July 18, 2025

To
The Manager
The Department of Corporate Services
BSE Limited
Floor 25, P. J. Towers,
Dalal Street, Mumbai – 400 001

Scrip Code: 539450

To
The Manager
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

Scrip Symbol: SHK

Dear Sir/ Madam,

Sub: Annual Report for the Financial Year 2024-25 and Notice of 69th Annual General Meeting of the Company

Further to the letters dated May 16, 2025 and July 15, 2025 wherein the Company had informed that the 69th Annual General Meeting of the Company will be held on Tuesday, August 12, 2025 at 4:30 p.m. Indian Standard Time (IST) through Video Conferencing/Other Audio Visual Means and in compliance with Regulations 30, 34 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith the following:

- Notice of the 69th Annual General Meeting of the Company ("AGM Notice"); and
- Annual Report of the Company for the Financial Year 2024-25

The aforementioned documents can be accessed/downloaded from the weblinks given below:

AGM Notice: https://keva.co.in/investor-docs/245/69th-agm-2025/156853/shk-69th-agm-notice.pdf
Annual Report:https://keva.co.in/investor-docs/248/fy-2024-2025/156854/shk-annual-report-fy-2024- 25.pdf

The AGM Notice and Annual Report are being sent through electronic mode to those Members whose e-mail ids are registered with the Company / Registrar & Share Transfer Agent / Depository Participants. The physical copies of the same will be sent to the Members on request.

In accordance with Regulation 36(1)(b) of the Listing Regulations, a letter providing a web-link for accessing the AGM Notice and Annual Report is being sent to those Members who have not registered their e-mail ids.

This intimation is also being uploaded on the website of the Company at www.keva.co.in.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For S H Kelkar and Company Limited
DEEPTI SWANAND CHANDRATRE
Digitally signed by DEEPTI SWANAND CHANDRATRE
Date: 2025.07.18 16:07:05 +05'30'
Deepti Chandratre
Global Legal Counsel and Company Secretary

Encl: As above

S H Kelkar and Company Limited
Lal Bahadur Shashtri Marg, Mulund (West), Mumbai - 400 080. Tel: +91 22 6606 7777
Regd. Office: Devkaran Mansion, 36, Mangaldas Road, Mumbai - 400 002. (INDIA)
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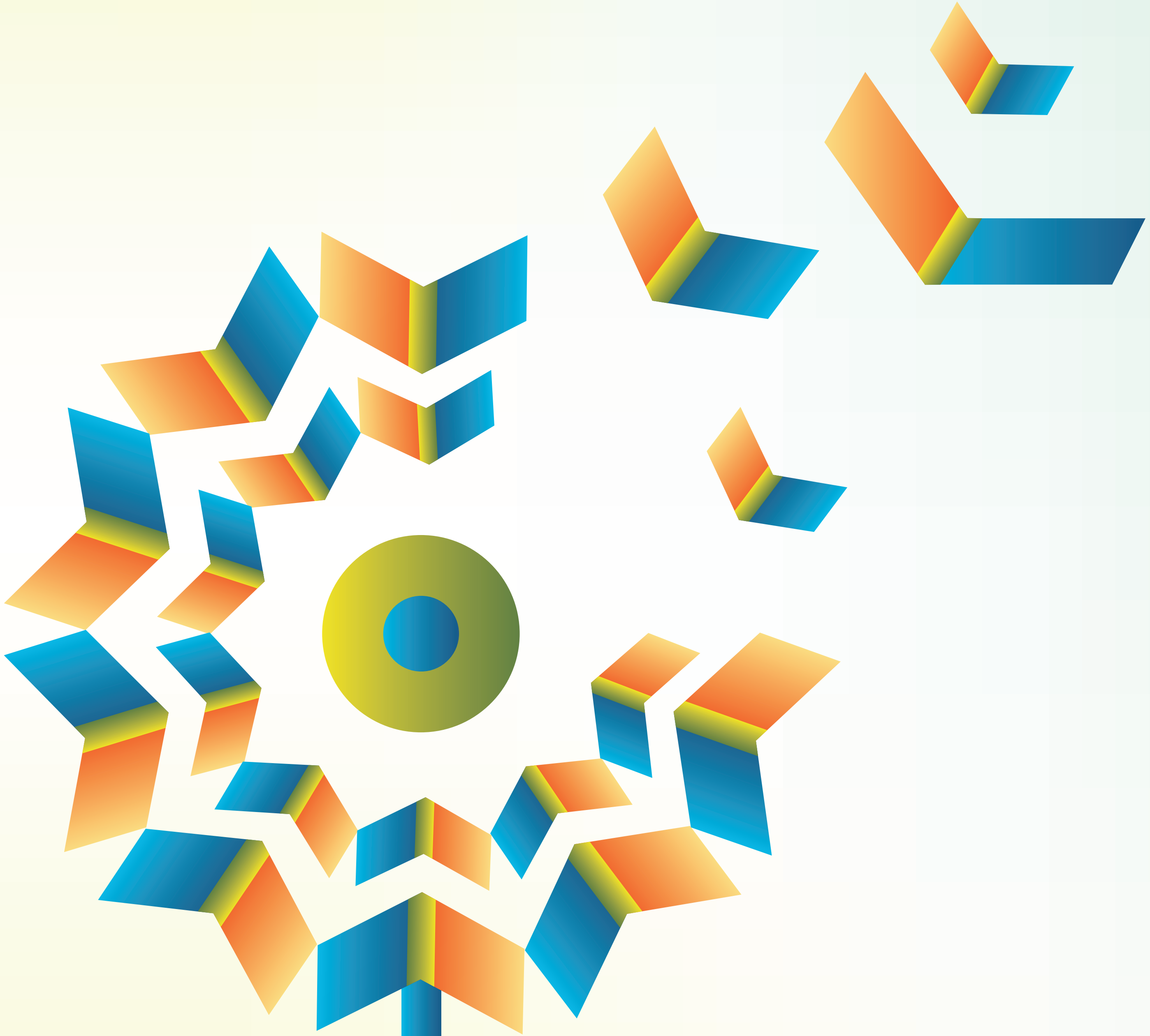
www.keva.co.in
CIN No. L74999MH1955PLC009593

S H Kelkar and Company Limited

Annual Report **2024-25**

Keva



Driving Progress through Global Expansion

Contents

To download or to read the report online, please log on to:
www.keva.co.in

Message from the Whole-time Director and Group CEO

> We delivered a strong performance in FY 2024-25, marked by consistent demand across all segments and healthy momentum in both domestic and international markets.

Kedar Vaze
Whole-time Director & Group CEO

Dear Shareholders,

It is my privilege to present the 69th Annual Report of S H Kelkar and Company Limited for FY 2024-25. During the year, we demonstrated resilience, strong execution, and continued strategic expansion despite a challenging operating landscape. Our relentless focus on innovation and quality, backed by deep expertise and sustained R&D investments, enabled us to meet evolving customer demands. Our focus remains steadfast on creating value for all stakeholders while strengthening our leadership position in the industry.

The global fragrance and flavour (F&F) industry remains a vital pillar of the consumer products sector, deeply integrated across categories like personal care, home care, fabric care, beauty care, healthcare, and in food and beverages segments. The sector is benefiting from multiple structural tailwinds, such as rising consumer incomes, urbanisation, premiumisation, technological advancements, and growing preference for health-oriented ingredients. Emerging markets across Asia, Africa, and Latin America are at the forefront of this demand while global FMCG companies increasingly seek resilient supply chains and localised innovation, creating significant opportunities for differentiated, high-quality solution providers.

PERFORMANCE HIGHLIGHTS OF THE YEAR

The Group delivered a strong performance in FY 2024-25, marked by consistent demand across all segments and healthy momentum in both domestic and international markets. Total income rose by 16.3% to ₹ 2,147 crores from ₹ 1,847 crores in the previous year. EBITDA stood at ₹ 297 crores in spite of increased cost of operations and investment in new geographies, with EBITDA margins steady at 14%, primarily driven by operating efficiencies, product mix optimisation, and our ability to respond to market dynamics swiftly. While raw material prices remained volatile for part of the year, we are confident in our ability to maintain healthy margins going forward. Profit After Tax (PAT) stands at ₹ 73 crores in FY 2024-25 after adjusting for one off exceptional loss due to fire of ₹ 61 crores compared to ₹ 124 crores in the previous year.

Our core fragrance division grew by 19%, supported by robust demand from MSMEs and mid-sized FMCG customers, improved penetration across Southeast Asia through our Indonesia facility, and expanded presence in Europe through our newly launched Creative Development Centres (CDCs).

The fire incident at our Vashivali facility tested our resilience and agility. We activated our Business Continuity Plan, shifting production to alternate sites and ramping up capacity at our newly commissioned Indonesia facility to ensure uninterrupted customer service. Our turnaround initiatives, coupled with recent client wins and increasing demand, position us for a stronger and more sustainable future.

Our core fragrance division grew by 19%, supported by robust demand from MSMEs and mid-sized FMCG customers, improved penetration across Southeast Asia through our Indonesia facility, and expanded presence in Europe through our newly launched Creative Development Centres (CDCs). Our flavours business rebounded sharply, delivering 43% growth, led by increased client engagements across India and ASEAN markets, and growing demand for natural, health-focussed formulations. Our ingredients business also made significant progress, overcoming past challenges through strategic backward integration in India, productivity improvements, and cost reduction measures.

Our European segment delivered impressive revenue growth during the year. This can be attributed to robust performance of Creative Fragrances & Flavours (CFF) and Holland Aromatics, combined with deeper client engagements and product innovations. We also expanded into new customer segments and geographies, including strategic support for clients in the Middle East and North Africa (MENA). Europe contributes 28% to our consolidated revenue and continues to offer ample growth potential.

Our partnership with a distinguished global MNC saw exponential growth this year, resulting in a healthy order book, almost more than doubling the previous year's value. This achievement underscores our innovation and R&D, service, and marketing capabilities. We intend to fortify this partnership over the long term with a view to propel our growth plans and become a top fragrance and flavour company of choice globally.

EXPANDING OUR GLOBAL FOOTPRINT

FY 2024-25 also marked meaningful progress in expanding our global footprint. Our '3I' strategy, focussing on India, Italy, and Indonesia, has proven to be highly successful. In India, we reinforced our position as the largest India-origin F&F company by deepening customer relationships and advancing backward integration initiatives. Italy strengthened our presence in Europe, while the commencement of operations at our greenfield facility in Jakarta significantly enhanced our reach across Southeast Asia.

Building on this foundation, we strengthened our global presence by entering the US, the world's largest fragrance market, through the establishment of Keva USA Inc. To further support our growth ambitions, we continued investing in innovation infrastructure, commissioning a new Creative Development Centre (CDC) in Germany during the year, while setting up of another CDC in Manchester, UK, is progressing well. These hubs, along with our US presence, will enable us to deepen client engagement, accelerate product development, and enhance proximity to key markets across Europe, North America, and beyond. These strategic initiatives are aligned with our long-term ambition to emerge among the top 10 fragrance and flavour companies globally.

