Middle East DMCC
Opening balance as at 1 April 2024	13,539.50	2,570.72
Repayments/redemption:		
Investments redeemed/sold during the year	-	(2,570.72)
Closing balance as at 31 March 2025	13,539.50	-

Notes

forming part of the financial statements as at and for the year ended 31 March 2025

Details of Loans, Guarantees and Investments during the year ended 31 March 2024 as per section 186(4) of the Act:

(₹ in lakhs)

	KME Holdings Pte Ltd.	Kaya Middle East DMCC
Opening balance as at 1 April 2023	13,539.50	2,570.72
Closing balance as at 31 March 2024	**13,539.50**	**2,570.72**

48 The Company's international transactions with related parties are at arm's length as per the Income-tax Act, 1961 and as supported by an independent accountants report for the year ended 31 March 2024. Management believes that Company's international transaction with related parties post 31 March 2024 continue to be at arm's length as per the Income-tax Act, 1961 and that the transfer pricing legislation will not have any impact on the amount of income tax expense and that on provision for income tax.

Notes 1 to 48 form an integral part of the Standalone Financial Statements
As per our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of
Kaya Limited
CIN:L85190MH2003PLC139763

Jaclyn Desouza
Partner
Membership No: 124629

Harsh Mariwala
Chairman and Managing Director
DIN: 00210342
Mumbai

Vivek Karve
Director
DIN: 06840707
Mumbai

Arihant Dhariwal
Chief Financial Officer
Membership No: 420199
Mumbai

Nitika Dalmia
Company Secretary
Membership No. A33501
Mumbai

Mumbai
28 May 2025

Independent Auditor's Report

To the Members of Kaya Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Kaya Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its joint venture, which comprise the consolidated balance sheet as at 31 March 2025, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its joint venture as at 31 March 2025, of its consolidated loss and other comprehensive loss, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, its joint venture in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Going concern assumption	
See Note 1(f) to consolidated financial statements	
The key audit matter	**How the matter was addressed in our audit**
The availability of sufficient funding and the testing of whether the Group will be able to continue meeting its obligations is important for the going concern assumption and, as such, is significant aspect of our audit. This test or assessment is largely based on the expectations of and the estimates made by management. The expectations and estimates can be influenced by subjective elements such as estimated future cash flows, forecasted results and margins from operations. Estimates are based on assumptions.	Our audit procedures included: • Obtained an understanding of the key controls relating to the Group's forecasting process. • Tested and challenged the key assumptions used by the Group in preparing the cash flow forecasts including revenue, fixed and operating costs, capital expenditure and funding requirements based on our understanding of the Group's business. • Performed sensitivity analysis to the cash flow forecast by considering plausible changes to the key assumptions adopted by the Group and its impact on the going concern assumption. • Obtained details of borrowings approved / received and tested with underlying documentation. • Inspected the letter of financial support from the promoters. • Considered the adequacy of the disclosure in the financial statements in respect of Group's assessment of going concern assumption.

Revenue recognition	
See Note 2A(c) and 28 to consolidated financial statements	
The key audit matter	**How the matter was addressed in our audit**
The Group primarily recognises revenue when a performance obligation is satisfied by rendering of services to customers in clinics and sale of products through various distribution channels. We identified revenue recognition as a key audit matter considering • The Group focuses on revenue as a key performance measure which could create an incentive for revenue to be recognised before the control of underlying products has been transferred or service provided to customer. There is a risk that revenue may be overstated or understated because of fraud resulting from the pressure Management may feel to achieve performance targets at the reporting period end • Application of revenue recognition accounting standard is complex and involves a number of key judgments and estimates including in determining the timing of recognition of unconsumed sessions under deferred revenue account;	In view of the significance of the matter, we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: • Assessed the appropriateness of the revenue recognition accounting policies by comparing with applicable accounting standard; • Obtained understanding of the systems, processes and controls implemented by the Company for determining and recording revenue and the associated deferred revenue balances. • Tested the design and operating effectiveness of key controls established by management over the completeness, accuracy and existence of revenue; • Inspected individual revenue transactions on sample basis, selected by applying statistical sampling, from the underlying documents that revenue has been booked correctly and in the correct period with reference to supporting invoices and other supporting documents. • Tested on a sample basis, the supporting documents for sales transactions recorded during the period closer to the year end to determine whether revenue was recognised in the correct period;

Revenue recognition	
See Note 2A(c) and 28 to consolidated financial statements	
The key audit matter	**How the matter was addressed in our audit**
• The accounting for rendering of services is susceptible to the Company's override of controls through the recording of fictitious manual journals in the accounting records or the manipulation of inputs used to assess revenue recorded in respect of unused sessions; and • At year-end a significant amount of deferred revenue related to these services is recognised on the balance sheet.	• Performed cash to revenue reconciliation and other analytical procedures and where appropriate, conducted further enquiries and testing; • Verified the breakage provision which is recorded (based on past trends) for deferral of revenue in respect of partly consumed packages, on their normal expiry; • Assessed manual journals posted to revenue to identify unusual items; and • Assessed the adequacy and appropriateness of the disclosures made in accordance with the relevant accounting standard.

Impairment evaluation of property, plant and equipments (PPE)	
See Note 2A(j) and 3 to consolidated financial statements	
The key audit matter	**How the matter was addressed in our audit**
Certain clinics which were incurring operating losses were identified by the Group and the PPE therein were accordingly evaluated for impairment Value in use for each clinic is determined by the Group based on certain assumptions and estimates of future performance. Due to the judgment involved in forecasting performance, and estimates involved in discounting future cash flows, we have considered these to be significant to our audit strategy and planning.	Our audit procedures included: • Assessed the Company's process for identification of indicators of impairment based on Company's evaluation of the financial performance of each clinic; • Tested the design and operating effectiveness of controls established by management over the impairment assessment. • Involved our valuation specialists to assess the valuation methodology and challenged the assumptions used to determine the value in use. • Performed sensitivity analysis on the key assumptions, to ascertain which adverse changes, both individually or in aggregate, could impact the analysis. • Assessed the appropriateness of the related disclosures in the consolidated financial statements.

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and auditor's report(s) thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the audit reports of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated loss and other comprehensive loss, consolidated statement of changes in equity and consolidated cash flows of the Group including its joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and the respective Management and Board of Directors of its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the 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 the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and the respective Management and Board of Directors of its joint venture are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its joint venture are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements 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 consolidated financial statements.

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 consolidated financial statements, 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 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 made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements 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 consolidated financial statements 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 Group and its joint venture to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial statements of such entities or business activities within the Group and its joint venture to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled “Other Matters” in this audit report.

We communicate with those charged with governance of the Holding Company 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

a. We did not audit the financial statements of 11 subsidiaries, whose financial statements reflects total assets (before consolidation adjustments) of ₹ Nil as at 31 March 2025, total revenues (before consolidation adjustments) of ₹ 5,203.08 lakhs and net cash flows (before consolidation adjustments) amounting to ₹ (949.69) for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group’s share of net loss (and other comprehensive income) of ₹ 12.25 lakhs for the year ended 31 March 2025, in respect of one joint venture, whose financial statements has not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and joint venture is based solely on the reports of the other auditors.

   Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

b. The financial statements of one subsidiary, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 75.83 lakhs as at 31 March 2025, total revenues (before consolidation adjustments) of ₹ Nil and net cash flows (before consolidation adjustments) amounting to ₹62.50 lakhs for the year ended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditor. These unaudited financial statement has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on such unaudited financial statement. In our opinion and according to the information and explanations given to us by the Management, this financial statement is not material to the Group.

   Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 A. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the instances mentioned below:

      - Matters as stated in the paragraph (2B(f)) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

      - The daily back-up relating to the period 11 August 2022 to 31 March 2023 for the accounting software used for maintaining general ledger (which forms part of the 'books of account and other relevant books and papers in electronic mode') has not been preserved by the Company in accordance with the provisions of the Companies Act, 2013.

   c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

   e. On the basis of the written representations received from the directors of the Holding Company as on various date in the month of April 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and joint venture company incorporated in India, none of the directors of the Group companies and joint venture company incorporated in India is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.

   f. the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph [2A(b)] above on reporting under Section 143(3)(b) of the Act and paragraph [2B(f)] below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

   g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, as noted in the "Other Matters" paragraph:

   a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2025 on the consolidated financial position of the Group. Refer Note 42 and 25 to the consolidated financial statements.

   b. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2025.

   c. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company incorporated in India during the year ended 31 March 2025.

   d. (i) The management of the Holding Company incorporated in India whose financial statements has been audited under the Act has represented to us that, to the best of its knowledge and belief, as disclosed in the Note 44(vii) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management of the Holding Company incorporated in India whose financial statements has been audited under the Act has represented to us that, to the best of its knowledge and belief, as disclosed in the Note 44(vii) to the consolidated financial statements, no funds have been received by the Holding Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The Holding Company incorporated in India has neither declared nor paid any dividend during the year.

f. Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting softwares for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:

- The feature of recording audit trail (edit log) was not enabled at the database layer to log any direct data changes for the accounting software used for maintaining the books of account relating to general ledger.
- The feature of recording audit trail (edit log) was not enabled at the application layer for the accounting software used for maintaining books of account relating to recognition of clinic sales for the period from 1 April 2024 to 25 February 2025. Further, in the absence of change log over audit trail feature at the application level, we are unable to comment whether there were any instances of the audit trail feature been tampered with and in the absence of reporting on compliance with the audit trail requirements in the independent auditor's report in relation to controls at the service organisation for the said accounting software, which is operated by third-party software service provider, we are unable to comment whether the audit trail feature of the said software was enabled at the database level to log any direct data changes and operated throughout the year for all relevant transactions recorded in the software.
- Based on the independent auditor's report in relation to controls at of a service organization for the accounting software used for maintaining books of account relating to consolidation process, the feature of recording audit trail (edit log) was not enabled at the database layer to log any direct data changes.

Further, for the periods where audit trail (edit log) facility was enabled and operated for the respective softwares, we did not come across any instance of the audit trail feature being tampered with during the course of the audit. Additionally, other than the periods where audit trail was not enabled in the prior year, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us the Holding Company has not paid any remuneration to its directors during the current year. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Jaclyn Desouza
Partner
Membership No.: 124629
ICAI UDIN:25124629BMOQHP8670

Place: Mumbai
Date: 28 May 2025

Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of Kaya Limited for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) According to the information and explanations given to us and based on our examination, there are no companies included in the consolidated financial statements of the Holding Company which are companies incorporated in India except the Holding Company. The Companies (Auditor's Report) Order, 2020 of the Holding Company include following unfavourable answer or qualification or adverse remark

Sr. No.	Name of the entities	CIN	Holding Company/ Sub sidiary/ JV/ Associate	Clause number of the CARO report which is unfavourable or qualified or adverse
1	Kaya Limited	L85190MH2003 PLC139763	Holding Company	XVII

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Jaclyn Desouza
Partner
Membership No.: 124629
ICAI UDIN:25124629BMOQHP8670

Place: Mumbai
Date: 28 May 2025

Annexure B to the Independent Auditor's Report on the consolidated financial statements of Kaya Limited for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of Kaya Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Holding Company , as of that date.

In our opinion, the Holding Company, has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Holding Company considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Holding Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Holding Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Jaclyn Desouza
Partner
Membership No.: 124629
ICAI UDIN:25124629BMOQHP8670

Place: Mumbai
Date: 28 May 2025

Consolidated Balance Sheet

As at 31 March, 2025

(₹ in Lakhs)

	Note	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3	5,465.88	5,887.30
Right-of-use assets	39	10,255.68	11,386.99
Goodwill	5	-	-
Other intangible assets	4	41.16	116.82
Intangible assets under development	4	131.15	120.06
Investments in equity accounted entities	6	-	187.51
Financial assets			
Other financial assets	7	904.06	1,543.93
Other tax assets (net)	8	2.31	1.52
Other non-current assets	9	310.41	130.52
Total non-current assets		**17,110.65**	**19,374.65**
Current assets			
Inventories	10	2,575.25	2,862.18
Financial assets			
Investments	11	363.22	2,724.01
Trade receivables	12	210.70	392.22
Cash and cash equivalents	13	723.63	1,804.04
Bank balances other than Cash and cash equivalents as above	14	15.01	4.49
Loans	15	28.46	36.04
Other financial assets	16	1,250.39	1,268.13
Other current assets	17	1,396.27	1,079.26
Total current assets		**6,562.93**	**10,170.37**
TOTAL ASSETS		**23,673.58**	**29,545.02**
EQUITY AND LIABILITIES			
Equity			
Share capital	18	1,309.75	1,306.41
Other equity	19	(15,254.77)	(23,984.27)
Equity attributable to owners of the company		(13,945.02)	(22,677.86)
Non-controlling interest	44	-	(0.97)
Total Equity		**(13,945.02)**	**(22,678.83)**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	20	14,406.68	14,132.37
Lease liabilities	39	8,863.45	8,536.22
Provisions	21	156.73	955.84
Total non-current liabilities		**23,426.86**	**23,624.43**
Current liabilities			
Financial liabilities			
Borrowings	23	-	3,645.76
Lease liabilities	39	2,372.50	3,832.22
Trade payables			
Total outstanding dues of Micro enterprises and Small enterprises; and	22	659.75	490.11
Total outstanding dues of creditors other than Micro enterprises and Small enterprises	22	743.36	4,507.32
Other financial liabilities	24	443.27	1,739.41
Other current liabilities	25	9,626.48	13,194.99
Provisions	26	346.38	1,189.61
Total current liabilities		**14,191.74**	**28,599.42**
TOTAL EQUITY AND LIABILITIES		**23,673.58**	**29,545.02**
Material Accounting Policies	2A		

Notes 1 to 51 form integral part of the Consolidated Financial Statements
As per our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of Kaya Limited
CIN:L85190MH2003PLC139763

Jaclyn Desouza
Partner
Membership No: 124629

Harsh Mariwala
Chairman and Managing Director
DIN: 00210342
Mumbai

Vivek Karve
Director
DIN: 06840707
Mumbai

Arihant Dhariwal
Chief Financial Officer
Membership No: 420199
Mumbai

Nitika Dalmia
Company Secretary
Membership No. A33501
Mumbai

Mumbai
28 May 2025

Consolidated Statement of Profit & Loss

For the year ended 31st March, 2025

(₹ in Lakhs)

		Note	Year ended 31 March 2025	Year ended 31 March 2024 (Restated) Refer note 47
I	**Income**			
	Revenue from operations	27	21,716.83	20,517.71
	Other income	28	1,705.40	461.47
	Total income		**23,422.23**	**20,979.18**
II	**Expenses**			
	Cost of materials consumed	29	1,177.68	898.58
	Purchases of stock–in–trade		293.83	446.41
	Changes in inventories of finished goods, work–in–progress and stock–in–trade	30	58.46	54.81
	Employee benefits expense	31	6,076.28	5,434.21
	Finance costs	32	3,065.81	2,589.18
	Depreciation and amortisation expense	33	3,764.09	3,524.55
	Impairment of goodwill	5	-	6,667.25
	Other expenses	34	12,322.85	10,736.90
	Total expenses		**26,759.00**	**30,351.89**
III	**(Loss) before tax**		(3,336.77)	(9,372.71)
IV	**Tax expense**	8		
	Current tax		-	-
	Deferred tax		-	-
V	**(Loss) for the year for the continuing operations**		**(3,336.77)**	**(9,372.71)**
VI	**Discontinued operations**	47		
	(Loss) for the year for discontinued operations		(1,195.39)	(3,592.75)
	Exceptional items - Gain on sale of discontinued operations		12,899.69	-
	Tax Expense of discontinued operations		-	-
	Profit / (Loss) from discontinued operations		11,704.30	(3,592.75)
VII	**Profit / (Loss) for the year**		**8,367.53**	**(12,965.46)**
VIII	**Other Comprehensive Income**			
	Items that will not be reclassified subsequently to profit or loss			
	Remeasurements of defined benefit plan	46	(39.04)	(32.26)
	Remeasurements of defined benefit plan for discontinued operations		(18.82)	(25.09)
	Income tax related to items that will not be reclassified to profit or loss		-	-
	Total		(57.86)	(57.35)
	Items that will be reclassified subsequently to profit or loss			
	Exchange differences on translating the financial statements of a foreign operation		-	-
	Exchange differences on translating the financial statements of a foreign operation for discontinued operations		79.17	(49.80)
	Income tax related to items that will be reclassified to profit or loss		-	-
	Total		79.17	(49.80)
	Other Comprehensive (Loss) / Income for the year		21.31	(107.15)
IX	**Total Comprehensive (losses) for the year**		**8,388.84**	**(13,072.61)**
X	**Net (Loss) is attributable to:**			
	Owners		8,367.53	(12,921.52)
	Non-controlling interests		-	(43.94)
	Other comprehensive (loss) / income attributable to:			
	Owners		21.31	(107.15)
	Non-controlling interests		-	-
	Total comprehensive (loss) attributable to:			
	Owners		8,388.84	(13,028.67)
	Non-controlling interests		-	(43.94)
	Total comprehensive income / (loss) attributable to owners arising from :			
	Continuing operations		(3,375.81)	(9,404.97)
	Discontinued operations		11,764.65	(3,667.64)
XI	**Earnings per equity share of ₹ 10 each:**	49		
	Earnings per equity share for continuing operations			
	Basic (INR)		(25.50)	(71.74)
	Diluted (INR)		(25.50)	(71.74)
	Earnings per equity share for discontinued operations			
	Basic (INR)		89.45	(27.16)
	Diluted (INR)		89.44	(27.16)
	Earnings per equity share for continuing and discontinued operations			
	Basic (INR)		63.95	(98.91)
	Diluted (INR)		63.94	(98.91)
	Material Accounting Policies	2A		