Sustainability remains integral to our operations. Through backward integration, we have de-risked critical ingredient sourcing by shifting key production to India, ensuring supply security while reducing our environmental footprint.

INTEGRATING SUSTAINABILITY INTO OPERATIONS

Sustainability remains integral to our operations. Through backward integration, we have de-risked critical ingredient sourcing by shifting key production to India, ensuring supply security while reducing our environmental footprint. Our new greenfield facility in Indonesia and the upcoming unit in Vanavate, India, are designed with energy-efficient infrastructure, process automation, and resource optimisation at their core. Even during the Vashivali fire response, we demonstrated agile risk management to minimise disruptions.

In parallel, our innovation efforts are focussed on enabling cleaner, safer, and more sustainable product solutions. With a growing emphasis on natural and biodegradable formulations, our R&D is aligned with evolving global preferences. The upcoming commissioning of the Vanavate facility and reinstatement of the Vashivali fragrance unit will further strengthen integration, enhance operational efficiency, reduce our environmental footprint, and elevate ESG outcomes, reinforcing our commitment to building a future-ready, responsible enterprise.

OUTLOOK

As we look ahead, we remain confident in our growth prospects, supported by a clear strategic roadmap. Our focus is to complete the setup of the Creative Development Centre in Manchester, leveraging the existing CDC in Germany, deepening our product innovation capabilities, and strengthening customer partnerships globally. We see favourable opportunities across both domestic and international markets, driven by evolving consumer preference towards clean-label products, premiumisation, and health-oriented formulations. With disciplined execution, innovative product portfolio and operational excellence, we are well-positioned to deliver sustainable growth and create enduring value for all stakeholders.

I sincerely thank our employees, partners, customers, suppliers, shareholders and Board members for their continued trust and support. Together, we are building a stronger, more global Keva, poised to lead with purpose, creativity and growth.

Kedar Vaze
Whole-time Director & Group CEO

Management Discussion & Analysis

India's FMCG sector has witnessed robust growth driven by growing consumer awareness, growth in discretionary income, rising urbanisation, dual income families, robust growth in rural spending, good monsoon, and strong support by Government led schemes.

ECONOMIC OVERVIEW

Global economic overview

In 2024, the world economy grew 3.3% maintaining the pace of growth amidst ongoing geopolitical tensions. The growth was not uniform across countries with robust momentum in the US in contrast to slower growth witnessed in the European region.

Growth in advanced economies is expected to slow down to 1.4% in 2025 and 1.5% in 2026 from 1.8% in 2024. Emerging Markets and Developing Economies (EMDEs), led by China and India, grew at 4.3% in 2024 and are projected to grow at 3.7% and 3.9%, respectively in 2025 and 2026.

Global growth in 2025 and 2026, is projected at 2.8% and 3% respectively, led by the swift escalation of trade tensions and extremely high levels of policy uncertainty. The recent US tariffs, led by change in administration, on Canada, Mexico and China, along with retaliatory actions from these nations, could disrupt global trade, drive inflation, and slow economic growth. High global policy uncertainty could undercut investor confidence and constrain financing flows.

Indian economic overview

India has been one of the fastest-growing major economies in the world. According to IMF, India is set to overtake Japan and become the fourth-largest economy in the world in 2025 driven by private consumption, structural reforms and strong policy support by the government. According to the Second Advance Estimates of GDP, India's GDP growth is expected at 6.5% in FY 2024-25, lower than 9.2% GDP growth in FY 2023-24. Manufacturing, services and infrastructure investment sectors witnessed good traction. Strong export growth was seen in pharmaceuticals, textiles and engineering goods. Driven by robust domestic demand, a dynamic demographic profile and sustained economic reforms, India is asserting its rising influence in global trade, investment and innovation.

Inflation persisted in FY 2024-25 due to disruptions in global supply chain and global commodity price volatility. The RBI's Monetary Policy Committee (MPC) while maintaining a neutral stance, reduced the repo rate by 25 basis points to 6.25% on February 7, 2025, the first rate cut since May 2020. Then RBI further cut the repo rate by 25 basis points to 6% on April 9, 2025 and again by 50 basis points to 5.5% on June 6, 2025. Consumer Price Index (CPI) inflation for FY 2024-25 is projected at 4.9% as compared to 5.4% in FY 2023-24.

The government's strong commitment to foster economic growth and ensure India outpaces global growth to emerge as Viksit Bharat, reflected in the Union Budget 2025-26. Several policies were announced to strengthen financial resilience and ensure inclusive development. Key focus areas were boosting private sector investments, empowering MSMEs, and advancing infrastructure development, transformative reforms across taxation, financial regulation, agriculture, exports, and urban development. Recognising the crucial role of rural India in economic development, strong emphasis was laid on its upliftment through focus on employment generation, women empowerment, education and infrastructure development in rural India. The broader goal of positioning India as a global economic powerhouse was the central theme.

Rooting for strong and sustained economic development, the government has been attracting substantial foreign direct investment (FDI) aided by various production-linked incentive (PLI) schemes. Strong push for digital transformation, financial inclusion and ease of doing business have created a positive business environment. Building on this positive momentum, the RBI has estimated the Indian economic growth rate of 6.5% in FY 2025-26 similar to that of FY 2024-25. Robust industrial production, prediction of normal monsoons, good agricultural produce and increased household consumption aided by tax reliefs in Union Budget 2025-26, is expected to support economic growth.

India's total exports saw a marginal increase in merchandise exports, which stood at US$ 437.42 billion in FY 2024-25 as compared to US$ 437.07 billion in FY 2023-24, reflecting stability in goods-based trade. With an impressive outlay of ₹ 1.97 lakh crores, the PLI Schemes have played a vital role in enhancing India's manufacturing prowess, foster technological advancements, and elevate position in global markets. Aligned with the government's goal of strengthening domestic production and expanding exports, the impact of PLI Schemes have led to increased production, job creation, and a boost in exports. PLI Schemes have transformed India's exports basket from traditional commodities to high value-added products. Domestic spending has seen a major revolution with online payment systems such as UPI. India's FMCG sector has witnessed robust growth driven by growing consumer awareness, growth in discretionary income, rising urbanisation, dual income families, robust growth in rural spending, good monsoon, and strong support by Government-led schemes.

RBI's monetary policy stance was weak given slow economic activity, despite uptick in both private consumption and government spending. The IMF projects India's economy to grow at 6.5% in CY 2025 and CY 2026. Robust internal factors indicate conducive growth for Indian economy, amidst tariff war.

US$ 437.42 billion

India's total exports increase in merchandise exports FY 2024-25

(Source: IMF – World Economic Outlook April 2025)

Source: IMF – World Economic Outlook, Ministry of Statistics & Programme Implementation, RBI

INDUSTRY OVERVIEW

Global flavours and fragrance market

The global flavours and fragrances (F&F) market grew to US$ 34.86 billion in 2024 from US$ 32.2 billion in 2023. The robust growth is being driven by growing preference for natural ingredients, innovation, globalisation of food and beverage (F&B) industry and rising awareness about personal grooming and hygiene. Of this F&F market, the fragrances market is estimated to be around US$ 20 billion and the flavour market forms the remaining US$ 15 billion.

People are increasingly moving towards natural and clean-label flavours and fragrances led by growing awareness about the harmful effects of synthetic products especially in personal care products. The industry is undergoing a significant transformation with the help of technology such as scent creation powered by AI and biotechnology-based flavour synthesis.

According to the Business Research Company, the F&F market is projected to grow at 5.5% CAGR to US$ 45.26 billion by 2029. This growth is attributable to growing demand, clean label and transparency, premiumisation, strong demand in emerging markets, growing preference for natural products, customisation and personalisation trends, focus on mental health and mood boosting, and sustainable and ethical sourcing. The F&F market is expected to be influenced by biotechnology trends, artificial intelligence product development and green sourcing.

The personal care industry is more focussed on sustainable and skin-compatible fragrances, with a transition to biodegradable and hypoallergenic ingredients. Fragrances industry is seeing increased traction due to the growing consumer need for high-end skincare, hair care, and personal hygiene products that are embedded with unique and long-lasting fragrances. Natural and sustainable fragrance materials such as essential oils and plant extracts are also gaining ground as brands lean even more into clean beauty and eco-conscious formulations. Synthetic-free and hypoallergenic personal care product companies are working to develop biotechnology-based fragrance compounds. The properties of fragrance customers are looking for depends on the end use. For instance, fine fragrances are all about exclusivity and high-end sourcing, while household products such as detergents and air fresheners concentrate on lasting and economical fragrances.

US$ 34.86 billion

The global flavours and fragrances (F&F) market grew in 2024

In the food and beverage segment, flavours are of prime importance in enriching taste profiles, with the demand for clean-label and functional flavours increasing. With growing focus on plant-based and functional foods there has been a substantial rise for more natural flavours like those from fruit, herbs, and botanicals. In addition, the development of sugar-free drinks and confections has brought the idea of flavour modulation to the forefront. The rising number of health-conscious consumers have led to the development of healthier alternatives and functional food products, which has increased the need for flavours and fragrances that can enhance the taste of these products, making them more palatable and enjoyable while still meeting consumers' dietary requirements.

The rising number of health-conscious consumers have led to the development of healthier alternatives and functional food products, which has increased the need for flavours and fragrances

Within flavours, food and beverage industry continues to drive the market. Continuous innovation and growing popularity of various ready to eat foods/processed foods like snacks, baked goods, soft drinks etc. are contributing significantly to the growth in flavours market. In the restaurant industry as well, new flavours are constantly in high demand especially in the beverages space. There is a tremendous growth in new and exotic flavours as well as a growing demand for nostalgic flavours. Consumers are increasingly looking out for healthier options and there is a budding segment of flavours with fortified ingredients, including probiotics, ginger, adaptogens, moringa, turmeric and coffee bean extract. Plant-based flavours are gaining good traction among the vegan population.

In 2024, Asia Pacific continued to remain the largest region in the global F&F industry driven by China and India. Major regions of Europe, Middle East and North America drive the demand for Asian flavours and fragrances. Growing focus on R&D and emerging technologies is driving the future growth in F&F industry.

While population growth and rapid urbanisation continue to be the key drivers of the F&F market, the increasing popularity of natural and organic ingredients is fuelling the F&F market, as consumers seek healthier and sustainable options. Increasing awareness about the harmful effects of synthetic products is leading to a rise in the adoption of natural and clean-label flavours and fragrances. Continuous innovation and product development in the F&B and personal care industries are adding to the growth of the F&F market.

Indian flavours and fragrance market

The dynamic Indian flavours and fragrances market, a significant part of the Asia Pacific F&F market, is rapidly growing. With a diverse and culturally rich nation, the demand for flavours and fragrances is vast and varied catered to by a wide range of players, from global multinational corporations to local manufacturers. According to IMARC, in 2024, the India flavours and fragrances market size reached US$ 3 billion. The key drivers of this market include the rapidly growing F&B sector, the growing popularity of personal care and cosmetics products, increasing disposable income and growing popularity of packaged foods. More than 75% of domestic production of F&F ingredients is exported. India is a leading supplier of natural ingredients catering to 80% of the global demand for mint extracts. The flavours and fragrances industry in India encompasses a wide array of products, including natural and synthetic flavours, essential oils, aromatherapy, incense, ittar and more. With a focus on innovation, product development, and the adoption of sustainable and organic ingredients, the industry is poised for continued growth.