Notes 1 to 51 form integral part of the Consolidated Financial Statements
As per our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Jaclyn Desouza
Partner
Membership No: 124629

Mumbai
28 May 2025

For and on behalf of the Board of Directors of
Kaya Limited
CIN:L85190MH2003PLC139763

Harsh Mariwala
Chairman and Managing Director
DIN: 00210342
Mumbai

Vivek Karve
Director
DIN: 06840707
Mumbai

Arihant Dhariwal
Chief Financial Officer
Membership No: 420199
Mumbai

Nitika Dalmia
Company Secretary
Membership No. A33501
Mumbai

Consolidated Statement of Cash Flows

For the year ended 31st March, 2025

(₹ in Lakhs)

		Year ended 31 March 2025	Year ended 31 March 2024
A	**Cash Flow from Operating Activities:**		
	(Loss) before tax for continuing operations	(3,336.77)	(9,372.71)
	Profit / (loss) before tax for discontinued operations	11,704.30	(3,592.75)
	Adjustments for:		
	Depreciation and amortisation expense	4,360.89	6,303.17
	Gain on sale of discontinued operations	(12,899.69)	-
	Impairment of goodwill	-	6,667.25
	Employee share-based payment expenses	(22.62)	21.86
	Liabilities written back to the extent no longer required (net)	(1.24)	(459.24)
	Allowances for expected credit loss	170.64	26.09
	Finance cost	3,065.81	3,554.53
	Loss / (Profit) on sale / discarding of property, plant and equipment (net)	(9.95)	80.98
	Interest income	(33.96)	(89.17)
	Profit on sale of current investments	(134.97)	(203.91)
	Unwinding of discount on security deposits	(131.40)	(122.85)
	Advances written off during the year	8.35	32.13
	Unrealised foreign exchange loss / (gain)	79.21	3.65
	Net gain on lease modification	(62.21)	(48.94)
	Profit on sale of Intellectual property rights (IPR)	(1,256.89)	-
	Operating profit before working capital changes	**1,499.50**	**2,800.09**
	Changes in working capital:		
	(Increase) / Decrease Inventories	(461.69)	85.25
	Decrease / (Increase) in Trade and other Receivables	5.45	(9.58)
	(Increase) / Decrease in Other assets	(1,534.79)	1,070.47
	Decrease in Loans	7.58	207.81
	(Increase) in Financial assets	(290.27)	(846.73)
	(Decrease) / Increase in Other financial liabilities	(1,101.66)	300.51
	Increase / (Decrease) in Other current liabilities	1,235.91	(7.67)
	(Decrease) in Provisions	(89.87)	(98.22)
	Increase in Trade and other payables	851.71	374.17
	Cash generated from Operations	**121.87**	**3,876.10**
	Income taxes (paid) / refund	(0.79)	3.16
	Net Cash generated from Operating Activities (A)	**121.08**	**3,879.26**
B	**Cash Flow from Investing Activities:**		
	Proceeds from sale of discontinued operations (net)	553.55	-
	Proceeds from sale of Intellectual property rights (IPR)	954.20	-
	Acquisition of property, plant and equipment	(2,977.70)	(3,593.76)
	Proceeds from sale of property, plant and equipment	737.10	214.22
	Proceeds from sale of current investments	19,897.00	15,747.54
	Purchase of current investments	(17,401.23)	(16,166.76)
	Interest income received	33.96	72.32
	Investment in bank deposits (having original maturity more than 3 months)	696.48	2,875.05
	Net Cash generated / (used in) Investing Activities (B)	**2,493.36**	**(851.39)**

Consolidated Statement of Cash Flows

For the year ended 31st March, 2025

(₹ in Lakhs)

		Year ended 31 March 2025	Year ended 31 March 2024
C	**Cash Flow from Financing Activities:**		
	Proceeds from issue of equity shares	110.70	-
	Proceeds from loans and borrowings	1,800.00	3,700.00
	Repayment of lease liabilities	(2,913.56)	(4,212.10)
	Finance costs paid including interest on lease liabilities	(2,691.91)	(3,242.79)
	Net Cash (used in) Financing Activities (C)	**(3,694.77)**	**(3,754.89)**
D	**Effect of exchange difference on translation of foreign currency cash and cash equivalents**	(0.08)	13.62
E	**Net (Decrease) in Cash and Cash Equivalents (A+B+C+D)**	(1,080.41)	(713.40)
	Cash and cash equivalents at the beginning of the year	1,804.04	2,517.44
	Cash and cash equivalents at the close of the year (refer Note 13)	**723.63**	**1,804.04**

Notes:

1. The consolidated cash flow from operating activities has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows as prescribed under Section 133 of the Companies Act, 2013 read with rules there under.
2. Cash and cash equivalents at the end of the year :-

(₹ in Lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Cash on hand	114.80	118.11
Balances with banks:		
-in current accounts	608.83	1,196.06
Fixed Deposit with Bank (original maturity less than 3 months)	-	489.87
Total	**723.63**	**1,804.04**

3 Refer note 20 Borrowings for Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities.

Notes 1 to 51 form integral part of the Consolidated Financial Statements
As per our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of Kaya Limited
CIN:L85190MH2003PLC139763

Jaclyn Desouza
Partner
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Harsh Mariwala
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DIN: 00210342
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Vivek Karve
Director
DIN: 06840707
Mumbai

Arihant Dhariwal
Chief Financial Officer
Membership No: 420199
Mumbai

Nitika Dalmia
Company Secretary
Membership No. A33501
Mumbai

Mumbai
28 May 2025

Consolidated Statement of Changes in Equity

For the year ended 31st March, 2025

A. Equity share capital

	As at 31 March 2025	As at 31 March 2024
Issued, Subscribed and Paid up Capital		
Equity Shares of ₹ 10/- each fully paid up		
No of Shares	1,30,97,541	13,064,091
Balance at the beginning of the year (₹ in Lakhs)	1,306.41	1,306.41
Changes in equity share capital during the year	3.34	-
Balance at the end of the year (₹ in Lakhs)	1,309.75	1,306.41

B. Other equity

(₹ in lakhs)

	Attributable to owners of the Group										
	Securities premium	Retained earnings	Capital reserve	Foreign currency translation reserve	Share options outstanding account	Statutory reserve	General reserve	Fair valuation of Loan from promoter directors	Total attributable to owners of the Group	Attributable to NCI	Total
Balance as at 1 April 2024	**22,234.14**	**(53,418.44)**	**2,716.31**	**585.56**	**175.75**	**17.01**	**425.23**	**3,280.16**	**(23,984.27)**	**(0.97)**	**(23,985.24)**
Profit for the year	-	8,367.52	-	-	-	-	-	-	8,367.52	-	8,367.52
Exchange gain / (loss) on translations during the year	-	(79.21)	-	79.21	-	-	-	-	-	-	-
Transfer of share of Non-controlling interest	-	-	-	-	-	-	-	-	-	0.97	0.97
Re-measurements of defined benefit plans - net (including tax impact thereof)	-	21.31	-	-	-	-	-	-	21.31	-	21.31
Adjustment for discontinued operations	-	-	(63.49)	-	-	(17.01)	-	-	(80.50)	-	(80.50)
Fair value adjustment relating to Loan from promoter directors	-	-	-	-	-	-	-	336.44	336.44	-	336.44
Transactions with owners of the Company											
Employee stock option charge	-	-	-	-	(22.62)	-	-	-	(22.62)	-	(22.62)
Transferred to Securities premium from Share options outstanding account	72.60	-	-	-	(72.60)	-	-	-	-	-	-
Additions during the year (Securities Premium)	107.36	-	-	-	-	-	-	-	107.36	-	107.36
Transferred from Share options outstanding account to General reserve	-	-	-	-	(62.20)	-	62.20	-	-	-	-
Balance as at 31 March 2025	**22,414.10**	**(45,108.82)**	**2,652.82**	**664.77**	**18.33**	**-**	**487.43**	**3,616.60**	**(15,254.76)**	**-**	**(15,254.76)**

(₹ in lakhs)

	Attributable to owners of the Group										
	Securities premium	Retained earnings	Capital reserve	Foreign currency translation reserve	Share options outstanding account	Statutory reserve	General reserve	Fair valuation of Loan from promoter directors	Total attributable to owners of the Group	Attributable to NCI	Total
Balance as at 1 April 2023	**22,234.14**	**(40,472.80)**	**2,650.24**	**622.81**	**283.18**	**40.81**	**296.09**	**2,664.77**	**(11,680.76)**	**67.30**	**(11,613.46)**
(Loss) for the year	-	(12,921.52)	-	-	-	-	-	-	(12,921.52)	(43.94)	(12,965.46)
Re-measurements of defined benefit plans - net (including tax impact thereof)	-	(57.35)	-	-	-	-	-	-	(57.35)	-	(57.35)
Exchange gain / (loss) on translations during the year	-	-	-	(37.25)	-	-	-	-	(37.25)	-	(37.25)
Adjustment on dilution/Acquisition of shares	-	33.20	66.07	-	-	(23.80)	-	-	75.47	(26.72)	48.75
Transfer of share of Non-controlling interest	-	0.04	-	-	-	-	-	-	0.04	2.39	2.43
Fair value adjustment relating to Loan from promoter directors	-	-	-	-	-	-	-	615.39	615.39	-	615.39
Transactions with owners of the Company											
Transferred from Share options outstanding account to General reserve	-	-	-	-	(129.14)	-	129.14	-	-	-	-
Employee stock option charge	-	-	-	-	21.71	-	-	-	21.71	-	21.71
Balance as at 31 March 2024	**22,234.14**	**(53,418.44)**	**2,716.31**	**585.56**	**175.75**	**17.01**	**425.23**	**3,280.16**	**(23,984.27)**	**(0.97)**	**(23,985.24)**

Notes 1 to 51 form integral part of the Consolidated Financial Statements
As per our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Jaclyn Desouza
Partner
Membership No: 124629

Mumbai
28 May 2025

For and on behalf of the Board of Directors of
Kaya Limited
CIN:L85190MH2003PLC139763

Harsh Mariwala
Chairman and Managing Director
DIN: 00210342
Mumbai

Vivek Karve
Director
DIN: 06840707
Mumbai

Arihant Dhariwal
Chief Financial Officer
Membership No: 420199
Mumbai

Nitika Dalmia
Company Secretary
Membership No. A33501
Mumbai

Notes

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Corporate Information

Kaya Limited (hereinafter referred to as 'the Holding Company') headquartered in Mumbai, Maharashtra, India, carries on Skin and Hair care business.

It offers skin and hair care solutions using scientific dermatological procedures and products. The Holding Company has its subsidiaries in Middle East and Singapore (together referred as 'Group') The Group also sells skin and hair care products through standalone stores, online and third-party outlets. The Holding Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India.

The shares of the Holding Company are listed on Bombay Stock Exchange and National Stock Exchange.

These Consolidated financial statements were authorised for issue by the Holding Company's Board of Directors on 28 May 2025.

List of subsidiary companies/ Joint venture

Name of the Company	Country of Incorporation	Percentage of Ownership as at	
		31-Mar-25	31-Mar-24
Kaya Middle East FZE (upto 6 June 2024)	United Arab Emirates	0	100
KME Holdings Pte. Limited	Singapore	100	100
Kaya Middle East DMCC (upto 14 November 2024)	United Arab Emirates	0	100
IRIS Medical Centre LLC (upto 14 November 2024)	United Arab Emirates	0	100
Kaya Skin Care Clinic LLC (upto 6 June 2024)	United Arab Emirates	0	100
Kaya Skin Care Clinic - Sole Proprietorship LLC (upto 6 June 2024)	United Arab Emirates	0	100
Kaya Beauty Clinic - Sole Proprietorship LLC (upto 6 June 2024)	United Arab Emirates	0	100
Kaya Trading LLC (upto 6 June 2024)	United Arab Emirates	0	100
Kaya Skin Medical Centre LLC (upto 6 June 2024)	United Arab Emirates	0	99*
Kaya Beauty Clinic LLC SP (upto 6 June 2024)	United Arab Emirates	0	100
Kaya Medical Complex LLC (formerly known as Kaya Skin Care Clinic LLC) (upto 6 June 2024)	United Arab Emirates	0	100
Sakr AL Majd International Company (upto 14 November 2024)	Kingdom of Saudi Arabia	0	100
Khimjis Health Care LLC (upto 6 June 2024)	Sultanate of Oman	0	51#

* Includes held by other shareholder, which has been assigned to Kaya Middle East FZE by Memorandum of Association / Shareholders resolution.

Joint Venture Entity held by Kaya Middle East FZE

1. Basis of preparation

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other accounting principles generally accepted in India.

Details of the Group's Material accounting policies are included in Note 2A.

(b) Functional and presentation currency

The functional currency of the Holding Company is the Indian Rupee ("INR" or "₹"). The functional currency of foreign subsidiaries is the currency of the primary economic environment in which the entity operates.

All amounts have been rounded-off to the nearest lakhs, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentage may not precisely reflect the absolute figures.

(c) Basis of measurement

The consolidated financial statements have been prepared on a historical cost basis, except for the following that are measured at fair values at the end of each reporting period:

i. certain financial assets and liabilities and contingent consideration that is measured at fair value; and

ii. defined benefit plans - plan assets measured at fair value

(d) Measurement of fair values

The Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into various levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 inputs are unobservable inputs for the assets or liability

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

(e) Critical accounting judgements and key sources of estimation uncertainty

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions about the reported amounts of assets and liabilities, contingent liabilities and income and expenses that are not readily apparent from other sources.

Such judgements, estimates and associated assumptions are evaluated based on historical experience and various other factors, including estimation of the effects of uncertain future events, which are believed to be reasonable under the circumstances.

Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Judgements

In the process of applying the Group's accounting policies, the management makes judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements.

Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of asset and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

i) Estimation of useful life of property, plant and equipment and intangibles

The Group reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period. During the year, there was no change in useful lives of property, plant and equipment and intangible assets other than those resulting from clinic closure /shifting of premises.

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The Group at the end of each reporting period, based on external and internal sources of information, assesses indicators and mitigating factors of whether a clinic (cash generating unit) may have recoverable amount less than its carrying value (i.e. an impairment loss). If it is determined that an impairment loss has been suffered, it is recognised in statement of profit and loss. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

ii) Estimation of defined benefit obligation

Provision for employee benefits, gratuity and unpaid leave balance, is estimated on actuarial basis using a number of assumptions which include assumptions for discount rate, future salary increases, mortality rates, attrition rates for employees, return on plan assets, etc. Any changes in these assumptions will impact the carrying amount of these provisions. Key assumptions are disclosed in Notes.

iii) Estimation for recognition of current and deferred taxes

As stated in Note 8, tax expense is calculated using applicable tax rates and tax laws that have been enacted or substantively enacted as at the balance sheet date. In arriving at taxable profit and tax bases of assets and liabilities, the Group adjudges taxability of amounts in accordance with tax enactment, case law and opinions of tax counsel, as relevant. Where differences arise on tax assessment, these are booked in the period in which they are agreed or on final closure of assessment.

The Group reviews the carrying amount of deferred taxes at the end of each reporting period. The policy for the same has been explained in the Note 2A(i).

iv) Inventories

An inventory provision is recognised for cases where the realisable value is estimated to be lower than the inventory carrying value. The inventory provision is estimated considering several factors, including prevailing sales prices of inventory items, the expiry date of the item and losses associated with obsolete/slow moving inventory items.

v) Revenue recognition

Use of key judgements and estimates related to revenue recognition are disclosed in Note 2A(c) below.

vi) Provisions and Contingent Liabilities

A provision is recognised when the entity has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are neither recognised nor disclosed in the financial statements.

vii) Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

(f) Going Concern

The Group's net-worth stands eroded as at 31 March 2025 and it has incurred loss in the current as well as in previous year. Also, its current liabilities exceed current assets by ₹ 7,628.81 lakhs as at 31 March 2025. 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 also received funding from them during the previous year and also in current year. 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. 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. As the situation is continuously evolving, the eventual impact may be different from the estimates made as of the date of approval of these consolidated financial statements.

Further the KME Holdings Pte Limited has decided to voluntarily liquidate on 17 March 2025. The Company is in process of seeking necessary approvals from relevant local authorities in Singapore.

(g) Current/ non-current classification

All assets and liabilities are classified as current and non-current as per the Company's normal operating cycle of 12 months which is based on the nature of business of the Group. Current Assets do not include elements which are not expected to be realised within 1 year and Current Liabilities do not include items which are due after 1 year, the period of 1 year being reckoned from the reporting date.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

Based on the nature of operations and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as twelve months for current – non-current classification of assets and liabilities.

2 A. Material accounting policies

(a) Principles of Consolidation

i) Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

ii) The acquisition method of accounting is used to account for business combinations by the Group.

iii) The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

iv) Non-controlling interest, where exists, in the net income of consolidated subsidiaries is deducted from the income of the group so as to arrive at net income attributable to the Group only. Non-controlling interest, consisting of proportionate equity attributable to outside shareholders on the date of investment in relevant subsidiary and movement thereof since the date of parent subsidiary relationship, along with other segments of reserve attributable to outside shareholders have been disclosed in the consolidated financial statements separately from liability and equity of shareholders of holding company.

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to Consolidated financial statements for the year ended 31 March 2025

v) The excess of cost to the Group of its investment in subsidiaries, on the acquisition dates over and above the Group's share of equity in the subsidiaries, is recognised as 'Goodwill on Consolidation' in the consolidated financial statements. The said Goodwill is not amortised, however, it is tested for impairment at each Balance Sheet date and the impairment loss, if any, is provided for. On the other hand, where the share of equity in subsidiaries as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Other Equity' in the consolidated financial statements.

(b) Joint Venture

Interests in joint ventures are accounted for using the equity method, after initially being recognised at cost in the consolidated balance sheet. Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in consolidated profit and loss, and the Group's share of other comprehensive income of the investee in consolidated other comprehensive income.

When the group's share of losses in an equity accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

(c) Revenue recognition

(i) Revenue from Services

The Group recognises revenue primarily from skin and hair related services.

Effective 1 April 2018, the Group has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services.

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Unearned and deferred revenue ("contract liability") is recognised when there is billings in excess of revenues.

Deferred revenue ("contract liability") is the obligation to transfer services to a customer for which the Company has received consideration from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company complete its performance obligation under the contract.

Provision for breakage is recognised when the Group expects to be entitled to a breakage amount in a contract liability. The Group recognises the expected breakage amount as revenue in proportion to the pattern of rights exercised by the customer. If the Group does not expect to be entitled to a breakage amount, it recognises the expected breakage amount as revenue when the likelihood of the customer exercising its remaining rights becomes remote.

Use of significant judgements in revenue recognition

- The Group's contracts with customers could include promises to transfer multiple products and services to a customer. The Group assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as discounts, etc. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer.

The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

(ii) Revenue from Products

Revenue from sale of products is recognised upon transfer of control to buyers (i.e. on delivery) and when no uncertainty exists regarding the amount of consideration that will be derived from sale of products and is recorded net of trade discounts and indirect tax (Goods and Services tax).

(iii) Point award schemes

The fair value of the consideration on sale of goods and services that result in award credits for customers, under the Group's point award schemes, is allocated between the goods supplied and services sold, and the award credits granted.

The consideration allocated to the award credits is measured by reference to fair value from the standpoint of the holder and is recognised as revenue on redemption and/or expected redemption after expiration period.

The Group at the end of each reporting period estimates the number of points redeemed and that it expects will be further redeemed, based on empirical data of redemption /lapse, and revenue is accordingly recognized.

(iv) Dividend Income

Dividend income is recognised when the right to receive dividend is established.

(v) Interest income or expense

Interest income or expense is accounted basis effective interest rate. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial assets, or the amortised cost of the financial liability.

However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit impaired, then the calculation of interest income reverts to the gross basis.

(d) Leases

The Group adopted Ind AS 116 effective from 1 April 2019 using modified retrospective approach. For the purpose of initially applying this standard an adjustment was made to the opening balance of retained earnings as on 1 April 2019.

The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a defined period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contact involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

As a lessee, the Group recognises a right of use asset and a lease liability at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

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to Consolidated financial statements for the year ended 31 March 2025

The right of use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right of use asset or the end of the lease term. The estimated useful lives of right of use assets are determined on the same basis as those of property and equipment. In addition, the right of use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. For leases with reasonably similar characteristics, the Group, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the 'in-substance fixed' lease payments or as a result of a rent review or change in the relevant index or rate

Lease payments included in the measurement of the lease liability comprise the fixed payments, including in-substance fixed payments and lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option.

The lease liability is measured at amortised cost using the effective interest method.

The Group has elected not to recognise right of use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(e) Inventories

Raw materials, packing materials, stores, spares and consumables are valued at lower of cost and net realisable value. However, these items are realisable at cost if the finished products in which they will be used are expected to be sold at or above cost.

Finished goods, stock-in-trade and work-in-progress are valued at lower of cost and net realisable value.

Cost is ascertained on weighted average method. Cost include the fair value of consideration paid including duties and taxes (other than those refundable), inward freight, and other expenditure directly attributable to the purchase and in case of finished products and work-in-progress, it includes appropriate production overheads and duties.

(f) Employee benefits

i) Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia/ bonus are recognised in the period in which the employee renders the related service. A liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii) Compensated absences

Compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as undiscounted liability at the balance sheet date. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

iii) Post-employment benefits

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by an independent actuary using the projected unit credit method.

Gratuity liability is covered by payment thereof to Gratuity fund. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined contribution plans

The Holding Company pays provident fund contributions to publicly administered provident fund as per local regulations. The Holding Company also makes contribution towards ESIC for eligible employees. The Group has no further payment obligations once the contributions have been paid. These contributions are accounted for as defined contribution plans and recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

Employee stock options

The fair value of options granted under the Company's Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including the impact of any service and nonmarket performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holding shares for a specific period).

The total expense is recognised over the vesting period, which is the period over which all the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

iv) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates:

(a) when the Group can no longer withdraw the offer of those benefits; and

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to Consolidated financial statements for the year ended 31 March 2025

(b) when the entity recognises costs for a restructuring that is made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

(g) Provisions

Provisions for legal claims, etc. are recognised when the group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

(h) Income tax: -

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable on the taxable income for the year and any adjustment to the tax payable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted as at the reporting date and applicable to the reporting period.

Current tax assets and liabilities are offset only if the company:

1. has a legally enforceable right to set off the recognised amounts; and

2. intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses.

Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;

- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Holding Company can control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and

- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. In case of tax losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised.

Deferred tax assets, unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

(i) Impairment of non-financial assets: -

The carrying amounts of the Group's non-financial assets, and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss.

Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

In respect of assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised.

Test of impairment of Property, Plant & Equipment, investment in subsidiaries / associates / joint venture and goodwill are undertaken under Cash Generating Unit (CGU) concept. For Intangible Assets it is undertaken in asset specific context.

Test of impairment of assets are generally undertaken based on indication of impairment, if any, from external and internal sources of information outlined in para – 12 of Ind AS 36 Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period

(j) Cash and cash equivalents

For presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within other current financial liabilities in the balance sheet.

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(k) Financial instruments

Recognition and initial measurement: -

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the Management.

Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised in profit or loss.

Classification and subsequent measurement

i) Financial assets

Classification

The Group classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Initial recognition and measurement

All financial assets are recognised initially at fair value. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

1. The rights to receive cash flows from the asset have expired, or

2. The Group has transferred its rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

3. When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

4. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets:

1. **Trade receivables**

   The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables which do not contain a significant financing component.

   The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

2. **Others**

   For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

   However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ii) **Financial liabilities**

Classification

Financial liabilities are classified as measured at amortised cost or fair value through profit and loss ('FVTPL'). A financial liability is classified as at FVTPL if it is classified as held – for - trading, or it is a derivative or it is designated as such on initial recognition.

Initial recognition and measurement

Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Derecognition

Financial liabilities are decrecognised when these are extinguished, that is when the obligation is discharged, cancelled or has expired.

(l) Property, plant and equipment

Items of property, plant and equipment are measured at historical cost, less accumulated depreciation and accumulated impairment losses, if any.

Historical cost includes expenditure that is directly attributable to the acquisition of the assets incurred up to the date the asset is ready for its intended use.

Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is de-recognised when replaced. All other repairs and maintenance cost are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives or, in the case of certain leased furniture, fittings and equipment, the shorter lease term as follows:

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Asset	Useful Life as Prescribed by Schedule II of the Companies Act, 2013	Estimated Useful Life of the Assets
Building	60 years	60 Years
Plant and machinery	15 years	1-7 Years
Vehicles	8 years	5 Years
Office equipment	5 years	1-7 Years
Leasehold improvements	Not available	1-9 Years
Furniture and fixtures	10 years	1-9 Years

The useful lives have been determined based on technical evaluation done by the management's internal expert which are higher than those specified by Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets.

The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within Other income / Other expenses.

(m) Intangible assets

Intangible assets purchased are initially measured at cost. Intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their estimated useful lives. Estimated useful lives by major class of finite-life intangible assets are as follows:

Computer software - 3 years

The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate.

For indefinite-life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively basis revised estimates.

Internally generated:

Research and development Expenditure on research activities is recognised in profit or loss as incurred.

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use the asset. Otherwise, it is recognised in profit or loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment losses.

Non-compete fees

The Group amortises non-compete fees over the period of the agreement.

Goodwill

No self-generated goodwill is recognized. Goodwill arises during the course of acquisition of an entity in terms of accounting treatment provided in Ind-AS-103 dealing with 'Business Combination'. Goodwill represents the excess of consideration money over the fair value of net assets of the entity under acquisition. Such goodwill is construed to have indefinite life and as such is not subject to annual amortization but annual test of impairment under IND-AS- 36. Any shortfall in consideration money vis-à-vis fair value of net assets on account of bargain purchase is recognized in OCI at acquisition point and subsequently transferred to capital reserve.

(n) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of fiscal year which are unpaid. The amounts are unsecured. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(o) Contributed equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(p) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the net profit/loss attributable to owners of the Group
- by the weighted average number of equity shares outstanding during the fiscal year

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(q) Statement of cash flows

The Group's statements of cash flows is prepared using the Indirect method, whereby profit for the period is adjusted for the effect of transaction of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payment and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

Cash and cash equivalents comprise cash and bank balances and short-term fixed bank deposits that are subject to an insignificant risk of changes in value. These also include bank overdrafts that form an integral part of the Group's cash management.

(r) Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted in the consolidated financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

(s) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The management assesses the financial performance and position of the Group and makes strategic decisions. The chief operating decision maker is the Managing Director and the Chairman. Refer note 43 for Segment information presented.

(t) Foreign currency

The functional currency of the Holding Company is the Indian Rupee whereas the functional currency of foreign subsidiaries is the currency of their country of domicile. Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities

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are restated into the functional currency using exchange rates prevailing on the balance sheet date. Gains and losses arising on settlement and restatement of foreign currency denominated monetary assets and liabilities are recognised in the statement of profit and loss. Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

Assets and liabilities of entities with functional currency other than the functional currency of the Holding Company have been translated using exchange rates prevailing on the balance sheet date. Statement of profit and loss has been translated using weighted average exchange rates. Translation adjustments have been reported as foreign currency translation reserve in the statement of changes in equity.

(u) Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction, or production of a qualifying asset are capitalised as a part of the cost of such asset till such time the asset is ready for its intended use or sale. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as expense in the period in which they are incurred.

(v) Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which:

- represents a separate major line of business or geographic area of operations;
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographic area of operations; or
- is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held-for-sale.

When an operation is classified as a discontinued operation, the comparative statement of profit and loss is re-presented as if the operation had been discontinued from the start of the comparative year. Refer note 47 for Discontinued operations presented.

2B. Recent Indian Accounting Standards (Ind AS)

New and amended standards adopted by the Company:

The Group has applied the following amendments for the first time for their annual reporting period commencing April 1, 2024:

Ind AS 117 Insurance Contracts

Ind AS 117 Insurance Contracts notified on August 12, 2024 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Ind AS 117 replaces Ind AS 104 Insurance Contracts. Ind AS 117 applies to all types of insurance contracts, regardless of the type of entities that issue them as well as to certain guarantees and financial instruments with discretionary participation features; a few scope exceptions will apply.

The company continues to account for Financial Guarantee contracts as per Ind AS 109 and thus Ind AS 117 does not have any significant impact in its financial statements.

Ind AS 116 – Leases

The amendment notified on September 9, 2024 to Ind AS 116 specifically address the accounting for sale and leaseback transactions under Ind AS 116 Leases. It does not alter the accounting for leases in general but impacts sale and leaseback transactions that qualify as a sale and involve variable lease payments that are not in-substance fixed payments. The amendment focuses on the subsequent accounting for the seller-lessee.

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The amendments did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

New Standards/ Amendments notified but not yet effective:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

During the year ended March 31, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

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3 Property, plant and equipment

(₹ in lakhs)

	Building	Leasehold Improvements	Plant and equipment	Furniture and fixtures	Office equipment	Vehicles	Total
Gross carrying amount							
Balance as at 01 April 2023	688.25	1,934.51	12,786.44	5,240.19	662.65	38.02	21,350.05
Additions during the year	-	337.23	2,662.28	161.78	32.71	-	3,194.00
Disposals/adjustments [refer note (b) below]	(10.04)	49.63	1,656.92	907.86	103.73	10.23	2,718.33
Balance as at 31 March 2024	**698.29**	**2,222.11**	**13,791.80**	**4,494.11**	**591.63**	**27.79**	**21,825.73**
Balance as at 01 April 2024	698.29	2,222.11	13,791.80	4,494.11	591.63	27.79	21,825.73
Additions during the year for continuing operation	-	394.32	1,799.14	394.74	31.80	-	2,620.00
Additions during the year for discontinued operation	-	-	7.53	9.48	-	-	17.01
Disposals/adjustments for continuing operation [refer note (b) below]	-	84.96	1,620.05	33.41	2.44	-	1,740.86
Disposals/adjustments for discontinuing operation [refer note (b) below]	698.29	-	6,010.30	3,550.03	520.47	27.79	10,806.88
Balance as at 31 March 2025	**-**	**2,531.47**	**7,968.12**	**1,314.89**	**100.52**	**-**	**11,915.00**
Accumulated depreciation and impairment losses							
Balance as at 01 April 2023	388.60	1,512.65	9,153.71	4,738.45	565.85	38.02	16,397.28
Depreciation charge for the year	23.32	116.24	1,207.62	572.60	44.50	-	1,964.28
On disposals/adjustments during the year	(5.84)	49.63	507.49	1,760.09	101.53	10.23	2,423.13
Balance as at 31 March 2024	**417.76**	**1,579.26**	**9,853.84**	**3,550.96**	**508.82**	**27.79**	**15,938.43**
Balance as at 01 April 2024	417.76	1,579.26	9,853.84	3,550.96	508.82	27.79	15,938.43
Depreciation charge for the year for continuing operations	-	144.33	895.36	79.38	12.96	-	1,132.03
Depreciation charge for the year for discontinued operations	-	-	97.97	45.13	14.84	-	157.94
On disposals/adjustments during the year for continuing operations	-	84.97	893.64	32.67	2.44	-	1,013.72
On disposals/adjustments during the year for discontinued operations	417.76	-	5,933.41	2,911.12	475.48	27.79	9,765.56
Balance as at 31 March 2025	**-**	**1,638.62**	**4,020.12**	**731.68**	**58.70**	**-**	**6,449.12**
Net carrying amount as at 31 March 2024	**280.53**	**642.85**	**3,937.96**	**943.15**	**82.81**	**-**	**5,887.30**
Net carrying amount as at 31 March 2025	**-**	**892.85**	**3,948.00**	**583.21**	**41.82**	**-**	**5,465.88**

Notes:

(a) Refer Note 42(b) for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(b) Disposal / adjustments includes Foreign currency translation of ₹ 34.29 lakhs (31 March 2024 - ₹ 24.56 lakhs).

(c) The Group considers the individual clinics as cash generating units which are tested for impairment. The estimated value-in-use of clinics is based on the future cash flows and profitability of the clinics. Based on an analysis of the sensitivity of the computation to a change in key parameters (future revenues, operating margin, remaining useful life of property, plant and equipment, etc).

Discount rate :

The Group has considered discount rate for the purpose of calculation of impairment testing at 13% (31 March 2024 - range 10% to 12%) which is a pre tax measure based on the rate of 10 year government bonds issued by the Government of India, adjusted for a risk premium to reflect both the increased risk of investing in equities generally and the systematic risk of the specific CGU.

Growth rate :

The Group has considered normalised growth rate for revenue is in the range from 3% to 35% (31 March 2024 - range 5% to 20%). The cost considered for future cash flow is based on past trends and considering the impact of inflation of cost and growth in revenue.

Life :

The life of asset has been taken based on leasehold term or useful life of the asset.

(d) The Group does not have any immovable property except those held under lease arrangements for which lease agreements are duly executed in the favour of the Group.

4 Intangible assets

(₹ in lakhs)

	Computer Software	Non compete fees	Total
Gross carrying amount			
Balance as at 01 April 2023	766.58	443.82	1,210.40
Additions during the year	30.00	-	30.00
Disposals/adjustments during the year	(3.02)	-	(3.02)
Balance as at 31 March 2024	**799.60**	**443.82**	**1,243.42**
Balance as at 01 April 2024	799.60	443.82	1,243.42
Additions during the year	-	-	-
Disposals/adjustments during the year for discountinued operations	210.38	443.82	654.20
Balance as at 31 March 2025	**589.22**	**-**	**589.22**
Accumulated amortisation			
Balance as at 01 April 2023	598.60	443.82	1,042.42
Amortisation charge for the year	81.16	-	81.16
On disposals/adjustments during the year	(3.02)	-	(3.02)
Balance as at 31 March 2024	**682.78**	**443.82**	**1,126.60**
Accumulated amortisation			
Balance as at 01 April 2024	682.78	443.82	1,126.60
Amortisation charge for the year	75.66	-	75.66
Disposals/adjustments during the year for discountinued operations	210.38	443.82	654.20
Balance as at 31 March 2025	**548.06**	**-**	**548.06**
Net carrying amount as at 31 March 2024	**116.82**	**-**	**116.82**
Net carrying amount as at 31 March 2025	**41.16**	**-**	**41.16**

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Notes:

(a) The estimated amortisation for subsequent years is as follows:

(₹ in lakhs)

Year ending 31 March	
2026	35.35
2027	5.81
	41.16

(b) Intangible assets under development and additions thereto mainly comprises of capital expenditure incurred towards transition of IT system from SAP to Microsoft Dynamics 365.