Personal care including perfumes, home care and wellness segments solutions continue to drive the fragrance market in India. Fragrances with therapeutic benefits, providing stress relief, improve mood and provide better sleep quality are driving the market growth including essential oil aromatherapy products and herbal infusions. Healing scents have for long been used for mental wellbeing, beauty, treatment of ailments, hygiene, and age control. The fragrance market in India is undergoing significant transformation leading to customisation

Source: India Flavors and Fragrances Market Size, Report 2033

The flavours and fragrances market in India is driven by the expanding food and beverage industry and the rising demand for personal care products.

and functional demands. There is growing demand for unique, mood-enhancing fragrances. Technology advancements in the market like use artificial intelligence (AI), data analytics are aiding the creation of individualised perfume to match customer preferences. The increasing trend towards premiumisation in home care products such as luxurious air fresheners and scented candles continues to drive market demand.

The Indian flavours market continues to ride on the fast-paced growth in food and beverage industry especially packaged foods. However, as consumers are becoming more health-conscious and mindful of the ingredients they consume, there is a rising demand for natural flavours. Most natural flavours are plant-based, derived from authentic sources such as fruits, vegetables, herbs, and spices. The growth in demand for unique and exotic taste experiences, with consumers seeking novel flavours and sensory experiences in their F&B is leading to transformation in the market. A wide range of innovative flavours, both traditional and unconventional exotic options, are gaining traction in R&D by various players. Technology advancements continue in flavour encapsulation techniques and delivery systems to enhance the stability and shelf life of flavours which can be incorporated into a wider range of products.

The flavours and fragrances market in India is driven by the expanding food and beverage industry and the rising demand for personal care products. As consumers seek unique and appealing sensory experiences, the demand for innovative and high-quality flavours and fragrances continues to grow. The Indian F&F market faces challenges arising from the need for natural and sustainable ingredients. Consumers are increasingly seeking products with clean labels and minimal synthetic additives. This presents a unique opportunity for manufacturers who are increasingly investing in research and development for natural flavour and fragrance solutions. The market is expected to reach US$ 3.9 billion by 2033, at 2.6% CAGR during 2025-2033. The market is expanding due to rising consumer demand for natural and organic ingredients, growing applications in food, beverages (F&B), personal care, and home care products, and increasing investments in research and innovation to develop unique, culturally resonant scent and taste profiles.

US$ 3.9 billion

The Indian flavours and fragrances market is expected to reach by 2033

Source: India Flavors and Fragrances Market Size, Report 2033

SWOT OF THE INDIAN F&F INDUSTRY

Strengths

- Large domestic market driven by population growth, rising disposable income and rapid urbanisation
- Steadily growing global demand
- Focus on R&D
- Increasing use of advanced technology for longer lasting F&F
- Automation has aided increased efficiency

Weaknesses

- Artificial flavours, chemicals and preservatives causing allergies

Opportunities

- Large domestic market driven by population growth, rising disposable income and rapid urbanisation
- Steadily growing global demand
- Focus on R&D
- Increasing use of advanced technology for longer lasting F&F
- Automation has aided increased efficiency

Threats

- Rapidly evolving consumer preferences
- Growing competitive pressure
- Change in regulations on international trade
- Economic risk
- Data security risk
- Innovation risk
- Geopolitical risk

COMPANY OVERVIEW

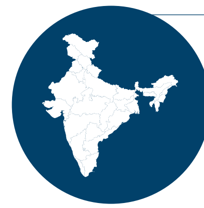
S H Kelkar and Company Limited ("the Company"), the largest Indian-origin fragrance and flavour company, rides on strong brand equity with over 10 decades of rich experience. Various fragrances and flavours are sold under SHK, Cobra, Keva & CFF brands. These fragrances & flavours are primarily used in industries like personal care, fabric care, home care, fine fragrances, bakery products, dairy, pharmaceuticals and other food and beverages.

The Company has robust R&D capabilities with 17 molecules developed over the last five years. The Company has five creation and development centres across the globe with presence in India, Amsterdam, Hamberg, Milan, Singapore and Jakarta. A proficient team of perfumers, flavourists, evaluators and application executives strengthens the Company's R&D muscle. The Company has filed 20 patent applications in respect of molecules, systems and processes developed by it, of which 6 have been commercially exploited. The Company varied and large client base includes leading national and multinational FMCG players, MSME and fragrance & flavour producers.

Of the two primary business segments, fragrance segment and flavours segment, the fragrance segment dominates with ~91% of the revenue in FY 2024-25. The Company leadership in the fragrance market in India is the result of its team of specialised perfumers and its domestic market understanding and connect with the consumers.

The Company is well-known for its expertise and innovative approach in the domestic flavour manufacturing market. The Company's flavour products, manufactured in modern manufacturing facilities, find application as raw material in beverages, baked goods, dairy products, savoury and pharmaceutical products. Its products are FSSAI, USFDA and Halal approved. The Flavours Business is gaining strong traction by developing relevant solutions for customers leveraging its sourcing, creation and application capabilities.

Key Geographies:



India: Witnessed robust growth led by small & mid sized companies though there were consumption slow down with large FMCG clients

Europe: Core business grew by 8.4% YoY with strong margin performance

Rest of the World: Strategic focus markets for future growth

Business segment performance: Key highlights in FY 2024-25

Fragrances segment (excluding Global Ingredients)

- Fragrance division achieved 13.9% growth led by rising demand in the domestic market, particularly from MSME and mid-sized FMCG clients
- Continued penetration into Southeast Asia, supported by the new Indonesia factory
- Expansion in Europe, backed by Creative development centre in Germany
- There was a fire incident at the Vashivali fragrance facility in Q1/FY 2024-25 which led to temporary production loss and an exceptional expense of ₹ 160.18 crores. The Company swiftly activated its business continuity plan, shifting operations to alternate sites in India and ramping up the Indonesia facility. Insurance support of ₹ 95 crores helped offset losses, and factory reinstatement is underway for commissioning in FY 2025-26
- Margins were impacted in the second half of the year due to elevated raw material costs and growth-led investments
- EBIT declined 21.1% with EBIT margin contraction of 380 basis points to 8.5%

Fragrance segment (excluding Global Ingredients)

Region	Revenue contribution (%) in FY 2024-25	Growth (%) in FY 2024-25	Growth (%) in FY 2023-24
India	58	19.1	14.0
Europe	25	7.0	13.3
RoW	17	8.1	23.2
Total	**100.0**	**13.9**	**15.3**

Global Ingredients

- Global Ingredients segment continues to make steady progress with 22.6% revenue growth in FY 2024-25
- Segment delivered a meaningful improvement in performance during the year, moving from an EBIT loss in the previous year to a positive EBIT of ₹ 1.4 crores. Reflecting results from strategic and operational initiatives aimed at enhancing efficiencies

Global Ingredients

Region	Revenue contribution (%) in FY 2024-25	Growth (%) in FY 2024-25	Growth (%) in FY 2023-24
India	44	35.5	69.8
Europe	35	22.1	(6.0)
RoW	21	1.3	10.2
Total	**100.0**	**22.6**	**19.7**

Flavours segment

- Domestic segment demonstrated a healthy growth of ~42.9% led by revival in core food and beverage clients
- Increased engagement and order wins in both India and Middle east Africa
- EBIT increased 103% with EBIT margin expansion of 860 basis points to 23.1%
- Better margin performance YoY, on account of a subdued base in the previous year, improved product mix and operational efficiency.

Region	Revenue contribution (%) in FY 2024-25	Growth (%) in FY 2024-25	Growth (%) in FY 2023-24
India	57	42.9	14.2
RoW	43	11.4	(2.6)
Total	**100.0**	**27.5**	**5.0**

International business

- The Company's core European operations continued to perform well, delivering 8.4% revenue growth on a like-for-like basis. Operating margins were maintained on the back of a favourable product mix. Gross margin expanded 60 bps to 56.3% and EBITDA margin expanded 110 bps to 23.2% due to premium product mix. The robust growth was driven by strong traction in Creative Fragrances and Flavours (CFF) and Holland Aromatics, supported by new product introductions and deeper client engagement. The Company also expanded into new customer segments and regional markets, including strategic support for clients in the Middle East and North Africa (MENA).

The Company's core European operations continued to perform well, delivering 8.4% revenue growth on a like-for-like basis.

₹ 2,147.25 crores

Consolidated total income stood in FY 2024-25

FINANCIAL PERFORMANCE

Consolidated total income stood at ₹ 2,147.25 crores in FY 2024-25, up 16.3% as compared to ₹ 1,846.69 crores in FY 2023-24. This was driven by sustained demand across segments, with notable traction in the domestic market for both the fragrance and flavour divisions. Core European business also continued to perform well, reinforcing the Company's position in key international markets. The Company reported a robust performance, despite facing significant challenges arising from geopolitical uncertainty. Emerging markets contributed to 79.2% of business with 17.4% growth over previous year and Europe business comprising Creative Flavours and Fragrances S.p.A and Holland Aromatics BV, core business grew by 8.4%.

Gross margins stood at 43.4% and EBITDA margins were at 14%. EBITDA stood at ₹ 297 crores in FY 2024-25, down 2.1% from ₹ 303.3 crores in FY 2023-24. Improving raw material availability, together with calibrated price hikes, is expected to enable gradual margin recovery in FY 2025-26.

Reported PAT stood at ₹ 73.0 crores in FY 2024-25, down 40.9% from ₹ 123.55 crores in FY 2023-24. Delays in GST refunds exceeding ₹ 50 crores affected working capital, but the Company balanced liquidity using internal accruals and insurance inflows.

Cash Profit (excluding exceptional items) stood at ₹ 224.1 crores in FY 2024-25 as compared to ₹ 208.5 crores in FY 2023-24.

As on March 31, 2025, net worth of the Company stood at ₹ 1,272.4 crores and total fixed assets stood at ₹ 999 crores. With net debt at ₹ 658 crores, net debt to equity stood at a healthy 0.52x.

BUSINESS OUTLOOK

The Company has embarked on '3I' strategy focussed on strengthening its presence and manufacturing capabilities in India, Italy and Indonesia. The domestic Indian market is being nurtured as the R&D base and backward integration hub for ingredients. Italy is seen as European market anchor through CFF and Holland Aromatics. Indonesia is being built as ASEAN growth gateway with new Greenfield facility being built for regional exports.

The Company continued to witness positive business sentiment in India, marked by market share gains in select product categories. Demand across key international regions also remained steady, particularly in the core European market. The Company continues to prioritise growth-led investments. Strong global presence, long standing client base, robust cash flows and unwavering focus on R&D provide fundamental strength to the business. Improving raw material availability, together with calibrated price hikes, is expected to enable gradual margin recovery. Meanwhile, incremental costs associated with growth-led initiatives have begun to stabilise, positioning the Company well to benefit from operating leverage going forward. By end of 2025, the Vanavate Greenfield facility is scheduled for commissioning which will enable the Company to replace leased sites, drive operational consolidation and enhance efficiency.