(₹ in lakhs)

Particulars	2024-25	2023-24
Opening	120.06	228.92
Addition during the year	11.46	69.42
Less : Capitalised /Adjusted during the year	0.37	178.28
Closing	**131.15**	**120.06**

(c) Disposal / adjustments includes Foreign currency translation of ₹ Nil (31 March 2024 - Nil).

(₹ in lakhs)

Intangible Assets under development As at 31 March 2025	Amount in Intangible Assets under development for a period of				
	<1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	11.46	69.05	50.64	-	131.15

Intangible Assets under development, whose completion is overdue compared to its original plan,

Projects in progress	To be completed in				
	<1 year	1-2 years	2-3 years	More than 3 years	Total
Implementation of Microsoft Dynamics 365	101.75	-	-	-	101.75

Intangible Assets under development As at 31 March 2024	Amount in Intangible Assets under development for a period of				
	<1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	69.42	50.64	-	-	120.06

Intangible Assets under development, whose completion is overdue compared to its original plan,

Projects in progress	To be completed in				
	<1 year	1-2 years	2-3 years	More than 3 years	Total
Implementation of Microsoft Dynamics 365	90.30	-	-	-	90.30

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5 Goodwill (including acquired)

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Opening balance	-	7,098.06
Add: Foreign currency translation difference	-	103.16
Less: Goodwill derecognised (refer note "a" below)	-	(533.98)
Less: Impairment charge (refer note "b" below)	-	(6,667.25)
Closing balance	**-**	**-**

The Group tests goodwill annually for impairment.

Note a :

During the previous year, Kaya Middle East DMCC ("DMCC"), the material subsidiary of the Holding company had entered into definitive agreements to sell its entire holding in Minal Medical Centre LLC ("MMC") and M M C Skin Clinic LLC ("MMCSC") to Dr. Minal Patwardhan, Existing partner, who holds 28.33% in both the said entities at sale consideration aggregating to AED 3.7 million (Equivalent to ₹ 839.33 lakhs) which is approved by Shareholders on 4 October 2023 and shares are transferred on 13 November 2023. Consequently on completion of sale transaction, the Group has derecognised goodwill of ₹ 533.98 lakhs

Note b :

On 27 March 2024, the Holding Company and KME Holdings Pte. Limited. 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 (~ ₹ 510 lakhs) and AED 30.7 Million (~ ₹ 6,860 lakhs) respectively subject to customary adjustments for debt, working capital, employee payables and other transaction related expenses. The customary adjustments need to be considered based on actual amounts appearing in the books as at 31 May 2024 as per the agreement with the buyer. The Holding Company has obtained shareholders' approval for the said transaction through postal ballot on 27 April 2024. Based on the consideration and customary adjustments, the Holding Company, during the year ended 31 March 2024, had recognised an impairment of Goodwill of ₹ 6,667.25 lakhs.

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 and the group has recognised a gain on sale of discontinued operations of ₹ 12,899.69 lakhs as an exceptional item in the consolidated financial results during the year ended 31 March 2025.

The Holding Company has also recognised an amount of ₹ 1,256.89 lakhs for sale of Intellectual property rights (IPR) in other income in the Statement of Profit and loss as per the Share Sale and Purchase agreement in the consolidated financial statements during the year ended 31 March 2025.

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6 Investments in equity accounted entities

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Investments in equity instruments (fully paid - up)		
Unquoted, at cost		
In Joint Venture		
Khimjis Health Care LLC Nil (31 March 2024 : 76,500) equity shares of 1000 AED each, fully paid [refer note 47]	-	187.51
Total	**-**	**187.51**
Aggregate amount of unquoted investments	-	187.51
Aggregate amount of impairment in value of investments	-	-

Notes :

As at 31 March 2025 the group has interest of Nil % (as at 31 March 2024 - 51% in Khimjis Health Care LLC)

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Opening value of investment	187.51	-
Invested during the year	-	287.10
(Loss) for the year	(12.25)	(99.59)
Remeasurement of retained interest in joint venture	-	-
Foreign Exchange fluctuation	(0.12)	
Trasferred to disconinued operations	175.14	-
Aggregate carrying amount	-	187.51

(₹ in lakhs)

Summary of Statement of Balance Sheet	As at 31 March 2025	As at 31 March 2024
Non Current assets	-	213.63
Current assets	-	706.86
Non Current liabilities	-	66.63
Current liabilities	-	487.21
Equity	-	366.64

(₹ in lakhs)

Summary of Statement of Profit and Loss	Year ended 31 March 2025	Year ended 31 March 2024
Revenue from operations and other income	217.09	911.45
Net loss after tax	(47.27)	(331.37)
Total comprehensive loss for the year	(47.27)	(331.37)
Group's share of loss in joint venture	(12.25)	(99.59)
Group's share of Other comprehensive income in joint venture	-	-
Group's share of Total comprehensive income in joint venture	(12.25)	(99.59)

Notes

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7 Other financial assets

Non-current

(Unsecured, considered good unless otherwise stated)

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Term deposits with banks with remaining maturity period more than 12 months @	1.80	708.80
Security deposits		
Considered good	902.26	835.13
Total	**904.06**	**1,543.93**

@ Term deposits with banks include ₹ 1.80 lakhs (31 March 2024 - ₹ 1.73 lakhs) deposited with sales tax authorities.

8 Other tax assets

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year (net)	1.52	4.68
Add: Taxes deducted at source	4.97	4.51
Less: Refund received during the year	(4.18)	(7.67)
Balance at the end of the year (net)	**2.31**	**1.52**

The Group has not made any provision for current tax for the year in view of assessable loss under applicable tax laws.

A. Reconciliation of tax expense and the accounting profit/(loss) for the year is as under:

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Profit / (Loss) before tax	8,367.53	(12,965.46)
Income tax expense calculated at 22.88% (31 March 2024 : 22.88%)	1,914.49	(2,966.50)
Tax effect of non - deductible expenses	(24.95)	(24.19)
Effect of income tax losses for which no deferred tax was recognised	330.98	313.32
Effect of subsidiary entities losses on which deferred tax is not applicable	(2,521.05)	(18.58)
Others on account of liability reversal, fair valuation, etc. for which no deferred tax was recognised	300.53	2,695.95
Total Income tax charge/(credit)	**-**	**-**

B. Unrecognised deferred tax credits

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Carry forward business losses for which no deferred tax asset has been recognised	4,903.26	10,114.95
Unabsorbed depreciation for which no deferred tax asset has been recognised	11,561.53	4,637.73
Property, plant and equipments and intangible assets for which no deferred tax asset has been recognised	3,266.60	3,516.90
Others	570.19	425.46
Potential tax benefit @ 22.88% (31 March 2024: 22.88%)	4,645.00	4,277.43

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As at 31 March 2025 - Tax losses for which no deferred tax was recognised expire as follows

(₹ in lakhs)

Nature of Loss	Gross Amount	DTA Not Recognised	Year of Loss	Year of Expiry
Unabsorbed Depreciation Loss	33.70	7.71	2011-12	Not Applicable
Unabsorbed Depreciation Loss	943.40	215.85	2012-13	Not Applicable
Unabsorbed Depreciation Loss	700.88	160.36	2015-16	Not Applicable
Unabsorbed Depreciation Loss	1,368.27	313.06	2016-17	Not Applicable
Business Loss	786.91	180.04	2017-18	2025-26
Unabsorbed Depreciation Loss	1,195.94	273.63	2017-18	Not Applicable
Unabsorbed Depreciation Loss	916.26	209.64	2018-19	Not Applicable
Unabsorbed Depreciation Loss	964.94	220.78	2019-20	Not Applicable
Unabsorbed Depreciation Loss	768.10	175.74	2020-21	Not Applicable
Business Loss	1,652.40	378.07	2021-22	2029-30
Unabsorbed Depreciation Loss	877.29	200.72	2021-22	Not Applicable
Business Loss	126.63	28.97	2022-23	2030-31
Unabsorbed Depreciation Loss	976.92	223.52	2022-23	Not Applicable
Business Loss	1,129.42	258.41	2023-24	2031-32
Unabsorbed Depreciation Loss	1,369.25	313.29	2023-24	Not Applicable
Business Loss	265.53	60.75	2024-25	2032-33
Unabsorbed Depreciation Loss	1,446.58	330.98	2024-25	Not Applicable

As at 31 March 2024 - Tax losses for which no deferred tax was recognised expire as follows

(₹ in lakhs)

Nature of Loss	Gross Amount	DTA Not Recognised	Year of Loss	Year of Expiry
Unabsorbed Depreciation Loss	33.70	7.71	2011-12	Not Applicable
Unabsorbed Depreciation Loss	943.40	215.85	2012-13	Not Applicable
Unabsorbed Depreciation Loss	700.88	160.36	2015-16	Not Applicable
Business Loss	942.37	215.62	2016-17	2024-25
Unabsorbed Depreciation Loss	1,368.27	313.06	2016-17	Not Applicable
Business Loss	786.91	180.04	2017-18	2025-26
Unabsorbed Depreciation Loss	1,195.94	273.63	2017-18	Not Applicable
Unabsorbed Depreciation Loss	916.26	209.64	2018-19	Not Applicable
Unabsorbed Depreciation Loss	964.94	220.78	2019-20	Not Applicable
Unabsorbed Depreciation Loss	768.10	175.74	2020-21	Not Applicable
Business Loss	1,652.40	378.07	2021-22	2029-30
Unabsorbed Depreciation Loss	877.29	200.72	2021-22	Not Applicable
Business Loss	126.63	28.97	2022-23	2030-31
Unabsorbed Depreciation Loss	976.92	223.52	2022-23	Not Applicable
Business Loss	1,129.42	258.41	2023-24	2031-32
Unabsorbed Depreciation Loss	1,369.25	313.29	2023-24	Not Applicable

The tax losses expire in Assessment Years 2026-33. The deductible temporary differences to the extent of unabsorbed depreciation do not expire under current tax legislation. Significant management judgment is required in determining provision for income tax, deferred tax assets and liabilities and recoverability of deferred tax assets. The recoverability of deferred tax assets is based on estimates of taxable income and the period over which deferred tax assets will be recovered.

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Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used.

9 Other non-current assets

(Unsecured, considered good unless otherwise stated)

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Capital advances	264.60	77.82
Advances other than capital advances		
- Prepaid expenses	29.94	36.83
- Balances with Government Authorities	15.87	15.87
Total	**310.41**	**130.52**

10 Inventories

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Stores, spares and consumables	1,638.28	2,037.62
Raw materials	340.56	254.91
Packing materials	352.13	266.91
Work-in-process	-	-
Finished goods	223.01	218.19
Stock-in-trade	21.27	84.55
Total	**2,575.25**	**2,862.18**

Inventories are valued at lower of cost and net realisable value. Cost is computed on weighted average basis and is net of GST/VAT Input tax credit

The Group follows adequate provisioning policy for writing down the value of Inventories towards slow moving, non-moving and near expiry inventories. Write down of Inventories (Net of reversals) for the year ₹ 80.29 lakhs (31 March 2024 : ₹ 87.81 lakhs).

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11 Investments

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Investments in mutual funds at fair value through profit and loss		
Unquoted		
Kotak CRISIL-IBX Financial Services 3-6 Months Debt Index Fund - Reg - Growth	179.67	-
17,85,099 (31 March 2024 : Nil) Units of ₹ 10 each fully paid		
Nippon India Money Market Fund - Reg - Growth	-	896.17
Nil (31 March 2024 : 23,713) Units of ₹ 1000 each fully paid		
UTI Money Market Fund - Reg - Growth	-	468.05
Nil (31 March 2024 : 16,687) Units of ₹ 1000 each fully paid		
Aditya Birla Sun Life Money Manager Fund - Regular - Growth	127.87	583.25
35,219 (31 March 2024 : 1,73,091) Units of ₹100 each fully paid		
HDFC Money Market Fund - Regular - Growth	-	683.91
Nil (31 March 2024 : 13,132) Units of ₹1000 each fully paid		
Kotak Money Market Scheme - Regular - Growth	-	41.31
Nil (31 March 2024 : 1,010) Units of ₹ 1000 each fully paid		
Kotak Corporate Bond Fund - Std - Growth	55.68	51.32
1,510 (31 March 2023 : 1,510) Units of ₹ 1000 each fully paid		
Total	**363.22**	**2,724.01**
Aggregate amount of unquoted investments	363.22	2,724.01
Net asset value of unquoted investments	363.22	2,724.01
Aggregate amount of impairment in value of investments	-	-

Information about the Group's exposure to credit and market risks and fair value measurement is included in note 36

12 Trade receivables

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Trade receivables:		
a) Considered good - Secured	-	-
b) Considered good - Unsecured	210.70	392.22
c) Which have significant increase in Credit Risk	-	-
d) Credit impaired - Unsecured	-	96.59
Total trade receivables	**210.70**	**488.81**
Less: Allowances for expected credit loss	-	(96.59)
Net trade receivables	**210.70**	**392.22**

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Notes:

i) For credit risk and provision for loss allowance - Refer Note 36 (A)

ii) Trade receivables Considered good - Unsecured includes receivables from related parties amounting to ₹ 171.49 Lakhs as on 31 March 2025 (31 March 2024 : ₹ 31.49 lakhs) [refer Note 40]

Trade Receivables ageing schedule

As at 31 March 2025

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	140.80	69.90	-	-	-	-	210.70
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	140.80	**69.90**	**-**	**-**	**-**	**-**	**210.70**
Less : Allowances for expected credit loss for credit impaired							-
Trade Receivables							210.70

As at 31 March 2024

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	189.99	202.23	0.00	-	-	-	392.22
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	27.63	19.40	24.79	22.65	2.12	96.59
Disputed Trade Receivables considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	189.99	**229.86**	**19.40**	**24.79**	**22.65**	**2.12**	**488.81**
Less : Allowances for expected credit loss for credit impaired							96.59
Trade Receivables							392.22

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13 Cash and cash equivalents

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Cash and cash equivalents		
Balances with Banks		
In current accounts	608.83	1,196.06
Fixed Deposit with Bank (original maturity less than 3 months)	-	489.87
Cash on hand	114.80	118.11
Total	**723.63**	**1,804.04**

14 Bank balance other than cash and cash equivalents

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Other balances with Banks		
Term deposit with a bank with maturity more than three months but less than twelve months@	15.01	4.49
Total	**15.01**	**4.49**

@ Fixed deposits of ₹ 15.01 lakhs (31 March 2024 - ₹ 4.49 lakhs) under lien with banks for bank guarantee issued to tax authorities.

15 Loans - Current

(Unsecured, considered good unless otherwise stated)

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Loans to employees	28.46	36.04
Total	**28.46**	**36.04**

In line with Circular No 04/2015 issued by Ministry of Corporate Affairs dated 10 March, 2015, loans given to employees as per the Group policy are not considered for the purposes of disclosure under Section 186(4) of the Act.

There are no loans or advances in the nature of loans granted to Promoters, Directors, KMPs and their related parties, either severally or jointly with any other person, that are:

(a) repayable on demand; or

(b) without specifying any terms or period of repayment

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16 Other current financial assets
(Unsecured, considered good unless otherwise stated)

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Interest accrued on fixed deposits	0.48	22.18
Other receivables	189.05	359.57
Receivable for sale of non-current investment [refer Note 5]	418.48	-
Receivable for sale of Intellectual property rights (IPR) [refer Note 5]	302.69	-
Security deposits		
a) Considered good	339.69	886.38
b) Considered doubtful	-	12.20
Less : Provision for doubtful deposits	-	(12.20)
Total	**1,250.39**	**1,268.13**

17 Other current assets
(Unsecured, considered good unless otherwise stated)

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Advances other than Capital advances		
Advances to suppliers	316.22	226.25
Balances with Government Authorities [Goods and Services Tax, Custom duty, etc.]	631.58	320.49
Prepaid expenses	448.47	532.52
Total	**1,396.27**	**1,079.26**

18 Equity Share capital

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Authorised		
34,000,000 (31 March 2024: 34,000,000) equity shares of ₹ 10 each	3,400.00	3,400.00
Issued, subscribed and fully paid up		
13,097,541 (31 March 2024: 13,064,091) equity shares of ₹10 each fully paid up	1,309.75	1,306.41
	1,309.75	**1,306.41**

a) Reconciliation of number of equity shares outstanding as at the beginning and at the end of the year

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	As at 31 March 2025		As at 31 March 2024	
	No. of shares	₹ in lakhs	No. of shares	₹ in lakhs
Equity Shares:				
Balance as at the beginning of the year	13,064,091	1,306.41	13,064,091	1,306.41
Add: Shares issued during the year under Employee Stock Option plan [refer note 41]	33,450	3.34	-	-
Balance as at the end of the year	**1,30,97,541**	**1,309.75**	**13,064,091**	**1,306.41**

b) Rights, preferences and restrictions attached to equity shares

The Holding Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets after distribution of all preferential amounts, in proportion to their shareholding.

c) Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Holding Company

	As at 31 March 2025		As at 31 March 2024	
	%	No. of shares	%	No. of shares
Harsh C Mariwala with Kishore V Mariwala (As representative of Valentine Family Trust)	10.87%	1,423,410	10.90%	1,423,410
Harsh C Mariwala with Kishore V Mariwala (As representative of Aquarius Family Trust)	10.87%	1,423,410	10.90%	1,423,410
Harsh C Mariwala with Kishore V Mariwala (As representative of Taurus Family Trust)	10.87%	1,423,410	10.90%	1,423,410
Harsh C Mariwala with Kishore V Mariwala (As representative of Gemini Family Trust)	10.87%	1,423,410	10.90%	1,423,410

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d) Details of equity shares held by promoters at the end of the year

As at 31 March 2025

	As at 31 March 2025		As at 31 March 2024		% change during the year
	%	No. of shares	%	No. of shares	
Harsh C Mariwala with Kishore V Mariwala (As representative of Valentine Family Trust)	10.87%	14,23,410	10.90%	14,23,410	-0.03%
Harsh C Mariwala with Kishore V Mariwala (As representative of Aquarius Family Trust)	10.87%	14,23,410	10.90%	14,23,410	-0.03%
Harsh C Mariwala with Kishore V Mariwala (As representative of Taurus Family Trust)	10.87%	14,23,410	10.90%	14,23,410	-0.03%
Harsh C Mariwala with Kishore V Mariwala (As representative of Gemini Family Trust)	10.87%	14,23,410	10.90%	14,23,410	-0.03%
Harsh C Mariwala	3.11%	4,07,492	3.12%	4,07,492	-0.01%
Rajvi H Mariwala	2.00%	2,62,000	2.01%	2,62,000	-0.01%
Rishabh Mariwala	2.00%	2,62,000	2.01%	2,62,000	-0.01%
Archana H Mariwala	1.88%	2,46,000	1.88%	2,46,000	0.00%
Ravindra.K.Mariwala	1.90%	2,48,821	1.90%	2,48,821	0.00%
Rajendra K Mariwala	1.43%	1,86,924	1.43%	1,86,924	0.00%
Anjali R Mariwala	0.95%	1,24,182	0.95%	1,24,182	0.00%
Paula R Mariwala	0.79%	1,03,588	0.79%	1,03,588	0.00%
Kishore V Mariwala	0.38%	49,369	0.38%	49,369	0.00%
Pallavi Jaikishan Panchal	0.14%	18,320	0.14%	18,320	0.00%
Malika Chirayu Amin	0.14%	18,000	0.14%	18,000	0.00%
Kishore V Mariwala (KVM Anandita Trust)	0.01%	1,037	0.01%	1,037	0.00%
Kishore V Mariwala (KVM Arnav Trust)	0.01%	1,037	0.01%	1,037	0.00%
Kishore V Mariwala (KVM Vaibhav Trust)	0.01%	1,037	0.01%	1,037	0.00%
Kishore V Mariwala (KVM TaarikaTrust)	0.01%	1,037	0.01%	1,037	0.00%
Anandita Mariwala	0.04%	5,000	0.04%	5,000	0.00%
Taarika Mariwala	0.04%	5,000	0.04%	5,000	0.00%
Sharrp Ventures Capital Private Limited (Previously known as The Bombay Oil Private Limited)	1.35%	1,76,440	1.35%	1,76,440	0.00%

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As at 31 March 2024

	As at 31 March 2024		As at 31 March 2023		% change during the year
	%	No. of shares	%	No. of shares	
Harsh C Mariwala with Kishore V Mariwala (As representative of Valentine Family Trust)	10.90%	14,23,410	10.90%	14,23,410	0.00%
Harsh C Mariwala with Kishore V Mariwala (As representative of Aquarius Family Trust)	10.90%	14,23,410	10.90%	14,23,410	0.00%
Harsh C Mariwala with Kishore V Mariwala (As representative of Taurus Family Trust)	10.90%	14,23,410	10.90%	14,23,410	0.00%
Harsh C Mariwala with Kishore V Mariwala (As representative of Gemini Family Trust)	10.90%	14,23,410	10.90%	14,23,410	0.00%
Harsh C Mariwala	3.12%	4,07,492	3.12%	4,07,492	0.00%
Rajvi H Mariwala	2.01%	2,62,000	2.01%	2,62,000	0.00%
Rishabh Mariwala	2.01%	2,62,000	2.01%	2,62,000	0.00%
Archana H Mariwala	1.88%	2,46,000	1.88%	2,46,000	0.00%
Ravindra.K.Mariwala	1.90%	2,48,821	1.90%	2,48,821	0.00%
Rajendra K Mariwala	1.43%	1,86,924	1.43%	1,86,924	0.00%
Hema K Mariwala	0.00%	-	0.00%	-	0.00%
Anjali R Mariwala	0.95%	1,24,182	0.95%	1,24,182	0.00%
Paula R Mariwala	0.79%	1,03,588	0.79%	1,03,588	0.00%
Kishore V Mariwala	0.38%	49,369	0.38%	49,369	0.00%
Pallavi Jaikishan Panchal	0.14%	18,320	0.14%	18,320	0.00%
Malika Chirayu Amin	0.14%	18,000	0.14%	18,000	0.00%
Kishore V Mariwala (KVM Anandita Trust)	0.01%	1,037	0.01%	1,037	0.00%
Kishore V Mariwala (KVM Arnav Trust)	0.01%	1,037	0.01%	1,037	0.00%
Kishore V Mariwala (KVM Vaibhav Trust)	0.01%	1,037	0.01%	1,037	0.00%
Kishore V Mariwala (KVM TaarikaTrust)	0.01%	1,037	0.01%	1,037	0.00%
Anandita Mariwala	0.04%	5,000	0.04%	5,000	0.00%
Taarika Mariwala	0.04%	5,000	0.04%	5,000	0.00%
Sharrp Ventures Capital Private Limited (Previously known as The Bombay Oil Private Limited)	1.35%	1,76,440	1.35%	1,76,440	0.00%
Preeti Gautam Shah	0.00%	-	0.14%	18,000	-0.14%

e) **Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:-**

There are no shares issued for consideration other than cash during the period of five years immediately preceding the reporting date.

f) **Shares reserved for issue under options:-**

The Group has 19,538 (31 March 2024: 6,64,121) number of equity shares reserved for issue under Employee Stock Option Scheme as at 31 March 2025. [refer Note 41]

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19 Other equity

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Capital reserve		
Balance as at the beginning of the year	2,716.31	2,650.24
Add: Adjustment for discontinued operations	(63.49)	66.07
Balance as at the end of the year	**2,652.82**	**2,716.31**
General Reserve		
Balance at the beginning of the year	425.23	296.09
Add: Transferred from Share Options Outstanding Account on expiry of unexercised options	62.20	129.14
Balance at the end of the year	**487.43**	**425.23**
Securities premium reserve		
Balance as at the beginning of the year	22,234.14	22,234.14
Add: Transferred to Securities premium from Share options outstanding account	72.60	-
Add: Receipt on exercise of Employee Stock option	107.36	-
Balance as at the end of the year	**22,414.10**	**22,234.14**
Share Options Outstanding Account		
Balance as at the beginning of the year	175.75	283.18
Less: Transferred to Securities premium reserve	(72.61)	-
Less: Transferred to General reserve	(62.20)	(129.14)
Add: Compensation for employee stock options granted	(22.62)	21.71
Balance as at the end of the year	**18.32**	**175.75**
Statutory reserve		
Balance as at the beginning of the year	17.01	40.81
Add: Acquision of non-controlling interest	-	(23.80)
Add: Adjustment for discontinued operations	(17.01)	-
Balance as at the end of the year	**-**	**17.01**
Foreign currency translation reserve		
Balance as at the beginning of the year	585.56	622.81
Adjustments and exchange gain / (loss) on translations	79.21	(37.25)
Balance as at the end of the year	664.77	585.56
Retained earnings		
Balance as at the beginning of the year	(53,418.43)	(40,472.80)
Profit / (Loss) for the year	8,367.52	(12,921.52)
Add: Exchange gain / (loss) on translations during the year	(79.21)	33.20
Transfer of share of Non-controlling interest	-	0.04
Remeasurements of defined benefit plan (net)	21.31	(57.35)
Balance as at the end of the year	**(45,108.81)**	**(53,418.43)**
Fair valuation of Loans from promoter directors		
Balance at the beginning of the year	3,280.16	2,664.77
Fair value adjustment	336.44	615.39
Balance at the end of the year	**3,616.60**	**3,280.16**
Total	**(15,254.77)**	**(23,984.27)**

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Securities premium

Securities premium reserve is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013

Share Options Outstanding Account

The Group has established various equity-settled/cash-settled share-based payment plans for certain categories of employees of the Group. Refer Note 41 for further details on these plans.

Capital reserve

Capital reserve was created at time of Amalgamation of Marico Kaya Enterprises Limited('MaKE') into the company in Financial year 2014-15 and for dilution of shares in step-down subsidiaries in FY 2023-24

Statutory reserve

Statutory reserve is created by appropriating 10% of the profit of the subsidiary companies as required by Article 103 of the UAE Federal Law No. (2) of 2015. The shareholders may resolve to discontinue such deduction when the reserves totals 50% of the paid-up share capital. The reserve is not available for distribution except as provided in the Federal Law.

General reserve

General reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes. General reserve includes amounts transferred from Share Options Outstanding Account in respect of options for which exercise period has elapsed.

Fair valuation of Loans from promoter directors

This comprises adjustment on account of fair valuation of loan from promoter directors borrowed by the Holding Company.

Retained Earnings

The amount that can be distributed by the Company as dividends to its equity shareholders out of accumulated reserves is determined considering the requirements of the Companies Act, 2013.

20 Borrowings

Non-current

(₹ in lakhs)

	As at 31 March, 2025	As at 31 March, 2024
Secured		
Loan from a bank [refer Note "a" below]	-	1,563.15
Unsecured		
Loan from related parties [refer Note 40 & refer Note "b" below]	14,406.68	12,569.22
Total	**14,406.68**	**14,132.37**

a) **Secured Loan from Bank**

Nature of security:

Loan from Kotak Mahindra Bank is secured by following:

1. First hypothecation charge on all movable fixed assets both present and future of KME FZE & it's subsidairies
2. First hypothecation charge on all current assets both present and future of KME FZE & it's subsidiaries

Interest rate and terms of repayment for term loan

Term Loan from Kotak Mahindra Bank for Kaya Middle East FZE carries interest at 3M SOFR plus 6.00%. Original loan amount ₹ Nil (31 March 2024 - ₹ 5,208.91 lakhs)

b) **Unsecured from related parties**

Interest rate and terms of repayment for loan from related parties

The interest shall be charged at the rate of 8% p.a. from 1 December 2020 onwards which is to be paid quarterly on the outstanding balance. Effective Interest rate is 11%.

The loans are repayable in full at the end of the term of the loan agreement, which is in FY 2031-32. The Company has the option to make part prepayment of the loans during the tenure of the agreement. The interest will be accordingly charged on the outstanding loan amount.

The carrying amount of assets hypothecated / mortgaged as security as in points 1 to 2 above for non-current borrowings are:

(₹ in lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
First and exclusive hypothecation charge on all existing and future receivables and current assets		
Property, Plant and Equipment	-	663.09
Capital work-in-progress / Intangible assets under development	-	0.36
Inventories	-	590.73
Credit card receivables	-	179.58
Cash and cash equivalents	-	1,103.84
Total	**-**	**2,537.60**

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities.

Particulars	As at 31 March 2024	Cash Flow	Non Cash Changes - Other adjustments	As at 31 March 2025
Non Current Borrowings (including Current maturities of long term debt)*	17,778.13	(3,655.80)	284.35	14,406.68
Lease liabilities	12,368.44	(3,941.63)	2,809.14	11,235.95
Total	**30,146.57**	**(7,597.43)**	**3,093.49**	**25,642.63**

* Cash flow of ₹ 3,655.80 Lakhs includes loan repayment of ₹ 5,455.80 Lakhs [refer note 47 (v)]

Particulars	As at 31 March 2023	Cash Flow	Non Cash Changes - Other adjustments	As at 31 March 2024
Non Current Borrowings (including Current maturities of long term debt)	14,208.87	3,700.00	(130.74)	17,778.13
Lease liabilities	10,658.50	(5,321.12)	7,031.06	12,368.44
Total	**24,867.37**	**(1,621.12)**	**6,900.32**	**30,146.57**

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21 Provisions

Non-current

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Provision for employee benefits [refer Note 46]		
Provision for gratuity	156.73	955.84
Total	**156.73**	**955.84**

22 Trade payables

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Trade payables		
Current		
Total outstanding dues of Micro enterprises and Small enterprises [refer Note below]	659.75	490.11
Total outstanding dues of creditors other than Micro enterprises and Small enterprises and related parties	743.36	4,507.32
Total	**1,403.11**	**4,997.43**

*includes dues to related parties [refer Note 40]

The disclosures pursuant to the said Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act') are as follows:

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
the principal amount due remaining unpaid to any supplier at the end of each accounting year;	656.43	489.51
the interest amount due thereon remaining unpaid to any supplier at the end of each accounting year;	3.32	0.60
the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
the amount of interest accrued and remaining unpaid at the end of each accounting year; and	8.51	5.19
the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
Total	**659.75**	**490.11**

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Trade Payables ageing schedule

As at 31 March 2025

Particulars	Outstanding for following period from due date of payment						Total
	Accrued	Not Due	<1 year	1-2 years	2-3 years	More than 3 years	
Micro and Small Enterprise (MSME)	263.61	-	396.14	-	-	-	659.75
Other than Micro and Small Enterprise	398.82	-	341.83	1.83	-	0.88	743.36
Disputed Dues - MSME	-	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-	-

As at 31 March 2024

Particulars	Outstanding for following period from due date of payment						Total
	Accrued	Not Due	<1 year	1-2 years	2-3 years	More than 3 years	
Micro and Small Enterprise (MSME)	222.82	-	267.29	-	-	-	490.11
Other than Micro and Small Enterprise	2,682.54	805.62	1,016.46	0.20	1.25	1.25	4,507.32
Disputed Dues - MSME	-	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-	-

23 Borrowings

Current

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Current maturities of long term debt [refer Note 20 (a)]	-	3,645.76
Total	**-**	**3,645.76**

24 Other current financial liabilities

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Creditors for capital expenditure		
Total outstanding dues of micro enterprises and small enterprises	-	5.29
Total outstanding dues to creditors other than micro enterprises and small enterprises	-	109.80
Employee benefits payable	443.27	1,624.32
Total	**443.27**	**1,739.41**

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25 Other current liabilities

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Deferred Revenue (refer Note 38)	6,663.85	10,381.70
Statutory dues payable (refer Note below)#	2,616.23	2,536.23
Others	346.40	277.06
Total	**9,626.48**	**13,194.99**

Note - Statutory dues payable includes statutory liabilities payable towards tax deducted at source, Goods and Services Tax, Value Added Tax Provident Fund, Employees' State Insurance, Labour welfare fund and Professional Tax etc.

During the year ended 31 March 2023, the Holding 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 Holding Company challenged the order by filing Appeal u/s 7-I before the Hon. CGIT. The Holding Company has 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 Holding Company has revoked the appeal filed before CGIT on 18 February 2025.

Considering the pending outcome of the proceedings, the Holding Company has, on a conservative and best estimate basis, made provision aggregating of ₹ 2,247.57 lakhs (F.Y. 2023-24 : ₹ 2,141.85 lakhs) towards the total liability.

26 Provisions - Current

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Provision for compensated absences	200.14	799.70
Provision for gratuity [refer Note 46]	146.24	389.91
Total	**346.38**	**1,189.61**

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27 Revenue from operations

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024 (restated)
Sale of services# [refer Note 38]	17,987.08	16,970.02
Sale of products# [refer Note 38]	3,653.45	3,431.53
Other operating revenue (includes royalty income and brand promotion income) [refer Note 40]	76.30	116.16
Total	**21,716.83**	**20,517.71**

Skin and Hair care products and services

No single customer represents 10% or more of the Group's total revenue during the years ended 31 March 2025 and 31 March 2024.