On April 2, 2025, an interim payment of ₹ 95 crores was received from the insurer as an on-account interim relief for the fire-related claim. This inflow will support working capital requirements and further strengthen the balance sheet.

In core segments, the fragrance division is poised to sustain double-digit growth, led by MSMEs, exports, and industrial applications. The flavours segment is expected to grow strongly, driven by clean-label demand, health-focussed formulations and deeper client relationships. Margin expansion will be enabled through premium, customised offerings.

Global Ingredients business which turned profitable during the year is aided by backward integration and export momentum. The Company remains focussed on this segment which is expected to constitute 10–15% of the portfolio, offering scalable margin support.

The Company remains committed to leverage its expanded capabilities, which includes the setting up of new Creative Development Centre in the UK reflecting its confidence in the long-term opportunities. The Company's Creative Development Centres supported by experienced perfumers, would aid in deepening of market understanding, driving innovation, and anchoring long-term growth paving the way for market share expansion in Europe, MENA and North America. Though such investments which result in incremental costs impact near term margins, performance continues to remain robust when adjusted for these expenses. Over the next three to five years, the Company expects these investments to help capture a larger market share, both in India and internationally, by driving innovation and expanding global customer base. The Company remains confident that these initiatives will contribute to revenue growth, deliver notable operating leverage, and drive value creation for all stakeholders in the coming years.

With these strategic levers in place, the Company is confident in its ability to capture emerging opportunities across domestic and global markets and deliver sustainable growth for all stakeholders. The Company foresees ample growth opportunities for its business growth in both domestic and international F&F markets. The Company's unwavering dedication is seen in continued investments in capacity building and improving technical capabilities.

The Company has planned capex of ₹ 200 crores over FY 2025-26, primarily towards reinstatement of Vashivali facility, Vanavate facility and capacity expansion in Netherlands. This requirement is to be funded through internal accruals and insurance claims,. The Company is confident of delivering 12%+ CAGR revenue growth, with margin expansion over the next fiscal year. In FY 2025-26, EBITDA margin is expected at 15-16% due to transition costs with further improvement expected in FY 2026-27 to 18–20% range driven by the commissioning of the new facilities. The Company expects to reduce its net debt burden from ₹ 658 crores to nearly ₹ 600 crores by the end of FY 2025-26.

Going ahead, the growth trajectory will be driven by a sharpened focus on innovation, operational excellence and global market expansion. The successful turnaround of the global ingredients business, which delivered two consecutive years of consistent profitability, has been a pivotal achievement. This transformation has been powered by strategic backward integration, capacity enhancements, and a sustained export-led momentum. This momentum is further supported by deliberate shift towards in-sourcing. The Company is witnessing a growing preference for sourcing from India, driven by competitive advantages in cost, quality, and innovation. India's evolving geopolitical context, particularly led by the China plus one strategy, presents a unique opportunity for the Company to strengthen global supply chains.

In the coming years, the Company will continue to realign the global ingredients business, focussing on innovation, sustainability, and market expansion. It aims to build a more resilient and formidable business that delivers sustained value to all stakeholders.

> The Company remains committed to leverage its expanded capabilities, which includes the setting up of new Creative Development Centre in the UK reflecting its confidence in the long-term opportunities.

QUALITY MANAGEMENT

1. All the Company's facilities are certified with FSSAI, ISO 9001:2008, ISO 14001:2015, FSSC 22000, ISO 2000:2005, ISO 9001, ISO/TS 22002-12009, ISO 14001 and ISO 45001 along with USFDA registration. The Company has in place rigorous certifications like HACCP for food safety, Integrated Management System for environment and occupational safety
2. The Company ensures complete compliance with HSE (Health, Safety and Environment) policy to promote a safe, healthy and productive workplace
3. GPCB-approved co-processing and preprocessing facilities are in use for safe disposal of wastes, leading to controlled carbon emission and optimal fossil fuel consumption
4. To limit emissions in the environment and avoid human exposure to chemicals, closed loop chemical transferring system have been installed
5. Accredited with in-house development of innovative molecules in the R&D centre by Department of Scientific and Industrial Research (DSIR)
6. SAP-enabled processes facilitate better efficiency
7. Use of advanced technology in place including gas chromatographs, density meters, automatic polarimeters, tint meters, flashpoint testers, microbiological testing, etc.
8. Strict adherence to world standard quality control practices
9. Clean environment policies are complied with effluent treatment plants installed at all facilities in close proximity
10. The Company's plant is a Zero Liquid Discharge unit

Outlook:

Given the crucial nature of F&F uses, it is mandatory that products confer to the highest quality standards. For domestic and international markets, the Company remains committed to providing superior quality products in strict compliance with highest quality standards. The Company is striving tirelessly to establish a strong connect with the environment-conscious customers preferring greener, safer and more sustainable products leveraging rich experience, strong brand equity, deep domain knowledge, stronghold in digitalisation, project portfolio management, innovation, process standardisation, and capability building.

RISK MANAGEMENT

Successor risk: Business continuity and sustained growth momentum required a strategic management team aligned with organisational ethos, culture and goals.

Mitigation: The Company encourages in-house talent progression by offering several training and development opportunities with focus on building leadership qualities in employees with the right talent. This ensures smooth succession, led by a well-groomed team adept with the Company's philosophy and long-term growth vision. To reduce dependence on individual leaders, cross-training and knowledge-sharing among employees is encouraged. Well devised succession plans are in place to groom potential successors, and offer leadership development and training. The Company closely monitors, reviews and updates its succession strategies with dynamic market conditions.

Innovation risk: Being a part of the dynamic consumer market, the Company needs to evolve and innovate to stay relevant with changing times. Innovation is also imperative for the Company to maintain leadership position, and staying ahead of the curve.

Mitigation: The Company considers innovation as a cornerstone of business growth. Substantial investments in R&D and human capital are reflective of the Company's commitment to staying relevant in dynamic market with strong focus on innovation. The Company's skilled team of professionals is responsible for innovating superior products with well-defined sustainability goals. The Company also has superior in-house capability for safety testing enabling highest standard of Quality and Safety.

The Company is involved in extensive research for natural alternatives for chemical syntheses. The Company is looking to conserve and propagate endangered plant species, and carry out efficacy studies of formulations, combing two complementing divisions – Plant Biotechnology and Microbiology. With a view to achieve success in the new avenues of bio-transformations and gene cloning, the Company employs cutting-edge techniques like genetic engineering, molecular marker technology, tissue culture studies, in-vitro antimicrobial testing, in-vivo efficacy studies, etc.

The Company is constantly striving to enhance its research capabilities for new molecules with improved biodegradability profile. The Company remains focussed on innovation, portfolio expansion, widening reach, exploring new distribution channels, consumer testing, consumer studies to keep pace with evolving market trends.

Data security and cyber risk: With digitalisation and technology becoming an integral part of doing business, data and cyber security risk have become important concerns for all organisations.

Mitigation: The Company has adequate investments for data protection, identification of critical IT systems of business and a recovery plan. To ensure security and data safety, ISO standards are implemented with suitable security for data rooms and servers. The Company has adopted latest cyber security technologies with preventive, detective and reactive controls including firewalls, encryption, multi-factor authentication, and regular security audits. In addition, internal assessments for controls are carried out to further strengthen data security.

ESG compliances risk: Being a part of the F&F industry, the Company needs to comply with appropriate ESG norms.

Mitigation: The Company has strategically chalked out 3-phase roadmap, assigning specific scope and tasks to every site. To ensure energy conservation and emission reduction, adequate energy-efficient systems have been installed. The Company has Reverse Osmosis Plant, Multi Effect Evaporator and foodie machines which convert waste food into manure. The Company is steadily phasing out fossil fuel consumption completely and enhancing the share of renewable and clean energy.

To ensure collection, proper recycling/coprocessing and environmentally safe disposal of plastic waste, the Company has successfully registered for Extended Producer Responsibility (EPR). It is investing in low-carbon technologies and equipment.

Geographical business risk: Widespread business operations across the globe exposes the Company to the volatility in economic environment of respective regions. Revenue concentration in a particular geography, creates higher sensitivity to earnings based on the market conditions in that region.

Mitigation: Business expansion is strategically undertaken with a calibrated approach ensuring revenue mix is geographically well-diversified. The Company has a comprehensive disaster recovery plan in place.

Competition risk: High growth prospects of the industry make it susceptible to increased competitive pressure from both domestic and international players, which may impact earnings.

Mitigation measures: The Company has created a moat with its robust brand equity, strong inheritance, established business relationships, healthy balance sheet, proficient team, management support and a diverse product range driven by a zest for innovation and creation. The Company thus stays ahead of competition enjoying a stronghold in the market.

INTERNAL CONTROL AND THEIR ADEQUACY

The Company has devised a comprehensive internal controls system in accordance with the nature, size and complexity of the industry it operates in. The internal control system ensures that all applicable laws, rules and regulations are strictly complied with across business processes. The internal control framework ensures safeguarding of assets, detection and prevention of frauds and errors, adequacy and completeness of accounting records, and timely preparation of reliable financial information.

The Audit Committee of the Board of Directors closely monitors the adequacy and effectiveness of the internal control systems and puts forth its suggestions for improvement. The Audit Committee reviews the observations of the internal audit function periodically and suggests appropriate measures to ensures that internal control systems are adequate, effective and upgraded as required. The internal assessment ensures compliance with Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and policies of the Company. Meaningful observations are addressed and corrective actions taken by the internal controls to maintain robustness of the business.

HUMAN RESOURCES

Human capital is an essential component organisational growth. The Company's people-centric approach enables it to attract and retain the right talent. With an aim to have a proficient team, the Company resorts to campus recruitment and lateral hiring. The Company provides employees and their family members professional consultation on personal issues through an Employee Assistance Programme (EAP), 'Ear2Hear', maintaining absolute confidentiality.

The Company motivates employees in holistic career growth through PACT – Promise of Accountability, Commitment and Teamwork, an impactful morale-boosting programme. The Company offers distinguished platforms to its employees with short-term and medium-term international exposure and learning opportunities. Existing employees are provided with an integrated knowledge base of both flavours and fragrances and groomed for larger roles in the future. The Company fosters a conducive, safe, productive and performance driven work environment. The health & safety of its employees, business partners and communities, remains a top priority for the Company. 'People first' attitude is in the Company DNA.

Industrial Relations continued to remain cordial during the year. The Company had 635 permanent employees on its rolls as on March 31, 2025.

The Company offers distinguished platforms to its employees with short-term and medium-term international exposure and learning opportunities. Existing employees are provided with an integrated knowledge base of both flavours and fragrances and groomed for larger roles in the future.