28 Other income

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024 (restated)
Interest income from financial assets measured at amortised cost:		
Bank deposits	33.25	4.98
Income tax refund	0.17	0.35
Unwinding of discount on security deposits	131.40	122.85
Others	0.71	1.07
	165.53	**129.25**
Net gain on sale of current investments [including fair value gain/(loss) 31 March 2025 - ₹ 18.20 lakhs ; 31 March 2024 - ₹ 94.54 lakhs]	134.97	203.91
Liabilities written back to the extent no longer required (net)	1.24	17.49
Net gain on lease modification (refer Note 39)	62.21	48.94
Profit on sale of property, plant and equipment	9.95	3.85
Other miscellaneous income	74.61	58.03
Profit on sale of Intellectual property rights (IPR) [refer note 5]	1,256.89	-
Total	**1,705.40**	**461.47**

29 Cost of materials consumed

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024 (restated)
Raw materials and packing material at the beginning of the year	521.81	413.72
Add : Purchases during the year	1,348.56	1,006.67
Less : Raw materials and packing material at the end of the year	692.69	521.81
Total	**1,177.68**	**898.58**

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30 Changes in inventories of finished goods, work–in–progress and stock–in–trade

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024 (restated)
Opening inventories		
Finished goods	218.19	259.96
Work-in-progress	-	24.99
Stock-in-trade	84.55	72.60
Closing inventories		
Finished goods	223.01	218.19
Work-in-progress	-	-
Stock-in-trade	21.27	84.55
Total changes in inventories of finished goods, work–in–progess and stock–in–trade - decrease	**58.46**	**54.81**

31 Employee benefits expense

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024 (restated)
Salaries, wages and bonus	5,303.78	4,710.21
Contribution to provident and other funds [refer Note 46]	251.07	244.85
Compensated absences [refer Note 46]	73.13	46.30
Defined benefit expense [refer Note 46]	51.81	338.51
Staff welfare expenses	382.47	33.46
Employee stock option charge [refer Note 41]	14.02	60.88
Total	**6,076.28**	**5,434.21**

32 Finance costs

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024 (restated)
Interest		
- Provident Fund Liability (refer Note 25)	105.72	105.70
- loan from related parties that are not measured at fair value through profit or loss	1,547.72	1,294.11
- lease liabilities that are not measured at fair value through profit or loss	1,028.07	854.48
- others	5.12	1.27
Other finance charges	379.18	333.62
Total	**3,065.81**	**2,589.18**

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33 Depreciation, amortisation expense and impairment losses

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024 (restated)
Depreciation on property, plant and equipment	1,132.03	882.59
Amortisation of intangible assets	75.66	81.16
Depreciation on right-of-use assets	2,556.40	2,560.80
Total	**3,764.09**	**3,524.55**

34 Other expenses

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024 (restated)
Consumption of consumables and stores and spare parts	3,473.60	2,972.40
Electricity and water expenses	402.44	328.93
Rent [refer Note 39]	227.09	37.52
Payments to consultants	2,450.32	2,093.34
Contract Manufacturing Charges	206.36	145.18
Repairs and maintenance:		
Plant and machinery	63.09	50.06
Building	796.99	723.75
Others	775.06	717.76
	1,635.14	**1,491.57**
Insurance	49.12	45.87
Rates and taxes	180.53	44.08
Travelling, conveyance and vehicle expenses	275.16	191.14
Legal and professional charges	961.50	1,597.82
Printing, stationery and communication expenses	271.19	266.31
Bank charges	174.75	147.93
Directors sitting fees [refer Note 40]	44.00	65.00
Advertisement and sales promotion	1,615.42	1,104.98
Freight forwarding and distribution expenses	14.96	14.02
Net loss on foreign currency transactions and translation	44.03	17.04
Allowances for expected credit loss	170.64	26.09
Advance write off	8.35	32.13
Miscellaneous expenses	118.25	115.55
Total	**12,322.85**	**10,736.90**

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35 Fair value measurement

(a) Financial Instrument by category

(₹ in lakhs)

Particulars	Note	31 March 2025		
		FVTPL	**FVOCI**	**Amortised cost**
Financial assets				
Investments	6	-	-	-
Investments in mutual fund	11	363.22	-	-
Trade receivables	12	-	-	210.70
Cash and cash equivalents	13	-	-	723.63
Bank balances other than Cash and cash equivalents as above	14	-	-	15.01
Loans	15	-	-	28.46
Others financial assets	7 and 16	-	-	2,154.45
Total financial assets		**363.22**	**-**	**3,132.25**
Financial liabilities				
Non-current borrowings	20	-	-	14,406.68
Current borrowings	23	-	-	-
Trade payables	22	-	-	1,403.11
Other financial liabilities	24	-	-	443.27
Lease liabilities	39	-	-	11,235.95
Total financial liabilities		**-**	**-**	**27,489.01**

(₹ in lakhs)

Particulars	Note	31 March 2024		
		FVTPL	**FVOCI**	**Amortised cost**
Financial assets				
Investments - others	6	187.51	-	-
Investments in mutual fund	11	2,724.01	-	-
Trade receivables	12	-	-	392.22
Cash and cash equivalents	13	-	-	1,804.04
Bank balances other than above	14	-	-	4.49
Loans	15	-	-	36.04
Others financial assets	7 and 16	-	-	2,812.06
Total financial assets		**2,911.52**	**-**	**5,048.85**
Financial liabilities				
Non-current borrowings	20	-	-	14,132.37
Current borrowings	23	-	-	3,645.76
Trade payables	22	-	-	4,997.43
Other financial liabilities	24	-	-	1,739.41
Lease liabilities	39	-	-	12,368.44
Total financial liabilities		**-**	**-**	**36,883.41**

(b) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels in accordance with the applicable Accounting Standard. An explanation of each level follows underneath the table.

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(₹ in lakhs)

	Note	Level 1	Level 2	Level 3	Total
Financial assets and liabilities measured at fair value - recurring fair value measurements as 31 March 2025					
Financial assets					
Investments - others	6	-	-	-	-
Investments in mutual fund	11	-	363.22	-	363.22
Total Financial assets		**-**	**363.22**	**-**	**363.22**
Financial liabilities	NA	-	-	-	-
Total Financial liabilities		**-**	**-**	**-**	**-**

(₹ in lakhs)

	Note	Level 1	Level 2	Level 3	Total
Financial assets and liabilities measured at amortised cost for which fair values are disclosed as at 31 March 2025					
Financial assets	NA	-	-	-	-
Total Financial assets		**-**	**-**	**-**	**-**
Financial liabilities - Director Loans	20 & 23	-	14,406.68	-	14,406.68
Total Financial liabilities		**-**	**14,406.68**	**-**	**14,406.68**

(₹ in lakhs)

	Note	Level 1	Level 2	Level 3	Total
Financial assets and liabilities measured at fair value - recurring fair value measurements as 31 March 2024					
Financial assets					
Investments - others	6	-	-	187.51	187.51
Investments in mutual fund	11	-	2,724.01	-	2,724.01
Total Financial assets		**-**	**2,724.01**	**187.51**	**2,911.52**
Financial liabilities	NA	-	-	-	-
Total Financial liabilities		**-**	**-**	**-**	**-**

(₹ in lakhs)

	Note	Level 1	Level 2	Level 3	Total
Financial assets and liabilities measured at amortised cost for which fair values are disclosed as at 31 March 2024					
Financial assets	NA	-	-	-	-
Total Financial assets		**-**	**-**	**-**	**-**
Financial liabilities - Director Loans	20	-	17,778.13	-	17,778.13
Total Financial liabilities		**-**	**17,778.13**	**-**	**17,778.13**

The fair value of financial instruments as referred to in note above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurement) and lowest priority to unobservable inputs (level 3 measurements). The categories used are as follows:

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Level 1: Financial instruments measured using quoted prices (unadjusted) in active markets for identical assets or liabilities that entity can access at the measurement date. This includes listed equity instruments, traded bonds, mutual funds, bonds and debentures, that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using inputs that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices), using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is considered here. For example, the fair value of forward exchange contracts, currency swaps and interest rate swaps is determined by discounting estimated future cash flows using a risk-free interest rate. The mutual funds are valued using the closing NAV published by the mutual fund.

Level 3: The fair value of financial instruments for which the inputs are unobservable (i.e. inputs are not based on observable market data), are measured on the basis of entity specific valuations. When the fair value of unquoted instruments cannot be measured with sufficient reliability, the Group carries such instruments at cost less impairment, if applicable.

(c) Fair value of financial assets and liabilities measured at amortised cost

(₹ in lakhs)

		As at 31 March 2025		As at 31 March 2024	
		Carrying Amount	**Fair Value**	**Carrying Amount**	**Fair Value**
Financial Assets					
Other Assets					
Trade receivables	12	210.70	210.70	392.22	392.22
Cash and cash equivalents	13	723.63	723.63	1,804.04	1,804.04
Bank balances other than above	14	15.01	15.01	4.49	4.49
Loans	15	28.46	28.46	36.04	36.04
Others financial asset	7 and 16	2,154.45	2,154.45	2,812.06	2,812.06
		3,132.25	**3,132.25**	**5,048.85**	**5,048.85**
Financial Liabilities					
Non-current borrowings	20	14,406.68	14,406.68	14,132.37	14,132.37
Current borrowings	23	-	-	3,645.76	3,645.76
Trade payables	22	1,403.11	1,403.11	4,997.43	4,997.43
Other financial liabilities	24	443.27	443.27	1,739.41	1,739.41
Lease liabilities	39	11,235.95	11,235.95	12,368.44	12,368.44
		27,489.01	**27,489.01**	**36,883.41**	**36,883.41**

The carrying amounts of trade receivables, trade payables, capital creditors, loans and advances, security deposit, fixed deposit, insurance claim receivable, other financial liabilities and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

36 Financial Risk Management

Financial risk

In the course of its business, the Group is exposed to a number of financial risks: credit risk, liquidity risk and market risk. This note presents the Group’s objectives, policies and processes for managing its financial risk and capital. The key risks and mitigating actions are also placed before the Board of Directors of the Holding Company. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group manages the risk through the finance department of Holding company that provides assurance that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The Treasury department activities are designed to:

- protect the Group's financial results and position from financial risks
- maintain market risks within acceptable parameters, while optimising returns; and
- protect the Group's financial investments, while maximising returns.

The note explains the Group's exposure to financial risks and how these risks could affect the Group's future financial performance.

(A) Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Credit risk arises on liquid assets, financial assets, trade and other receivables.

In respect of its investments the Group aims to minimize its financial credit risk through the application of risk management policies.

Trade receivables are subject to credit limits, controls and approval processes. Group generally provides credit only to institutional customers and for all the other individual customers, usually advance payment terms are specified. Basis the historical experience, the risk of default in case of trade receivable is low. Provision is made for doubtful receivables on individual basis depending on the customer ageing, customer category, specific credit circumstances and the historical experience of the Group.

The gross carrying amount of trade receivables is ₹ 210.70 lakhs as at 31 March 2025 and ₹ 488.81 lakhs as at 31 March 2024.

Reconciliation of Provision for doubtful debts

(₹ in lakhs)

	31 March 2025	31 March 2024
Provision for doubtful debts at the beginning of the year	(96.59)	(75.72)
Add : Provided during the year	-	(26.09)
Less : Reversed during the year	96.59	5.22
Balance at the end of the year	**-**	**(96.59)**

The Group's exposure to credit risk for trade receivables by geographic region was as follows -

(₹ in lakhs)

	Carrying amount	
	31 March 2025	31 March 2024
Trade receivables		
India	210.70	360.73
Middle east	-	31.49
	210.70	**392.22**

The Group maintains exposure in Cash and cash equivalents, Term deposits with banks, Investments, Loans, Security deposits and Other financial assets. Credit risk from investments of surplus funds is managed by the treasury in accordance with the Board approved policy and limits. Investments of surplus funds are made only with those counterparties who meet the minimum threshold requirements prescribed by the Board. The Group monitors the credit ratings and financial strength of its counter parties and adjusts its exposure accordingly.

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Security deposits are interest free deposits given by the Group for properties taken on lease. Provision is taken on a case to case basis depending on circumstances with respect to non recoverability of the amount. The gross carrying amount of Security deposits is ₹ 1,241.95 lakhs as at 31 March 2025 and ₹ 1,733.71 lakhs as at 31 March 2024.

(B) LIQUIDITY RISK

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Holding Company's treasury maintains flexibility in funding by maintaining availability under committed credit lines. (Also refer Note 1(f) of accounting policies)

The current ratio (i.e. currents asset to current liabilities) of the Group as at 31 March 2025 is 0.46 (as at 31 March 2024 is 0.36)

Maturity patterns of financial liabilities

(₹ in lakhs)

As at 31 March 2025	Note	Carrying Amount	Less than 1 year	1 year - 2 years	2 years to 3 years	3 years and above	Total
Non-current borrowings	20	14,406.68	-	1,400.00	1,838.00	12,934.00	16,172.00
Current borrowings	23	0.00	-	-	-	-	-
Lease liabilities (undiscounted)		11,235.95	3,333.58	3,034.02	2,482.73	5,624.24	14,474.56
Trade payables	22	1,403.11	1,403.11	-	-	-	1,403.11
Other financial liabilities	24	443.27	443.27	-	-	-	443.27
Total			**5,179.96**	**4,434.02**	**4,320.73**	**18,558.24**	**32,492.94**

(₹ in lakhs)

As at 31 March 2024	Note	Carrying Amount	Less than 1 year	1 year - 2 years	2 years to 3 years	3 years and above	Total
Non-current borrowings	20	14,132.37	-	1,563.15	1,400.00	12,972.00	15,935.15
Current borrowings	23	3,645.76	3,645.76	-	-	-	3,645.76
Lease liabilities (undiscounted)		12,368.44	4,824.78	3,747.49	2,373.41	4,192.38	15,138.06
Trade payables	22	4,997.43	4,997.43	-	-	-	4,997.43
Other financial liabilities	24	1,739.41	1,739.41	-	-	-	1,739.41
Total			**15,207.38**	**5,310.64**	**3,773.41**	**17,164.38**	**41,455.81**

(C) Market Risk

The Group is exposed to risk from movements in foreign currency exchange rates and market prices that affect its assets, liabilities and future transactions.

Risks	Exposure arising from	Measurement
Market Risk- Foreign Exchange	Future commitment transactions	Cash flow forecasting
Market Risk- Interest Rate Risk	Long term borrowings at variable rates	Sensitivity analysis

(i) Foreign currency risk

The Group is exposed to foreign exchange risk arising from various currency exposures on account of procurement of goods and services, primarily with respect to US Dollar, EURO and AED (pegged to US Dollar).

The management regularly reviews the currency risk. However, at this stage the Group has not entered into any forward exchange contracts or other arrangements to cover this risk as the risk is not considered material.

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The Group's exposure to foreign currency risk at the end of the reporting period is as follows:

As at 31 March 2025	(Foreign Currency in lakhs)		
	USD	EURO	AED
Financial assets			
Other current financial assets	-	-	30.97
Financial liabilities			
Trade payables	0.03	-	-
Net Exposure	(0.03)		30.97

As at 31 March 2024	(Foreign Currency in lakhs)		
	USD	EURO	AED
Financial assets			
Advance to supplier	0.06	-	-
Financial liabilities			
Trade payables	0.58	-	-
Net Exposure	(0.52)		-

Foreign Currency Risk Sensitivity

A change of 1% in foreign currency would have following impact on profit/(loss) before tax:

(₹ in lakhs)

1% movement	31 March 2025		31 March 2024	
	Strengthening	Weakening	Strengthening	Weakening
USD	(0.03)	0.03	(0.43)	0.43
AED	7.03	(7.03)	-	-
(Increase) / decrease in profit	7.00	(7.00)	(0.43)	0.43

(ii) Interest Risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Since the Group does not have significant interest bearing borrowings, the exposure to risk of changes in market interest rate is minimal. The Group has not used any interest rate derivatives.

As an estimation of the approximate impact of the interest rate risk, with respect to financial instruments, the Group has calculated the impact of a 100 bps change in interest rates on term loan and not on loan from related parties since the interest rates for loan to related parties are fixed interest bearing. A 100 bps increase in interest rates would have led to approximately an additional cost of NIL (31 March 2024 - ₹ 51.72 lakhs) in Statement of Profit and Loss. A 100 bps decrease in interest rates would have led to an equal but opposite effect.

(iii) Price Risk:

Mutual fund Net Asset Values (NAVs) are impacted by a number of factors like interest rate risk, credit risk, liquidity risk, market risk in addition to other factors. A movement of 1% in NAV on either side can lead to a gain/loss of ₹ 3.63 lakhs and ₹ 27.24 lakhs, on the overall portfolio as at 31 March 2025 and 31 March 2024 respectively.

37 Capital Management

The Group aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders.

The capital structure of the Group is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. It considers the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. The capital structure of the Group consists of net debt (borrowings as detailed in note 20, offset by cash and bank balances) and total equity of the Group.

The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

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Gearing Ratio

The gearing ratio at the end of the reporting period was as follows

(₹ in lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Borrowings	14,406.68	14,132.37
Cash and bank balances	(738.64)	(1,808.53)
Net debt	13,668.04	12,323.84
Total equity	(13,945.02)	(22,677.86)
Net debt to equity ratio	-98.01%	-54.34%

38 Disclosure under Ind AS 115, Revenue from Contracts with Customers

Reconciliation of revenue recognised with the contracted price is as follows:

(₹ in lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024 (Restated)
Gross Revenue from Contract with customers - services	18,237.50	17,364.43
Less : Reduction towards variable consideration components	(250.42)	(394.41)
Net Revenue recognised from contract with customers - services	17,987.08	16,970.02

The reduction towards variable consideration comprises of volume discounts, etc.

Details of contract liabilities balances:

(₹ in lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Balance as at beginning of the year continuing operations	6,479.60	6,444.05
Balance as at beginning of the year discontinued operations	3,902.10	3,965.65
Advances received from the customers for continuing operations	18,171.33	17,005.57
Advances received from the customers for discontinuing operations	4,662.38	18,316.67
Revenue recognised from contracts at the beginning of the reporting period and advances received during the year for continuing operations	(17,987.08)	(16,970.02)
Revenue recognised from contracts at the beginning of the reporting period and advances received during the year for discontinuing operations	(4,523.09)	(18,380.22)
Transfer - discontinuing operations	(4,041.39)	-
Balance as at end of the year discontinued operation	-	3,902.10
Balance as at end of the year continuing operation	6,663.85	6,479.60
Balance as at end of the year	**6,663.85**	**10,381.70**

Information on remaining performance obligations in contracts with Customers:

As at 31 March 2025

(₹ in lakhs)

Particulars	2026	2027-2031	Total
Contract revenue	6,455.38	208.47	6,663.85

As at 31 March 2024

(₹ in lakhs)

Particulars	2025	2026-2030	Total
Contract revenue	10,024.15	357.55	10,381.70

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39 Disclosure under Ind AS 116, Leases

This standard on leases sets out the principles for the recognition, measurement, presentation and disclosure of the leases. The core objective of this standard is to ensure that lessees and lessors provide relevant information in a manner that faithfully represent those transactions.

On transition to Ind AS 116, the Group has applied the practical expedient to grandfather the definition of a lease on transition. This means Ind AS 116 has been applied to all contracts entered into before 1 April 2019 and identified as leases in accordance with AS 17.

The Holding Company has credited to the statement of profit and loss ₹ 62.21 due to termination of certain lease contracts.

Information about leases for which Group is a lessee is presented below:

a) Right-of-use assets

(₹ in lakhs)

	Land and Buildings	Plant & equipment	Total
Cost			
As at 1 April 2023	16,517.07	317.82	16,834.89
Additions	6,702.31	-	6,702.31
Disposals	(4,999.50)	-	(4,999.50)
Balance at 31 March 2024	**18,219.88**	**317.82**	**18,537.70**
Additions for continuing operations	4,113.75	817.45	4,931.20
Additions for discontinuing operations	147.39		147.39
Disposals for continuing operations	(3,408.59)	(0.65)	(3,409.24)
Adjustment - discontinuing operations	(9,553.01)		(9,553.01)
Balance at 31 March 2025	**9,519.42**	**1,134.62**	**10,654.04**
Accumulated depreciation			
As at 1 April 2023	7,330.03	39.82	7,369.85
Depreciation	4,175.82	81.91	4,257.73
Eliminated on disposals of assets	(4,476.87)	-	(4,476.87)
Balance at 31 March 2024	**7,028.98**	**121.73**	**7,150.71**
Depreciation for continuing operations	2,445.99	110.41	2,556.40
Depreciation for dicontinuing operations	438.86		438.86
Eliminated on disposals of assets for continuing operations	(2,888.01)	-	(2,888.01)
Adjustment - discontinuing operations	(6,859.59)	-	(6,859.59)
Balance at 31 March 2025	**166.22**	**232.14**	**398.36**
Balance as at 31 March 2024	**11,190.90**	**196.09**	**11,386.99**
Balance as at 31 March 2025 (Net)	**9,353.20**	**902.48**	**10,255.68**

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b) Maturity analysis of lease liabilities

(₹ in lakhs)

Particulars	Total	Less than 1 year	Between 1 and 2 years	2 and 5 years	Over 5 years	Weighted average effective interest rate %
31 March 2025						
Lease liabilities	11,235.95	2,372.50	2,270.78	4,383.33	2,209.34	10.00%
Lease liabilities (undiscounted)	14,474.56	3,333.58	3,034.02	2,482.72	5,624.24	
31 March 2024						
Lease liabilities	12,368.44	3,832.22	3,053.93	4,120.88	1,361.41	6.25% - 11.42%
Lease liabilities (undiscounted)	15,138.06	4,824.78	3,747.49	2,373.41	4,192.38	

c) Expenses relating to short-term leases and low value assets have been disclosed below:

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024 (Restated)
Short-term lease expense	226.20	35.12
Low value lease expense	0.89	2.40
Total lease expense	**227.09**	**37.52**

d) Amount recognised in statement of cash flows

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024 (Restated)
Total Cash outflows for leases	**2,913.56**	**4,212.10**

e) The following is the movement in lease liabilities during the year ended :

Particulars	As at 31-Mar-25	As at 31 March 2024
Opening lease liabilities	12,368.44	10,658.50
Finance Cost	1,028.07	1,109.02
Additions during the Year (Net)	4,084.10	5,922.04
Payment of Lease Liabilities (Including Interest)	(3,290.20)	(5,321.12)
Liabilities transferred	(2,954.46)	-
Closing Lease Liabilities	**11,235.95**	**12,368.44**

40 Related Party Disclosure

I. Name of related parties and nature of relationship:

Relationships	Country of Incorporation	Ownership Interest held by the Company	
		31 March 2025	31 March 2024
(a) Joint Venture companies:			
Khimjis Health Care LLC (upto 6 June 2024)	Sultanate of Oman	0%	51%

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(b) Key Management Personnel (KMP)

Mr. Harsh Mariwala - Chairman and Managing Director
Mr. B. S. Nagesh - Independent Director (upto 31 March 2025)
Mr. Irfan Mustafa - Independent Director (upto 5 August 2024)
Mr. Nikhil Khattau - Independent Director
Mr. Rajendra Mariwala - Director
Dr. Om Manchanda - Independent Director
Mr. Rishabh Mariwala - Non-Executive Director
Ms. Vasuta Agarwal - Independent Director
Mr. Rajiv Nair - Chief Executive Officer (upto 25 October 2024)
Mr. Saurabh Shah - Chief Financial Officer (upto 28 February 2024)
Mr. Arihant Dhariwal - Chief Financial Officer
Ms. Nitika Dalmia - Company Secretary

(c) Enterprise over which KMP or their relative have significant influence and transactions have taken place:

Marico Limited

II. Transactions carried out with related parties referred to in 1(a) to 1(c) above:

(₹ in lakhs)

Nature of transaction	For the year ended 31 March 2025	For the year ended 31 March 2024
Reimbursement of expenses incurred for the Group		
Marico Limited	165.25	55.85
Rent paid		
Marico Limited	72.25	68.81
Royalty fees received		
Marico Limited	14.32	-
Sale of goods		
Khimjis Health Care LLC	-	33.29
Marico Limited	617.00	-
Directors sitting fees		
Mr. B. S. Nagesh	10.50	14.50
Mr. Irfan Mustafa	1.50	7.00
Mr. Nikhil Khattau	8.50	12.50
Mr. Rajendra Mariwala	10.50	12.50
Dr. Om Manchanda	4.00	5.00
Mr. Rishabh Mariwala	4.00	7.00
Ms. Vasuta Agarwal	5.00	6.50
Salaries, wages and bonus		
Mr. Rajiv Nair	167.10	178.42
Mr. Saurabh Shah	-	98.56
Mr. Arihant Dhariwal	80.78	16.91
Ms. Nitika Dalmia	27.76	23.97
Loan taken from		
Mr. Harsh Mariwala	900.00	1,200.00
Mr. Rajendra Mariwala	900.00	2,500.00
Interest on loan taken		
Mr. Harsh Mariwala	586.91	508.86
Mr. Rajendra Mariwala	586.91	473.51

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III. Balances receivable or payable at the year end:

(₹ in lakhs)

Nature of transaction	As at 31 March 2025	As at 31 March 2024
Trade receivables		
Khimjis Health Care LLC	-	31.49
Marico Limited	171.49	-
Loan taken		
Long-term		
Mr. Harsh Mariwala	8,086.00	7,186.00
Mr. Rajendra Mariwala	8,086.00	7,186.00
Trade Payable (Directors sitting fees)		
Mr. Irfan Mustafa	-	0.69
Salaries, wages and bonus		
Mr. Saurabh Shah	-	5.27
Mr. Arihant Dhariwal	13.72	

Transactions with key management personnel (other than sittinh fees) are as follows:

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Short-term benefits	275.65	317.86
Post-employment benefits	18.08	44.30

IV. The promoters of the Holding company have given letter confirming their commitment to provide financial support to the group in order to meet the shortfall in its fund requirement and for its working capital requirement which will enable it to operate and settle its liabilities and obligations as and when they become due and payable for a period not less than 12 months from the date of financial closure of the accounts of the Holding company for the Year ended 31 March 2025.

V. Terms and conditions of transactions with related parties :

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances on at the year end are unsecured and settlement occurs in cash.

41 Share based payments

a) Kaya ESOP 2016 - Scheme IV:

The Nomination & Remuneration Committee on 3 August 2021 has granted 215,403 stock options at an exercise price of ₹ 331, to certain eligible employees of the Holding company and Kaya Middle East FZE (subsidiary company), pursuant to the Kaya ESOP 2016 - Scheme IV. One stock option is represented by one equity share of Kaya Limited.

The Options granted under Kaya ESOP 2016 - Scheme IV shall vest over 3 years from the Grant Date in the following manner:

- 34% of the Options granted will be vested at the end of first year from the grant date;
- 33% of the options will be vested at end of second year from the grant date;
- 33% of the options will be vested at the end of third year from the grant date.

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The Exercise Period is of one year from the vesting date. The Scheme is administered by the Board of Kaya Limited.

Kaya ESOP 2016 - Scheme IV	31 March 2025	31 March 2024
Weighted average share price of options	331.00	331.00
Number of options granted, exercised, and forfeited		
Balance at the beginning of the year	53,234	1,12,466
Granted during the year	-	-
Less: Exercised during the year	33,450	-
Forfeited/lapsed during the year	18,069	59,232
Balance as at end of the year	**1,715**	**53,234**
Weighted average remaining contractual life of options outstanding at end of period (in years)	0.35	2.35

The Holding Company has applied the fair value based method of accounting for determining compensation cost for its stock based compensation plan and has accordingly accounted ₹ (11.70) lakhs (31 March 2024: ₹ (0.11) lakhs) as compensation cost under the 'fair value' method [refer note 32].

The following assumptions were used for calculation of fair value of grants using Black Scholes method :

	Kaya ESOP 2016 - Scheme IV
Risk - free interest rate (%)	4.46% to 5.45%
Expected life of options (years)	2 to 4
Expected volatility (%)	17.79%
Fair value of options	207.63
Dividend yield	0.00%

b) Kaya ESOP 2021 - Scheme I:

The Nomination & Remuneration Committee on March 2, 2022 had granted 511,364 stock options at an exercise price of ₹ 440, to Global CEO of the Holding company, pursuant to the Kaya ESOP 2021 - Scheme I. One stock option is represented by one equity share of Kaya Limited.

The Exercise Period is of one year from the vesting date. The Scheme is administered by the Board of Kaya Limited.

Kaya ESOP 2021 Scheme - I	31 March 2025	31 March 2024
Weighted average share price of options	440.00	440.00
Number of options granted, exercised, and forfeited		
Balance at the beginning of the year	5,11,364	5,11,364
Granted during the year	-	-
Less: Exercised during the year	-	-
Forfeited/lapsed during the year	5,11,364	-
Balance as at end of the year	-	5,11,364
Weighted average remaining contractual life of options outstanding at end of period (in years)	-	4.00

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The Holding company has applied the fair value based method of accounting, for determining compensation cost for its stock based compensation plan, using Monte Carlo simulation, considering the performance based stock options, which will vest based on the achievement of defined performance parameters (target profit), as determined by the administrator (the Nomination & Remuneration Committee).

On achievement of target profits, the nomination and remuneration committee will determine the number of options that will vest.

Any shortfall based on the ESOPs vested and amount agreed between the Holding company and employee would be cash settled as approved by the Nomination and Remuneration committee.

The following assumptions were used for calculation of fair value of grants using Monte Carlo simulation method :

	Kaya ESOP 2021 - Scheme I
Risk - free interest rate (%)	5.46%
Expected life of options (years)	3.2
Expected volatility (%)	54.43%
Fair value of options	436.18
Dividend yield	0.00%

c) **Kaya ESOP 2021 - Scheme II:**

The Nomination & Remuneration Committee on 29 May 2022 has granted 121,000 stock options at an exercise price of ₹ 396, to certain eligible employees of the Holding company and Kaya Middle East FZE (subsidiary company), pursuant to the Kaya ESOP 2021 - Scheme II. One stock option is represented by one equity share of Kaya Limited.

The Options granted under Kaya ESOP 2021 - Scheme II shall vest over 3 years from the Grant Date in the following manner:

- 34% of the Options granted will be vested at the end of first year from the grant date;
- 33% of the options will be vested at end of second year from the grant date;
- 33% of the options will be vested at the end of third year from the grant date.

The Exercise Period is of one year from the vesting date. The Scheme is administered by the Board of Kaya Limited.

Kaya ESOP 2021 - Scheme II	31 March 2025	31 March 2024
Weighted average share price of options	396.00	396.00
Number of options granted, exercised, and forfeited		
Balance at the beginning of the year	85,000	1,21,000.00
Granted during the year	-	-
Less: Exercised during the year	-	-
Forfeited/lapsed during the year	81,700	36,000.00
Balance as at end of the year	**3,300**	**85,000**
Weighted average remaining contractual life of options outstanding at end of period (in years)	1.00	2.00

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The Company has applied the fair value based method of accounting for determining compensation cost for its stock based compensation plan and has accordingly accounted ₹ (20.57) lakhs (31 March 2024: ₹ 20.71 lakhs) as compensation cost under the 'fair value' method [refer note 32].

The following assumptions were used for calculation of fair value of grants using Black Scholes method :

	Kaya ESOP 2021 - Scheme II
Risk - free interest rate (%)	5.70% to 6.53%
Expected life of options (years)	1.5 to 3.5
Expected volatility (%)	55.00%
Fair value of options	96.09
Dividend yield	0.00%

d) Kaya ESOP 2021 - Scheme III:

During the previos year, the Nomination & Remuneration Committee on 15 February 2024 has granted 14,523 stock options at an exercise price of ₹ 345, to certain eligible employees of the Holding company, pursuant to the Kaya ESOP 2021 - Scheme III. One stock option is represented by one equity share of Kaya Limited.

The Options granted under Kaya ESOP 2021 - Scheme III shall vest over 3 years from the Grant Date in the following manner:

- 34% of the Options granted will be vested at the end of first year from the grant date;
- 33% of the options will be vested at end of second year from the grant date;
- 33% of the options will be vested at the end of third year from the grant date.

The Exercise Period is of one year from the vesting date. The Scheme is administered by the Board of Kaya Limited.

Kaya ESOP 2021 Scheme - III	31 March 2025	31 March 2024
Weighted average share price of options	345.00	345.00
Number of options granted, exercised, and forfeited		
Balance at the beginning of the year	14,523	-
Granted during the year	-	14,523
Less: Exercised during the year	-	-
Forfeited/lapsed during the year	-	-
Balance as at end of the year	**14,523**	**14,523**
Weighted average remaining contractual life of options outstanding at end of period (in years)	2.50	3.50

The Holding company has applied the fair value based method of accounting for determining compensation cost for its stock based compensation plan and has accordingly accounted ₹ 9.64 lakhs (31 March 2024: 1.26) as compensation cost under the 'fair value' method [refer note 32].

The following assumptions were used for calculation of fair value of grants using Black Scholes method :

	Kaya ESOP 2021 - Scheme III
Risk - free interest rate (%)	6.67% to 6.75%
Expected life of options (years)	1.5 to 3.5
Expected volatility (%)	40% to 45%
Fair value of options	125.72
Dividend yield	0.00%

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42 Contingent liabilities, Contingent assets and commitments

(a) Contingent liabilities

(to the extent not provided for)

(₹ in lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Claims against the Group not acknowledged as debts		
- Sales tax matters	124.94	124.94
- Service tax matters	37.46	37.46
- Goods and Services tax matters	3.20	27.87
Total	**165.60**	**190.27**

In respect of above, future cash outflow is determinable only on receipt of judgments pending at various forums / authorities.

(b) Capital commitments

(₹ in lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	849.25	335.47
Cash margin for clinic in Fujairah	-	11.35
Total	**849.25**	**346.82**

(c) The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Holding Company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on 13 November 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Holding Company will assess the impact and its valuation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

(d) The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in these financial statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial position.

43 Segment information

Operating Segments are reported in a manner consistent with the internal reporting provided to the Chief operating decision maker ("CODM") of the Group. The CODM who is responsible for allocating resources and assessing performance of the operating segments has been identified as the Chairman and Managing Director.

The Group operates only in one business segment i.e. "Sale of skin and hair care products and services" which is reviewed by CODM. No single customer contributes to more than 10% of the Group's revenue. The CODM examines the Group performance from a geographic perspective and has identified two of its following business as identifiable segments:

a) India

b) Middle East

Geographical information

(i) Revenue

(₹ in lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
India	21,716.83	20,517.71
Middle East (discontinued operations) [refer note 47]	4,825.23	19,907.33
Total	**26,542.06**	**40,425.04**

(ii) Non - current assets*

(₹ in lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
India	17,108.34	14,280.02
Middle east (discontinued operations) [refer note 47]	-	5,093.10
Total	**17,108.34**	**19,373.12**

*Non-current assets, other than financial instruments, deferred tax assets, post-employment benefit assets

44 Movement in Non-controlling interest:

Particulars	As at 31 March 2025	As at 31 March 2024
Opening balance	(0.97)	67.30
Add: Profit/(loss) for the year	-	(43.94)
Less: Dividend paid during the year	-	-
Add: Exchange gain / (loss) on translations during the year	-	-
Add: Transfer of share of Non-controlling interest	0.97	2.39
Add: Adjustment on account of dilution of share	-	(26.72)
	-	-
Closing balance	**-**	**(0.97)**

45 Additional regulatory information required by Schedule III

i) Details of benami property held

No proceedings have been initiated on or are pending against the Group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

ii) Borrowing secured against current assets

The Group has sanctioned limit against overdraft facility, letter of credit and bank guarantee but the same has not been utilized during the year. No security has been provided against these limits. No disclosure required against the sanctioned limits.

The Group has taken Term Loan facility from bank, refer note 20

iii) Wilful defaulters

None of the entities of the Group have been declared as wilful defaulter by any bank or financial institution or government or any government authority.

iv) Relationship with struck off companies

The Group has reviewed transactions to identify if there are any transactions with struck off companies. To the extent information is available on struck off companies, there are no transactions with struck off companies.