CORPORATE SOCIAL RESPONSIBILITY

The Company is committed to contributing positively towards the social and economic development of the community as a whole, and specifically for the cause of economically, socially and physically challenged groups to support sustainable livelihood. The Company's Corporate Social Responsibility (CSR) initiatives are in this direction aimed at the larger good of the nation, for the upliftment of the underserved sections of the society, especially the rural regions. Inspired by a motivating vision and abiding by the strong value of trusteeship, the Company thrives to create substantial sustainable societal value. The framework for the Company's CSR Programme is detailed in the CSR Policy, which is accessible on the Company's website at the link: https://keva.co.in/investor-updates/#92-178-policies.

The Company strives to provide an improved and advanced education system and support visually challenged people through perfumery trainings and employability. For this, it undertook several measures in areas like environmental sustainability, education, promoting employability through vocational skills and equipping and upgradation of educational infrastructure. We have spent ₹ 3.38 crores on CSR initiatives as a Group of which ₹ 1.89 crores pertains to the Company.

CAUTIONARY STATEMENT

The document contains statements about expected future events, financial and operating results of the Company, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of the Company's Annual Report for FY 2024-25.

The Key Financial Ratios of the Company are given as below:

Particulars	2024-25	2023-24	Change (%)	Explanation for variation of 25% or more
Debtors Turnover (times)	4.24	3.95	7.5	-
Inventory Turnover (times)	1.74	1.63	6.6	-
Interest Coverage Ratio (times)	4.58	5.61	(18.4)	Increase in interest cost due to higher debt
Current Ratio (times)	1.39	1.46	(4.5)	-
Debt Equity Ratio (times)	0.59	0.51	15.2	-
Operating Profit Margin (%)	13.99	16.47	(15.09)	-
Net Profit Margin (%)	3.46	6.74	(48.7)	Profit is on the lower side due to loss on account of fire at the Company's facility at Vashivali in FY 2024-25
Return on Net Worth (%)	5.76	10.09	(43.0)	Profit is on the lower side due to loss on account of fire at the Company's facility at Vashivali in FY 2024-25

Statutory Reports & Financial Statements

Board's Report

Dear Shareholders,

Your Directors are pleased to present 69th Annual Report on the business and operations of S H Kelkar and Company Limited ("SHK" / "the Company") and Audited Financial Statements for the financial year ended 31 March 2025.

In compliance with the applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), this Report covers the financial performance and other developments during the financial year ("FY") 2024-25 and upto the date of the Board Meeting held on 16 May 2025 to approve this Report in respect of SHK on a standalone basis as well as on a consolidated basis comprising of SHK and its subsidiaries. Consolidated SHK has been referred to as "Keva" in this Report.

FINANCIAL HIGHLIGHTS

Amount (₹ in Crores)

Particulars	Standalone			Consolidated		
	2024-25	2023-24	Growth %	2024-25	2023-24	Growth %
Revenue from Operations	1,137.47	940.67	20.92	2,123.40	1,840.83	15.35
Other income	15.96	20.72	(22.97)	23.85	5.86	307.00
EBITDA*	82.17	134.44	(38.88)	297.01	303.25	(2.06)
Finance Costs	18.75	6.82	174.93	49.42	39.77	24.26
Depreciation	26.49	25.70	3.07	94.7	86.06	10.04
Profit before Tax (PBT) before exceptional items from continued operations	52.89	122.64	(56.87)	176.74	183.28	(3.57)
Profit before Tax (PBT) from discontinued operations	-	-	-	(1.07)	(0.98)	9.18
Share of profit in equity accounted investee	-	-	-	(1.38)	-	(100.00)
Exceptional (loss)	(71.39)	-	(100.00)	(60.55)	-	(100.00)
Profit before Tax (PBT) after exceptional items	(18.50)	122.64	(115.08)	113.74	182.30	(37.61)
Taxation	(4.94)	28.31	(117.45)	40.73	58.75	(30.67)
Profit after Tax (PAT)	(13.56)	94.33	(114.38)	73.01	123.55	(40.91)

*excluding other income

BUSINESS REVIEW:

The Directors are pleased to inform that Keva delivered a steady business performance in FY 2024-25. On a consolidated basis, the total revenues from operations during FY 2024-25 grew by 15.4% on a year-on-year basis i.e. from ₹ 1,840.83 crore during the previous year to ₹ 2,123.40 crore in FY 2024-25. In FY 2024-25, our healthy performance has been driven by sustained demand across segments, with notable traction in the domestic market for both the Fragrance and Flavour divisions. Our core European business also continued to perform well, reinforcing our position in key international markets. Keva's gross margins during the year stood at 43.4% and EBITDA margins were at 14%. The group generated a cash profit of ₹ 224.1 crore during the year. PAT in FY 2024-25 stood at ₹ 73.01 crore as against ₹ 123.55 crore in the previous year, lower by 40.9%. On a standalone basis, the Company achieved a topline growth of 20.9%. EBITDA stood at ₹ 82.17 crore and the net loss after tax stood at ₹ 13.56 crore.

The Fragrance segment delivered an improved performance in India registering a growth of 19.1% while overall fragrance business was 13.9% growth in revenues. Flavours segment saw a notable traction in the domestic market. Additionally, domestic Flavours revenues grew by 42.9%.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A detailed Management Discussion and Analysis Report forms an integral part of this Report and gives details of the overall industry structure, economic developments, segment-wise overview of business performance, financial overview, outlook, human resources, risks & opportunities, internal control systems and their adequacy.

CORPORATE GOVERNANCE

Your Company is dedicated to aligning its corporate governance practices with appropriate standards of Corporate Governance. The Company has established a well-structured and effective governance framework that ensures compliance with the applicable provisions of the Act and the Listing Regulations. As part of our commitment, a comprehensive report on corporate governance, accompanied by a certificate from the Company's statutory auditors confirming compliance with Listing Regulations, forms an integral part of this Annual Report.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

As required under Regulation 34 of the Listing Regulations, Business Responsibility and Sustainability Report of the Company for the financial year ended 31 March 2025 forms part of this Annual Report.

DIVIDEND

In accordance with Regulation 43A of Listing Regulations, the Company has formulated a Dividend Distribution Policy, which has been displayed on the website of the Company at https://keva.co.in/investor-updates/#92-178-policies.

Based on the principles set forth in the Dividend Distribution Policy, the Directors are pleased to recommend a final dividend of Re. 1 per equity share on 13,84,20,801 fully paid-up equity shares of face value of ₹ 10/- each (i.e. 10%) for FY 2024-25. The final dividend is subject to the approval of the Members at the 69th Annual General Meeting ("AGM") and deduction of tax at source.

The final dividend if approved and declared at the AGM will be paid on or after Tuesday, 12 August 2025 within the stipulated timelines in permitted modes to those Members or their mandates whose names appear as Beneficial Owners as at the end of the business hours on Friday, August 01, 2025 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited.

TRANSFER TO GENERAL RESERVE

During the year under review, no amount has been transferred to the General Reserve of the Company.

TRANSFER OF UNCLAIMED DIVIDEND AND SHARES TO INVESTOR EDUCATION AND PROTECTION FUND

The details relating to unclaimed dividend and unclaimed shares form part of the Corporate Governance Report forming part of this Report.

CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of your Company for FY 2024-25, are prepared in compliance with applicable provisions of the Act, Indian Accounting Standards and the Listing Regulations. The consolidated financial statements have been prepared on the basis of audited financial statements of the Company and its subsidiaries, as approved by their respective Board of Directors.

SUBSIDIARIES AND ASSOCIATE COMPANY

As on 31 March 2025, the Company had 15 Subsidiaries in India, United Kingdom, the Netherlands, Italy, Singapore, China, Indonesia, United States of America and Germany and 1 Associate Company in India as mentioned hereunder:

- Keva Fragrances Private Limited
- Keva Flavours Private Limited
- Keva Ventures Private Limited
- Amikeva Private Limited (step-down subsidiary)
- Keva UK Ltd. (step-down subsidiary)
- Keva USA Inc.
- Keva Europe B.V.
- Keva Fragrance Industries Pte. Ltd.
- Creative Flavours & Fragrances S.p.A (step-down subsidiary)
- PT SHKKEVA Indonesia (step-down subsidiary)
- Anhui Ruibang Aroma Company Ltd. (step-down subsidiary)
- Keva Italy S.r.l. (step-down subsidiary)
- Provier Beheer B.V. (step-down subsidiary)
- Holland Aromatics B.V. (step-down subsidiary)
- Keva Germany GmbH (step-down subsidiary)
- NuTaste Food and Drink Labs Private Limited (Associate Company)

During the year under review, Keva Germany GmbH became a wholly owned subsidiary of Keva Europe B.V. and that of the Company on 07 May 2024. NuTaste Food and Drink Labs Private Limited ceased to be a subsidiary of Keva Flavours Private Limited and that of the Company and became an Associate of Keva Flavours Private Limited and that of the Company with effect from 25 June 2024.

In accordance with Section 129(3) of the Act, a separate statement containing the salient features of the financial statements of all subsidiaries and associate company in prescribed Form AOC - 1 forms part of the Annual Report. The statement also provides details of performance and financial position of each of the subsidiaries.

The Financial Statements of the Company along with the Audited Financial Statements of the subsidiaries are available at the website of the Company at www.keva.co.in and the same are also available for inspection by the Members. Any Member desirous of inspecting the said financial statements or obtaining copies of the same may write to the Company Secretary & Compliance Officer at investors@keva.co.in.

SHARE CAPITAL

During the year under review, the authorized share capital of the Company was ₹ 1,71,25,00,000 divided into 15,93,14,500 Equity shares of ₹ 10 each and 1,19,35,500 preference shares of ₹ 10 each and paid-up share capital was 13,84,20,801 fully paid-up equity shares of face value of ₹ 10/- each. There was no change in the share capital during the year. The Company has not issued sweat equity shares or shares with differential voting rights or granted stock options during the year.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits within the meaning of Section 73 of the Act read with Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

Particulars of loans given, investments made, guarantees given and securities provided as covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

RELATED PARTY TRANSACTIONS

Prior omnibus approval of the Audit Committee is obtained for transactions with related parties which are repetitive in nature. Further, prior approval of the Audit Committee is obtained for related party transactions proposed to be entered by the subsidiary of the Company to which the Company is not a party, exceeding 10% of the annual standalone turnover, as per the last audited financial statements of the subsidiary. A statement on Related Party Transactions specifying the details of the transactions entered pursuant to the omnibus approval granted is reviewed by the Audit Committee on a quarterly basis. Your Company's Policy on Materiality of Related Party Transactions can be accessed at www.keva.co.in. Details of the Related Party Transactions are set out in Notes to the Standalone Financial Statements.

On announcement of half-yearly financial results, details of all related party transactions entered into by the Company and its subsidiaries (on a consolidated basis) are disclosed and filed with the stock exchanges within the prescribed timelines.

Dyring the year, all related party transactions entered into by the Company during the financial year were conducted at an arm's length basis and were in the ordinary course of business and in accordance with the provisions of the Act and Rules made thereunder, the Listing Regulations and the Company's policy on Related Party Transactions. No material contracts or arrangements with related parties were entered into during the year under review. A confirmation to this effect as required under section 134(3)(h) of the Act is given in Form AOC-2 annexed as Annexure A to this Report.

DIRECTORS

Mrs. Prabha Vaze (DIN: 00509817), Non-Executive and Non-Independent Director, retires by rotation at the 69th Annual General Meeting ("AGM") and being eligible, has offered herself for re-appointment. Based on the recommendation of Nomination and Remuneration Committee, the Board has recommended for approval of Members, re-appointment of Mrs. Prabha Vaze as Non-Executive and Non-Independent Director at the AGM.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 16 May 2025, has considered and approved the appointment of Ms. Pallavi Gokhale (DIN: 00036369) as an Additional Director (Non – Executive Non – Independent) of the Company with effect from 01 July, 2025, to hold office upto the date of the AGM of the Company and thereafter, subject to the approval of the Members of the Company, as a Non-Executive and Non-Independent Director liable to retire by rotation.

The five-year tenure of Mr. Kedar Vaze as a Whole-time Director and Group Chief Executive Officer of the Company will conclude on 31 August 2025. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 16 May 2025, has considered and approved the re-appointment of Mr. Kedar Vaze (DIN: 00511325) as Whole-time Director of the Company designated as Whole-time Director & Group Chief Executive Officer for a period of three years from 01 September, 2025 to 31 August, 2028 (both days inclusive) subject to the approval of the Members at the AGM.

Brief Profile of Mrs. Prabha Vaze, Ms. Pallavi Gokhale, Mr. Kedar Vaze and other information in this regard forms part of the AGM Notice.

The Whole-time Director does not receive any remuneration or commission from any of its subsidiaries. None of the Directors of the Company have been disqualified to be a Director of the Company on account of non-compliance with any of the provisions of the Act.

The Independent Directors have been familiarized with the Company, their roles, rights and responsibilities in the Company, etc. The details of the Familiarization Programme are available on the website of the Company at the weblink https://keva.co.in/investor-updates/#92-180-familiarization-programmes. All the Independent Directors have given their declaration of independence as required under Section 149(6) of the Companies Act, 2013. This has been noted by the Board of Directors. In the opinion of the Board, Independent Directors possess relevant expertise and experience (including proficiency) and fulfil the conditions specified in the Act, Rules made thereunder and the Listing Regulations and are independent of the management.

BOARD MEETINGS

During the year, 5 (five) Board Meetings were convened and held on 27 May 2024, 13 August 2024, 14 November 2024, 12 February 2025 and 31 March 2025. The particulars of attendance of the Directors at the said meetings are detailed in the Corporate Governance Report of the Company, which forms a part of this Report. The intervening gap between the Meetings was within the period prescribed under the Act and the Listing Regulations.

MEETING OF INDEPENDENT DIRECTORS

The Independent Directors of the Company meet without the presence of Executive Director or other Non-Independent Directors. These meetings are conducted in an informal and flexible manner to enable the Independent Directors to discuss matters pertaining to, inter alia, review of performance of Non-Independent Directors and the Board as a whole, assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform its duties. One such meeting was held during the year on 31 March 2025.

COMMITTEES OF THE BOARD

The Company has constituted following committees in accordance with the requirements of the Act and the Listing Regulations:

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders' Relationship Committee
- Risk Management Committee
- Corporate Social Responsibility Committee

Details of the above Committees alongwith the terms of reference and meetings held during the year under review are provided in the Corporate Governance Report forming part of this Report.

ANNUAL EVALUATION OF BOARD'S PERFORMANCE

Pursuant to the provisions of the Listing Regulations and the Act, the Board has carried out an annual evaluation of its own performance and that of its Committees as well as performance of all the Directors individually including Independent Directors, Chairman of the Board and Whole-time Director & Group Chief Executive Officer.

A separate exercise was carried out by the Nomination & Remuneration Committee of the Board to evaluate the performance of Individual Directors. The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance evaluation of the Chairman of the Board was also carried out by the Independent Directors taking into account the views of the Executive Director and Non-Executive Directors. The performance evaluation of the Executive Director of the Company was carried out by the Chairman of the Board and other Directors.

The criteria for performance evaluation of the Board included aspects like Board composition and structure, effectiveness of Board processes, information and functioning, strategy, risk management and compliance. The criteria for performance evaluation of Committees of the Board included aspects like composition of Committees, effectiveness of Committee meetings, internal controls, quality and appropriateness of disclosure. The criteria for performance evaluation of the individual Directors included aspects on contribution to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc.

NOMINATION AND REMUNERATION POLICY

The broad objectives of the Nomination and Remuneration Policy are i) to guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management; ii) to evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board; iii) to recommend to the Board on the remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

The guiding principles of the Nomination and Remuneration Policy are to ensure that:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and Senior Management of the quality required to run the Company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

In accordance with the Nomination and Remuneration Policy, the Nomination and Remuneration Committee formulates the criteria for appointment as a Director, Key Managerial Personnel and Senior Management, identifies persons who are qualified to be Directors and nominates candidates for Directorships subject to the approval of Board, evaluates the performance of the individual Directors, recommends to the Board, remuneration to Managing Director / Whole-time Directors, ensures that the remuneration to Key Managerial Personnel, Senior Management and other employees is based on the Company's overall philosophy and guidelines and is based on industry standards, linked to performance of the self and the Company and is a balance of fixed pay and variable pay and recommends to the Board, sitting fees/commission to the Non-Executive Directors.

The remuneration paid to the Directors, Key Managerial Personnel and Senior Management was as per the Nomination and Remuneration Policy of the Company. The Policy is available on the website of the Company at https://keva.co.in/investor-updates/#92-178-policies.

KEY MANAGERIAL PERSONNEL

As on 31 March 2025, the following persons were designated as Key Managerial Personnel ("KMP") of the Company pursuant to the provisions of Sections 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- Mr. Kedar Vaze – Whole-time Director and Group Chief Executive Officer
- Mr. Rohit Saraogi – EVP and Group Chief Financial Officer and Company Secretary

Mr. Rohit Saraogi (ICSI Membership No. A24225) ceased to be the Company Secretary of the Company with effect from the close of business hours of 30 April 2025. Ms. Deepti Chandratre, Global Legal Counsel (ICSI Membership No. A20759) was appointed as the Company Secretary of the Company with effect from 01 May 2025. Accordingly, she has become a KMP of the Company with effect from 01 May 2025.

Mr. Rohit Saraogi continues to be a KMP of the Company as EVP & Group Chief Financial Officer.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Act the Directors of the Company state that:

a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to the material departures, if any;

b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the year under review;

c) The Directors 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;

d) The Directors have prepared the annual accounts on a going concern basis;

e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

STATUTORY AUDITORS

Your Company's Auditors, Deloitte Haskins & Sells LLP [holding Registration No. 117366W/W-100018 with the Institute of Chartered Accountants of India (ICAI)] were appointed as the Statutory Auditors at the 65th Annual General Meeting of the Company held on 10 August 2021 for a term of five years until the conclusion of 70th Annual General Meeting to be held in 2026.

The Auditor's Report on the financial statements of the Company for the financial year ended 31 March, 2025 forms part of the Annual Report. The said report was issued by the Statutory Auditors with an unmodified opinion and does not contain any qualifications, reservations or adverse remarks. During the year under review, the Auditors have not reported any fraud under Section 143(12) of the Act.

COST AUDITORS

As per section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, your Company is required to maintain cost records and accordingly, such accounts and records are maintained and audited by the cost auditors.

The Board at its meeting held on 16 May 2025, based on the recommendation of the Audit Committee, appointed M/s Kishore Bhatia & Associates (Firm Registration 00294) as the Cost Auditors of the Company to conduct audit of cost records of the Company for FY 2025-26. A remuneration of ₹ 2,40,000/- (Rupees Two Lakhs Forty Thousand only) plus applicable taxes and out-of-pocket expenses has been approved subject to ratification of remuneration by Members at the ensuing AGM.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A of the Listing Regulations, the Board of Directors of the Company had appointed M/s. Mehta & Mehta, Practicing Company Secretaries, to conduct Secretarial Audit of your Company for FY 2024-25.

The Secretarial Audit Report issued by M/s. Mehta & Mehta for FY 2024-25 is annexed to this Report as Annexure B1 and is self-explanatory. The Secretarial Audit Report does not contain any qualifications, reservations, adverse remarks or disclaimers that require any clarification or explanation.

Further, pursuant to Regulation 24A of the Listing Regulations, the Secretarial Audit of the Unlisted Indian Material Subsidiaries of the Company identified in terms of Regulation 16(1)(c) of the Listing Regulations viz. Keva Fragrances Private Limited and Keva Flavours Private Limited was conducted by M/s. Ferrao MSR and Associates, Practicing Company Secretaries. The Secretarial Audit Reports of Keva Fragrances Private Limited and Keva Flavours Private Limited are annexed to this Report as Annexure B2 and Annexure B3 respectively.

Pursuant to Regulation 24A of the Listing Regulations and based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 16 May 2025, has approved the appointment of M/s. Mehta & Mehta, Peer Reviewed Firm of Company Secretaries in Practice (ICSI Firm Registration No. P1996MH007500) as the Secretarial Auditors of the Company for the first term of 5 (five) consecutive years commencing from FY 2025-26 till FY 2029-30, subject to the approval of the Members of the Company at the 69th Annual General Meeting of the Company. A detailed proposal for appointment of the Secretarial Auditors forms part of the Notice convening this AGM.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has a robust and well-embedded system of internal controls that is commensurate with the nature of business and size and complexity of its operations. Comprehensive policies, guidelines and procedures are laid down for all business processes. The internal control system has been designed to ensure that financial and other records are reliable for preparing financial and other statements and for maintaining accountability of assets. The Company has robust ERP and other IT Systems which are an integral part of internal control framework.

The internal audit plan is dynamic and aligned to the business objectives of the Company and is reviewed by the Audit Committee at regular intervals. Further, the Audit Committee also monitors the status of management actions emanating from internal audit reviews.

RISK MANAGEMENT

Management of risk has always been an integral part of the Company's strategy and straddles its planning, execution and reporting processes and systems. Your Company continues to focus on a system-based approach to business risk management.

Keva has a well-defined risk management framework in place and a robust organizational structure for managing and reporting risks. Your Company has constituted a Risk Management Committee ("RMC") to frame, implement and monitor the risk management framework for the Company. Your Company has also formulated a Risk Management Policy to identify risks and mitigate their adverse impact on business and is reviewed by the RMC from time to time. The major risks identified by the businesses and functions are systematically addressed through risk mitigation actions on a continuing basis.

Your Company continues to monitor legal and compliance functions through workflow-based compliance software tool. This tool helps to assist in creating an internal legal risk management monitoring system to assess, monitor, mitigate and manage legal risks and is equipped with a tracking system along with timely reminders for compliances.

The business risks and its mitigation has been reported in detail in the Management Discussion and Analysis Section forming part of this Annual Report.

VIGIL MECHANISM

To create enduring value for all stakeholders and ensure the highest level of honesty, integrity and ethical behaviour in all its operations, the Company has implemented Vigil Mechanism in the form of Whistle Blower Policy for Directors and Employees to report their genuine concerns about misconduct and actual / potential violations, if any, to the Whistle Officer of the Company.