Notes

to Consolidated financial statements for the year ended 31 March 2025

v) **Compliance with number of layers of companies**

The Group has complied with the number of layers prescribed under the Companies Act, 2013.

vi) **Compliance with approved scheme(s) of arrangements**

The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

vii) **Utilisation of borrowed funds and share premium**

The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries

viii) **Undisclosed income**

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

ix) **Details of crypto currency or virtual currency**

The Group has not traded or invested in crypto currency or virtual currency during the current or previous year.

x) **Revaluation of Property Plant & Equipment, intangible asset and investment property**

The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

46 Post retirement benefit plans

I. Defined contribution plan:

The Group has defined contribution plan. Contributions are made to prescribed funds for employees at the specified rates as per respective regulations. The contributions are made to funds administered by the government. The obligation of the Group is limited to the amount contributed and it has no further contractual or constructive obligation. The expense recognised during the year under defined contribution plan is as under:

(₹ in lakhs)

	Year Ended 31 March 2025	Year Ended 31 March 2024 (Restated)
Contribution to provident fund	231.07	219.21
Contribution to employee state insurance contribution	19.31	25.13
Contribution to labour welfare fund	0.69	0.51
Total	**251.07**	**244.85**

Notes

to Consolidated financial statements for the year ended 31 March 2025

II. Defined benefit plan:

Gratuity:

India:

The Holding Company provides for gratuity to employees in India as per Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years or more are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan in India is a funded plan. The Holding Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

Middle East:

The erstwhile subsidiary companies provided for gratuity to employees in Middle East as per local labour laws. Gratuity is paid to employees considering whether employees are classified under "limited contract" or "unlimited contract". The amount of gratuity payable on retirement/termination is based on this classification under local labour laws.

A. Balance sheet amounts - Gratuity

(₹ in lakhs)

	Present value of Obligation	Fair value of plan assets	Net amount
As at 31 March 2024	1,348.88	3.15	1,345.74
Current service cost	32.20	-	32.20
Past service cost	-	-	-
Interest expense/(income)	19.87	(0.26)	19.61
Total amount recognised in profit or loss	52.07	(0.26)	51.81
Remeasurements			
(Gain)/loss on obligation - due to change in financial assumption	4.09	-	4.09
(Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	(0.93)	-	(0.93)
(Gain)/loss on obligation - due to experience	35.90	(0.02)	35.88
Liability Transferred	(1,070.60)	-	(1,070.60)
Benefit Payments	(63.01)	-	(63.01)
As at 31 March 2025	**306.41**	**3.44**	**302.98**

(₹ in lakhs)

	Present value of Obligation	Fair value of plan assets	Net amount
As at 31 March 2023	1,540.23	2.98	1,537.26
Current service cost	179.48	-	179.48
Past service cost	-	-	-
Interest expense/(income)	70.77	(0.21)	70.56
Total amount recognised in profit or loss	250.25	(0.21)	250.04
Remeasurements			
(Gain)/loss from on obligation - due to change in financial assumption	(29.49)	-	(29.49)
(Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	123.38	-	123.38
(Gain)/loss from on obligation - due to experience	(36.60)	0.05	(36.55)
Benefit Payments	(498.90)	-	(498.90)
As at 31 March 2024	**1,348.88**	**3.15**	**1,345.74**

Notes

to Consolidated financial statements for the year ended 31 March 2025

B. Recognised in Statement of Profit or loss

(₹ in lakhs)

For the year	31 March 2025	31 March 2024 (Restated)
Current service cost	32.20	27.95
Past service cost	-	-
Interest expense (net)	19.61	18.35
	51.81	**46.30**

C. Recognised in other comprehensive income

(₹ in lakhs)

For the year	31 March 2025	31 March 2024 (Restated)
Actuarial (gain)/loss on obligation	39.04	32.26
	39.04	**32.26**

D. The net liability disclosed above relates to funded and unfunded plans as follows:

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Present value of funded obligations	306.41	1,348.88
Fair value of plan assets	(3.44)	(3.15)
Deficit of gratuity plan	302.97	1,345.74

E. The significant actuarial assumptions were as follows

	As at 31 March 2025	As at 31 March 2024
Discount rate	6.54%	4.80% to 7.14%
Rate of return on plan assets*	6.54%	7.14%
Future salary rise*	8.00%	5.5% to 8%
Attrition Rate	35% and 27%	5% to 35%
Mortality	Indian assured lives Mortality (2012-14) Urban	Indian assured lives Mortality (2012-14) Ultimate

*The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. (The expected rate of return on plan assets is based on the current portfolio of assets, investment strategy and market scenario.)

F. Sensitivity

The sensitivity of the defined benefit obligations to the changes in the weighted principal assumptions is as under:

(₹ in lakhs)

	31 March 2025		
	Change in assumption	Increase in Rate / Increase (Decrease) in DBO	Decrease in Rate / Decrease (Increase) in DBO
Rate of discounting	1.00%	(6.73)	7.15
Rate of salary increase	1.00%	6.91	(6.66)
Rate of employee turnover	1.00%	(1.61)	1.67

	31 March 2024		
	Change in assumption	Increase in Rate / Increase (Decrease) in DBO	Decrease in Rate / Decrease (Increase) in DBO
Rate of discounting	1.00%	(88.23)	103.33
Rate of salary increase	1.00%	101.13	(88.07)
Rate of employee turnover	1.00%	(6.07)	6.79

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

G. The defined benefit obligations shall mature after year end as follows:

(₹ in lakhs)

Year ending March 31	2025	2024
1st following year	85.49	337.36
2nd following year	64.89	101.16
3rd following year	52.31	87.37
4th following year	44.12	87.76
5th following year	31.11	70.95
Sum of years 6 to 10	68.30	318.65
Sum of Years 11 and above	16.53	1,047.54

H. Details of Plan Assets

(₹ in lakhs)

Year ending March 31	2025	2024
Kotak Group Bond Fund	3.39	3.14

I. Risk exposure

The Group is exposed to below risks, pertaining to its defined benefit plans.

Asset volatility : The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan assets has investments in insurance/ equity managed fund, fixed income securities with high grades, public/private sector units and government securities. Hence assets are considered to be secured.

Changes in bond yields : A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond Holdings.

Notes

to Consolidated financial statements for the year ended 31 March 2025

J. Compensated absences

Amount recognised in the Balance Sheet and movements in net liability:

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Opening balance of Compensated absences	799.70	778.54
Present value of compensated absences (As per actuarial valuation) as at the year end	200.14	799.70

47 Discontinued Operations

On 27 March 2024, the Holding Company and KME Holdings Pte. Ltd. had entered into a definitive agreement to sell their entire shareholding in Kaya Middle East DMCC for a consideration of AED 2.3 Million (~ ₹ 510 lakhs) and Kaya Middle East FZE for a consideration of AED 30.7 Million (~ ₹ 6,860 lakhs) respectively to Humania GCC Holding Limited ("Buyer"). The Holding Company has obtained shareholders' approval for the said transaction through postal ballot on 27 April 2024.

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 and the group has recognised a gain on sale of discontinued operations of ₹ 12,899.69 lakhs as an exceptional item in the consolidated financial statement during the year ended 31 March 2025.

Accordingly, Kaya Middle East FZE, Kaya Middle East DMCC and their subsidiaries has been classified as discontinued operations, and all the previous comparative periods have been restated for discontinued operations.

I. Loss from discontinued operations

(₹ in lakhs)

	31 March 2025	31 March 2024
Revenue from operations	4,825.23	19,907.33
Other Income	1,444.85	859.33
Total Income	6,270.08	20,766.66
Expenses		
Employee Benefits Expense	3,783.75	11,657.97
Finance Costs	198.00	965.35
Depreciation And Amortization Expense	595.45	2,778.62
Other Expenses	2,876.03	8,857.88
Total Expenses	7,453.23	24,259.82
(Loss) before share of loss of joint venture (1 - 2)	(1,183.15)	(3,493.16)
Share of (Loss) of joint venture	(12.25)	(99.59)
(Loss) Before Tax	(1,195.40)	(3,592.75)
Tax Expense	-	-
(Loss) after Tax	(1,195.40)	(3,592.75)
Exceptional Items - Gain on sale of discontinued operations	12,899.69	-
Profit/(Loss) after tax	11,704.30	(3,592.75)
Other Comprehensive Income		
Items that will not be reclassified subsequently to profit or loss		
Remeasurements of defined benefit plans	(18.82)	(25.09)
Income Tax related to Items that will not be reclassified to Profit or Loss	-	-
Items that will be reclassified subsequently to profit or loss		
Exchange differences on translating the financial statements of a foreign operation for discontinued operations	79.17	(49.80)
Income tax related to items that will be reclassified to profit or loss	-	
Total Other Comprehensive Income	**60.35**	**(74.89)**
Total Comprehensive Income	**11,764.65**	**(3,667.64)**

Notes

to Consolidated financial statements for the year ended 31 March 2025

II. Net cash flows attributable to the discontinued operations

(₹ in lakhs)

	31 March 2025	31 March 2024
Net Cash (used in) Operating Activities	(526.25)	(1,484.56)
Net Cash generated from Investing Activities	161.58	3,467.36
Net Cash (used in) Financing Activities	(546.18)	(1,597.08)
Net Cash (outflows)/inflows	**(910.85)**	**385.72**

III. Assets and Liabilities of discontinued operations

(₹ in lakhs)

	31 March 2024
Property, plant and equipment and intangible assets (including CWIP)	1,182.58
Right-of-use assets	2,984.87
Investments in equity accounts entities	187.51
Non Current Financial Assets	707.07
Other Non Current Assets	31.06
Inventories	816.26
Trade receivables	31.49
Cash and cash equivalents	949.69
Other Current Financial Assets	745.92
Other Current Assets	435.42
Total Assets	8,071.87
Non Current Borrowings	1,563.15
Non Current Provisions	1,070.61
Lease Liabilities	2,954.46
Current Borrowings	3,645.76
Trade Payables	4,215.98
Other Current Financial Liabilities	99.54
Other Current Liabilities	4,507.43
Current Provisions	617.07
Total Liabilities	18,674.00
Net Assets / (Liabilities)	**(10,602.13)**

IV. Exceptional items - Gain on sale of discontinued operations

(₹ in lakhs)

	31 March 2025
Sales Consideration	1,041.72
Net Liabilities transferred (refer note V below)	(11,857.97)
Gain on disposal	12,899.69

Notes

to Consolidated financial statements for the year ended 31 March 2025

V. Information of assets and liabilities transferred

(₹ in lakhs)

	31 March 2025
Property, plant and equipment and intangible assets (including CWIP)	1,069.04
Right-of-use assets	2,703.10
Investments in equity accounts entities	175.14
Non Current Financial Assets	160.63
Other Non Current Assets	46.67
Inventories	748.62
Trade receivables	5.43
Cash and cash equivalents	408.65
Other Current Financial Assets	674.97
Other Current Assets	1,021.40
Total Assets	7,013.63
Non Current Provisions	1,060.30
Lease Liabilities	2,723.76
Current Borrowings	5,455.80
Trade Payables	4,444.79
Other Current Financial Liabilities	79.39
Other Current Liabilities	4,557.53
Current Provisions	550.03
Total Liabilities	18,871.61
Net Assets / (Liabilities)	**(11,857.97)**

VI. Proceeds from sale of discontinued operations

(₹ in lakhs)

Sales Consideration	1,041.72
Other adjustments	
Cash transferred	(408.65)
Capital reserve	(63.49)
Statutory reserve	(17.01)
Minority Shares	0.97
Proceeds from sale of discontinued operations	**553.55**

48 **Statement of net assets, profit and loss and other comprehensive income attributable to owners and non-controlling interests:**

Name of the entities in the Group	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	₹ in lakhs	As a % of consolidated profit or loss	₹ in lakhs	As a % of other comprehensive income	₹ in lakhs	As a % of total comprehensive income	₹ in lakhs
Holding company								
Kaya Limited	100.00%	(13,945.02)	79.45%	(2,651.06)	99.99%	(39.04)	79.69%	(2,690.10)
Subsidiaries								
KME Holdings Pte. Limited	-0.54%	75.83	1.93%	(64.26)	0.00%	-	1.90%	(64.26)
Subtotal	**99.46%**	**(13,869.18)**	**81.38%**	**(2,715.32)**	**99.99%**	**(39.04)**	**81.59%**	**(2,754.36)**
Intercompany elimination and consolidation adjustments	0.54%	(75.83)	18.62%	(621.45)	0.00%	-	18.41%	(621.45)
Non-controlling interest	0.00%	-	0.00%	-	0.00%		0.00%	-
Grand total	**100.00%**	**(13,945.02)**	**100.00%**	**(3,336.77)**	**99.99%**	**(39.04)**	**100.00%**	**(3,375.81)**

Notes

to Consolidated financial statements for the year ended 31 March 2025

49 Earnings per share

	Year ended 31 March 2025	Year ended 31 March 2024 (Restated)
(a) Calculation of weighted average number of equity shares - Basic		
(i) Number of equity shares at the beginning of the year (in units)	1,30,64,091	1,30,64,091
(ii) Number of equity shares issued during the year (in units)	33,450	-
(iii) Number of equity shares outstanding at the end of the year (in units)	1,30,97,541	1,30,64,091
(iv) Weighted average number of equity shares outstanding during the year (in units)	1,30,84,648	1,30,64,091
(b) Calculation of weighted average number of equity shares - Diluted		
(i) Number of potential equity shares at the beginning of the year (in units)	1,30,64,091	1,30,64,091
(ii) Number of potential equity shares at the end of the year (in units)	1,30,99,280	1,30,64,091
(iii) Weighted average number of potential equity shares outstanding during the year (in units)	1,30,86,387	1,30,64,091
(c) Net Profit Attributable to Owners of the Company	8,367.53	(12,921.52)
Net Profit Attributable to Owners of the Company from continuing operations	(3,336.77)	(9,372.71)
Net Profit Attributable to Owners of the Company from discontinued operations	11,704.30	(3,548.81)
Earnings per share for profit from continuing operation attributable to owners of the company		
(i) Basic Earnings Per Share of Re 10 each	(25.50)	(71.74)
(ii) Diluted Earnings Per Share of Re 10 each	(25.50)	(71.74)
Earnings per share for profit/(loss) from discontinued operation attributable to owners of the company		
(i) Basic Earnings Per Share of Re 10 each	89.45	(27.16)
(ii) Diluted Earnings Per Share of Re 10 each	89.44	(27.16)
Earnings per share for profit from continuing and discontinued operation attributable to owners of the company		
(i) Basic Earnings Per Share of Re 10 each	63.95	(98.91)
(ii) Diluted Earnings Per Share of Re 10 each	63.94	(98.91)

50 The Holding Company in light of losses incurred in the past years is not required to spend any amount towards Corporate Social Responsibility for the year 2024-2025.

51 The Company's international transactions with related parties are at arm's length as per the Income-tax Act, 1961 and as supported by an independent accountants report for the Year ended 31 March 2024. Management believes that Company's international transaction with related parties post 31 March 2024 continue to be at arm's length as per the Income-tax Act, 1961 and that the transfer pricing legislation will not have any impact on the amount of income tax expense and that on provision for income tax.

Notes 1 to 51 form integral part of the Consolidated Financial Statements
As per our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Jaclyn Desouza
Partner
Membership No: 124629

Mumbai
28 May 2025

For and on behalf of the Board of Directors of
Kaya Limited
CIN:L85190MH2003PLC139763

Harsh Mariwala
Chairman and Managing Director
DIN: 00210342
Mumbai

Vivek Karve
Director
DIN: 06840707
Mumbai

Arihant Dhariwal
Chief Financial Officer
Membership No: 420199
Mumbai

Nitika Dalmia
Company Secretary
Membership No. A33501
Mumbai

COMPANY INFORMATION

Board of Directors
Mr. Harsh Mariwala
Mr. Rajendra Mariwala
Mr. Rishabh Mariwala
Mr. Nikhil Khattau
Mr. B. S. Nagesh (retired w.e.f. March 31, 2025)
Dr. Om Manchanda
Ms. Vasuta Agarwal
Mr. Vivek Karve (appointed w.e.f April 1, 2025)
Ms. Anita Belani (appointed w.e.f April 1, 2025)

Global Chief Executive Officer
Mr. Rajiv Suri

Chief Financial Officer
Mr. Arihant Dhariwal

Company Secretary & Compliance Officer
Ms. Nitika Dalmia

Audit Committee
Mr. Vivek Karve, Chairman
Mr. Nikhil Khattau, Member
Mr. Om Manchanda, Member
Mr. Harsh Mariwala, Permanent Invitee to the Committee
Ms. Nitika Dalmia, Secretary to the Committee

Nomination & Remuneration Committee
Ms. Anita Belani, Chairperson
Mr. Rajendra Mariwala, Member
Ms. Vasuta Agarwal, Member
Mr. Harsh Mariwala, Permanent Invitee to the Committee
Ms. Nitika Dalmia, Secretary to the Committee

Risk Management Committee
Mr. Vivek Karve, Chairman
Mr. Harsh Mariwala, Member
Mr. Nikhil Khattau, Member
Mr. Rajendra Mariwala, Member
Mr. Rajiv Suri – Member
Mr. Arihant Dhariwal – Member
Ms. Nitika Dalmia, Secretary to the Committee

Stakeholders’ Relationship Committee
Mr. Vivek Karve, Chairman
Mr. Harsh Mariwala, Member
Mr. Nikhil Khattau, Member
Ms. Nitika Dalmia, Secretary to the Committee

Investment, Borrowing and Administrative Committee
Mr. Harsh Mariwala, Chairman
Mr. Rajiv Suri, Member
Mr. Arihant Dhariwal, Member
Ms. Nitika Dalmia, Secretary to the Committee

Auditors
BSR & Co. LLP, Chartered Accountants

Internal Auditors
RSM Astute Consulting Private Limited

Bankers
CITI Bank
HDFC Bank
HSBC Bank
ICICI Bank
Kotak Mahindra Bank Limited
Standard Chartered Bank
State Bank of India

Registered Office:
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kaya clinic
SKIN · HAIR · BODY

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Concept, Content & Design
NEXT STEPS (engage@nextsteps.net.in)