Pursuant to Section 177 of the Act read with the Rules prescribed thereunder and Regulation 22 of the Listing Regulations, the Whistle Blower Policy provides for adequate safeguards against victimisation of persons who use the Vigil Mechanism and provides for direct access to the Chairman of the Audit Committee.

The Whistle Blower Policy can be accessed on the website of the Company at https://keva.co.in/investor-updates/#92-178-policies. During the year under review, no protected disclosure from any Whistle Blower was received by the designated officer.

GOING CONCERN STATUS

During the year under review, no significant or material orders were passed by the Regulators or Courts or Tribunals which may impact the going concern status and the Company's operations in future.

DISCLOSURE ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has in place, a gender-neutral policy on prevention of sexual harassment at the workplace and a framework for employees to report sexual harassment cases at the workplace and its process ensures complete anonymity and confidentiality of information. An Internal Complaints Committee (ICC) has been constituted in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder. On an ongoing basis, the Company's employees and managers are oriented on creating a safe and conducive work culture. During the year under review, no complaints with allegations of sexual harassment were reported.

CORPORATE SOCIAL RESPONSIBILITY

Your Company is committed to contributing positively towards social and economic development of the community as a whole and specifically for the cause of economically, socially and physically challenged groups to support their livelihood.

Your Company has adopted a comprehensive Corporate Social Responsibility Policy ("CSR") that defines the framework for your Company's CSR Programme. The CSR Policy can be accessed on the Company's website at the link: https://keva.co.in/investor-updates/#92-178-policies.

The Company focuses on areas like environmental sustainability, conservation of energy, child education and empowerment, rural development, equipping and upgradation of educational infrastructure with the aim of providing an improved and advanced education system, supporting visually challenged people through perfumery trainings and employability. It also partners in relief operations in case of a natural calamity or disaster.

During the year, the Company has spent ₹ 1,88,77,972/- on CSR activities. The Annual Report on CSR activities is annexed as Annexure C to this Report.

CONSERVATION OF ENERGY

Your Company has always considered energy and natural resource conservation as a focus area. The Company's operations involve low energy consumption. The manufacturing facilities of the Company are equipped with hi-tech energy monitoring and conservation systems to monitor usage, minimize wastage and increase overall efficiency at every stage of power consumption. The Company advocates energy efficiency in the course of production, and thereby reduces its carbon footprint.

Some of the measures adopted across the Company for energy conservation are as under:

- Installation of energy efficient LED lights in place of conventional lights
- Installation of solar power generation units at our units
- Use of light sensors for street lights
- Motion sensor for wash room passage
- Use of solid fuel boiler in plant to reduce energy consumption and thereby benefiting low running costs
- Upgradation of briquette-fired boiler to cater full steam requirement
- Recycling of condensate water in distillation & reaction vessels at chemical plant
- Eliminating use of furnace oil in the site, thereby reducing carbon emissions
- Usage of steam jet ejectors in place of water ring vacuum pump to reduce water consumption and effluent generation
- Usage of flue gas heat recovery system for energy conservation in boiler
- Steam condensate recovery system for reducing fresh water consumption and energy consumption in boiler

The capital expenditure on energy conservation during the year under review forms part of the Financials and is also mentioned in Business Responsibility and Sustainability Report forming part of Annual Report.

ENVIRONMENT, HEALTH AND SAFETY

An essential part of being a responsible company and employer is ensuring the health and safety of our employees and protecting the environment in which we operate.

Keva's ingredients and extraction facility has been certified with ISO 9001, ISO 14001 and ISO 45000 are also assessed by other Sustainability Assessment platforms like SMETA, EcoVadis and Halal Certification. Our other facilities also have ISO certification for Quality, Environment Management System and the Occupational Health and Safety Management System.

Various EHS initiatives taken by Keva are as under:

- Use of STP-treated water for gardening
- Celebration of Road Safety Week, National Safety Week, Fire Service Week, World Environment Day
- Annual Health Check-up was organized for the employees
- Installation of an alkali scrubber to scrub the fugitive acidic vapour generated during effluent neutralization
- Using of MEE steam condensate in cooling tower there by saving 4 KLD of fresh water consumption per day.
- Half yearly medical check-up for employees to identify occupational illness cases at preliminary stage and to ensure job allocation as per the employee's fitness
- Obtained Silver Medal in the EcoVadis Sustainability assessment
- Reduced the quantity of wastes incinerated by disposing, the incinerable waste, through GPCB approved co processing and pre-processing facilities there by reduced the carbon emission and supported in reduction of fossil fuel consumption
- Systematic training program to create awareness on various EHS and Sustainability related topics
- QR Code based near miss / hazard reporting system for the employees to report the hazards identified
- Installation of closed loop chemical transferring system to avoid emissions to the environment and avoiding human exposure to chemicals

Your Company is sensitive about the health and safety of its employees and has been achieving continuous improvement in safety performance through a combination of systems and processes as well as co-operation and support of all employees.

INNOVATION

Innovation has become one of the most important pillars of Keva. Keva has been putting innovation and technology to work to make its growth journey more meaningful. Keva's Creative Centres at Amsterdam, Jakarta, Mumbai, Singapore, Hamberg and Milan are continuously striving for innovative creations through research activities. Keva has also established a Food Innovation Centre in Mumbai.

Your Company's Innovation and R&D functions work hand in hand for adopting best practices in innovation of the products and continue to focus on development of superior product innovations, renovation of the current portfolio for superior product experience, building analytical excellence and regulatory compliance for the portfolio.

Expenditure on R&D and creative development during the year under review was ₹ 41.76 Crores on standalone basis and ₹ 89.20 Crores on consolidated basis.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The foreign exchange earned in terms of actual inflows during the FY 2024-25 was ₹ 171.84 Crores as against ₹ 25.85 Crores in FY 2023-24 on a standalone basis. The foreign exchange outgo in terms of actual outflows during the FY 2024-25 was ₹ 353.73 Crores as against ₹ 142.18 Crores in FY 2023-24 on a standalone basis.

The foreign exchange earned in terms of actual inflows during the FY 2024-25 was ₹ 606.23 Crores as against ₹ 331.87 Crores in FY 2023-24 on a consolidated basis. The foreign exchange outgo in terms of actual outflows during the FY 2024-25 was ₹ 493.81 Crores as against ₹ 326.51 Crores in FY 2023-24 on a consolidated basis.

HUMAN RESOURCES

At Keva, we are focused on building an organization which continuously innovates, nurtures and develops talent and HR processes to deliver on the short term and long-term business strategy. Our strength lies within the diverse cultures, backgrounds, skills, and experience of our global team.

Keva maintains a collaborative, inclusive, non-discriminative and safe work culture and provides equal opportunities to all employees. Keva has developed a blended approach for learning and development that caters not only to each stage of an employee life-cycle but is also specific to the requirements of a specific function, business and role demand.

Disclosures with respect to the remuneration of Directors, Key Managerial Personnel and employees as required under section 197 of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in Annexure D to this Report. Further, for the details of employee remuneration as required under provisions of section 197 of the Act read with Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Members may write to the Company Secretary in this regard at investors@keva.co.in.

As per the provisions of Section 136 of the Act, the Annual Report is being sent to the Members and others entitled thereto, excluding the said information. If any Members wish to obtain a copy thereof, they may write to the Company Secretary at investors@keva.co.in.

INDUSTRIAL RELATIONS

The Company maintained healthy, cordial and harmonious industrial relations at all levels during the year. The Board acknowledges the contribution of the workers and the employees towards meeting the objectives of the Company.

INFORMATION TECHNOLOGY

In 2025, our robust IT infrastructure continues to be a strategic pillar, driving integration, agility and efficiency across all business functions. At the heart of our operations is our SAP ECC 6.0-powered centralized ERP system enabling seamless coordination across sales, procurement, finance, inventory, production, and logistics.

In product innovation, Cupid 2.0, our integrated fragrance development platform, is now being rolled out to our European teams, enhancing visibility, collaboration, and regulatory compliance across the entire product lifecycle. Alongside this, BMango, our dedicated flavour product development tool, continues to support efficient and structured flavour creation processes across geographies.

A major step forward this year is the rollout of an AI-enabled invoice automation tool. This intelligent system automates invoice booking directly in SAP, improving accuracy, reducing manual intervention and enhancing efficiency. It is currently being deployed in phases across all group entities.

Qlik Sense, our enterprise-wide business intelligence platform, delivers real-time, actionable insights that support fast, data-driven decisions. The rollout to European entities is currently in progress, enabling unified reporting and improved global visibility.

For retail operations, the GOFRUGAL point-of-sale system ensures quick, accurate and seamless customer checkouts while enabling data-driven retail insights to enhance customer experience.

On the infrastructure side, we are advancing towards a virtualized IT environment, designed to optimize resource usage, boost scalability, and strengthen disaster recovery readiness. Alongside this, our cybersecurity framework has been further fortified with next-gen threat detection, real-time monitoring, and periodic security audits—ensuring resilient and secure operations globally.

ANNUAL RETURN

In accordance with the requirements of Section 92(3) of the Act the annual return of the Company in respect of FY 2024-25 has been hosted on the website of the Company at www.keva.co.in.

CONFIRMATIONS

1. There has been no change in the nature of business and capital of the Company during FY 2024-25.
2. There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the period from 1 April 2024 to 31 March 2025 and the date of this Board's Report.
3. The Company is fully compliant with the applicable Secretarial Standards (SS) issued by Institute of Company Secretaries of India viz. SS-1 & SS-2 on Meetings of the Board of Directors and General Meetings respectively.
4. There is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year under review.
5. There was no instance of one-time settlement of loan obtained from the Banks or Financial Institutions.
6. The requirement to disclose the details of the difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking a loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable;
7. The Company has not issued shares with differential voting rights nor granted stock options nor sweat equity shares.

CAUTIONARY STATEMENT

Statements in the Annual Report, including those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

ACKNOWLEDGEMENTS

Your directors place on record their appreciation of the continued support extended during the year by the Company's customers, employees, business associates, suppliers, bankers, investors and government authorities. Your Directors would also like to thank all their shareholders for their continued faith in the Company and its future.

For and on behalf of the Board of Directors

	Ramesh Vaze	**Kedar Vaze**
	Director & Chairman of Board	Whole-time Director & Group
Place: Mumbai	DIN: 00509751	Chief Executive Officer
Date: 16 May 2025		DIN: 00511325

Annexure A

FORM AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

Details of contracts or arrangements or transactions not at Arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended 31 March 2025, which were not at arm's length basis.

Details of contracts or arrangements or transactions at Arm's length basis:

There were no material contracts or arrangements or transactions for the year ended 31 March 2025 as per the provisions of the Companies Act, 2013. Thus this disclosure is not applicable.

	Ramesh Vaze	**Kedar Vaze**
	Director & Chairman of Board	Whole-time Director & Group
Place: Mumbai	DIN: 00509751	Chief Executive Officer
Date: 16 May 2025		DIN: 00511325

Annexure B1

FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

{Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}

To,
The Members,
S H KELKAR AND COMPANY LIMITED
Devkaran Mansion,
36 Mangaldas Road,
Mumbai - 400002

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

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed here under and also that the Company has proper Board processes and compliance mechanism in place 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 thereunder;

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

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

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

(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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(during the period under review not applicable to the company);**

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(during the period under review not applicable to the company);**

(e) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 **(during the period under review not applicable to the company);**

(f) 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 **(during the period under review not applicable to the Company);**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(during the period under review not applicable to the Company);**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(during the period under review not applicable to the Company);**

We have examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by the Institute of Company Secretaries of India;

(ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

We further report that:
The Board of Directors of the Company is duly constituted with proper balance of the Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all Directors to schedule the Board / Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all the Directors, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions are carried out unanimously as recorded in the minutes and also the dissenting views, if any, are captured and recorded in the minutes.

We further report 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.

We further report that during the audit period the Company had the following specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

a. The Board of Directors of the Company at their meeting held on August 13, 2024 approved the proposal for additional Equity Investment of an amount of Euro 18 million (in one or more tranches) in Keva Europe BV, a wholly owned subsidiary company, by way of contribution to the equity capital by subscribing to ordinary shares of Keva Europe BV. Of which, the Company has made an equity investment of Euro 10 million.

b. The Board of Directors of the Company at their meeting held on August 13, 2024 approved the proposal for additional Equity Investment of an amount of USD 1.99 million (in one or more tranches) in Keva USA Inc, a wholly owned subsidiary company, by way of contribution to the equity capital by subscribing to ordinary shares of Keva USA Inc.

c. During the period under review, a fire incident occurred at Company's Vashivali facility, located in Maharashtra, India, on the evening of April 23, 2024. However, there was no loss of human life, and the safety of all personnel was ensured. The Company had employed various safety measures, which helped prevent injuries.

For **Mehta & Mehta,**
Company Secretaries
(ICSI Unique Code
P1996MH007500)

Dipti Mehta
Partner
FCS No:3667
CP No: 23905
PR No: 3686/2023
UDIN: F003667G000363721

Place: Mumbai
Date: May 16, 2025

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

Annexure A

To,
The Members,
S H KELKAR AND COMPANY LIMITED
Devkaran Mansion,
36 Mangaldas Road,
Mumbai – 400002

Our report of even date is to be read along with this letter.

1) Maintenance of secretarial record 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 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 the compliance of laws, rules and regulations and happening of events etc.

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

6) As regard the books, papers, forms, reports and returns filed by the Company under the provisions referred in Secretarial Audit Report in Form MR-3, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company with various authorities under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.

7) 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 **Mehta & Mehta,**
Company Secretaries
(ICSI Unique Code
P1996MH007500)

Dipti Mehta
Partner
FCS No:3667
CP No: 23905
PR No: 3686/2023
UDIN: F003667G000363721

Place: Mumbai
Date: May 16, 2025

Annexure B2

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Keva Fragrances Private Limited
Devkaran Mansion,
36 Mangaldas Road, Mumbai 400002

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Keva Fragrances Private Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

We have examined the papers, minute books, forms, returns filed and other records maintained by the Company provided to us through electronic mode for the financial year ended on 31st March, 2025. Based on 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 authorized representatives during the conduct of secretarial audit, hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025, 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 reporting made hereinafter:

The Audit has been conducted for the financial year ended on 31st March, 2025 in accordance with the provisions of:

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

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder- **Not applicable to the Company during the period under review;**

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder **Not applicable to the Company during the period under review;**

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - **Not applicable to the Company during the period under review;**

(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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **- Not applicable to the Company during the period under review;**

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 **- Not applicable to the Company during the period under review;**

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **Not applicable to the Company during the period under review;**

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **Not applicable to the Company during the period under review;**

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (repealed effective 13th August, 2021) and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (effective 13thAugust, 2021) - **Not applicable to the Company during the period under review;**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not applicable to the Company during the period under review;**

(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 period under review;**

(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable to the Company during the period under review;** and

(i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not applicable to the Company during the period under review.**

(vi) As per information provided by the management, there are no laws specifically applicable to the Company;

We have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by The Institute of Company Secretaries of India. **(SS-1and SS-2)**

2. The Listing Agreements / Regulations entered into by the Company with Stock Exchanges. **(Applicable to the extent the Company is Material Subsidiary of a Listed Company)**

Based on our verification and also the information provided by the Company, its officers, agents and its authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion 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, as applicable. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda are sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Consent of the Board of Directors is obtained in cases where Meetings are scheduled by giving notice or agenda papers less than seven days.

All decisions were carried through with requisite majority. There were no dissenting views from the members during the period under review.

We further report 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.

We further report that; during the period under review:

i. Mr. Annoottam Ghosh (DIN: 00368895) was appointed as Additional (Non- Executive, Non -Independent) Director of the company with effect from 12th August, 2024.

ii. Mr. Amit Gulati (DIN: 09255573) was appointed as Additional (Non- Executive, Non -Independent) Director of the company with effect from 14th November, 2024.

For Ferrao MSR & Associates
Company Secretaries

Martinho Ferrao
Partner
COP No. 5676
FCS No. 6221
UDIN: F006221G000361719

Place: Mumbai
Date: 16th May, 2025

This report is to be read with our letter which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To,
The Members,
Keva Fragrances Private Limited

Our report 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 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. The minutes, documents, records and other information checked for the purpose of audit were received from the Company in soft copy and through electronic mail.

4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

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

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

7. 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 Ferrao MSR & Associates
Company Secretaries

Martinho Ferrao
Partner
COP No. 5676
FCS No. 6221
UDIN: F006221G000361719

Place: Mumbai
Date: 16th May, 2025

Annexure B3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST March, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Keva Flavours Private Limited
Devkaran Mansion,
36 Mangaldas Road, Mumbai 400002

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Keva Flavours Private Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

We have examined the papers, minute books, forms, returns filed and other records maintained by the Company provided to us through electronic mode for the financial year ended on 31st March, 2025. Based on 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 authorized representatives during the conduct of secretarial audit, hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025, 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 reporting made hereinafter:

The Audit has been conducted for the financial year ended on 31st March, 2025 in accordance with the provisions of:

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

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder - **Not applicable to the Company during the year under review;**

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder - **Not applicable to the Company during the year under review;**

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - **Not applicable to the Company during the year under review;**

(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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - **Not applicable to the Company during the year under review;**

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 - **Not applicable to the Company during the year under review;**

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **Not applicable to the Company during the year under review;**

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **Not applicable to the Company during the year under review;**

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (repealed effective 13th August, 2021) and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (effective 13th August, 2021) - **Not applicable to the Company during the year under review;**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not applicable to the Company during the year under review;**

(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 year under review;**

(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable to the Company during the year under review;** and

(i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not applicable to the Company during the year under review.**

(vi) As per information provided by the management, there are no laws specifically applicable to the Company;

We have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by The Institute of Company Secretaries of India. **(SS-1 and SS-2)**

2. The Listing Agreements / Regulations entered into by the Company with Stock Exchanges. **(Applicable to the extent the Company is Material Subsidiary of a Listed Company)**

Based on our verification and also the information provided by the Company, its officers, agents and its authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion 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, as applicable. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda are sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Consent of the Board of Directors is obtained in cases where Meetings are scheduled by giving notice or agenda papers less than seven days.

All decisions were carried through with requisite majority. There were no dissenting views from the members during the period under review.

We further report 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.

We further report that; during the period under review:

i. Mr. Amit Gulati (DIN: 09255573) was appointed as Additional Non-Executive Director of the company with effect from 13th November, 2024.

ii. Mr. Dhiren Kanwar has resigned from the position of Chief Executive Officer of the Company with effect from 16th October, 2024.

iii. Mr. Natarajan Krishnan was appointed as a Chief Executive Officer of the Company with effect from 9th January, 2025.

For Ferrao MSR & Associates
Company Secretaries

Martinho Ferrao
Partner
COP No. 5676
FCS No. 6221
UDIN: F006221G000361721

Place: Mumbai
Date: 16th May, 2025

This report is to be read with our letter which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To,
The Members,
Keva Flavours Private Limited

Our report 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 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. The minutes, documents, records and other information checked for the purpose of audit were received from the Company in soft copy and through electronic mail.

4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

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

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

7. 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 Ferrao MSR & Associates
Company Secretaries

Martinho Ferrao
Partner
COP No. 5676
FCS No. 6221
UDIN: F006221G000361721

Place: Mumbai
Date: 16th May, 2025

Annexure C

ANNUAL REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR 2024-25

1. Brief outline on CSR Policy of the Company:

The Company is committed to contribute positively towards social and economic development of the community as a whole and specifically for the cause of economically, socially and physically challenged groups to support their sustainable livelihood. The Board of Directors at its meeting held on 09 December 2014 approved the CSR Policy of the Company and its Group Companies ("the Group") pursuant to the provisions of Section 135 of the Companies Act, 2013 ("the Act") read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Committee has identified the following thrust areas around which the group shall be focusing its CSR initiatives and channelizing the resources on a sustained basis:

a. **Environment Sustainability –**
- Promote the green concept to reduce the environmental impact.
- Energy conservation vouch for a greener tomorrow.
- Create a green belt through plantation program.

b. **Education & Employability –**
- Empower people through employability programs to support future livelihood.
- Support visually challenged people through perfumery trainings and employability.
- Support the cause of girl child education and empowerment.
- Equip and upgrade educational infrastructure set up with an aim to provide improved and advanced education system.

c. **Research Activities –**
- Empower research activities with associations

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Ramesh Vaze	Chairman / Non-Executive Director	1	1
2.	Mrs. Prabha Vaze	Member / Non-Executive Director	1	1
3.	Mr. Shrikant Oka	Member / Independent Director	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company:

Composition of CSR Committee:
https://keva.co.in/about-keva/organizational-structure/

CSR Policy:
https://keva.co.in/investor-updates/#92-178-policies

CSR projects:
https://keva.co.in/investor-updates/#92-179-corporate-social-responsibility

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not Applicable

5. (a) **Average net profit of the Company as per sub-section (5) of Section 135 of the Act:** ₹ 84.99 Crore

(b) **Two percent of average net profit of the Company as per sub-section (5) of Section 135 of the Act:** ₹ 1.70 Crore

(c) **Surplus arising out of the CSR Projects or programmes or activities of the previous financial years:** Nil

(d) **Amount required to be set-off for the financial year, if any:** Nil

(e) **Total CSR obligation for the financial year [(b)+(c)-(d)]:** ₹ 1.70 Crore

6. (a) **Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):** ₹ 1.89 Crore

(b) **Amount spent in Administrative Overheads:** Nil

(c) **Amount spent on Impact Assessment, if applicable:** Not Applicable

(d) **Total amount spent for the Financial Year [(a)+(b)+(c)]:** ₹ 1.89 Crore

(e) **CSR amount spent or unspent for the Financial Year:**

Total Amount Spent for the Financial Year (₹ in crores)	Amount Unspent (₹ in Crores)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6) of the Act		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5) of the Act		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
1.89	NA	NA	NA	NA	NA

NA – Not Applicable

(f) **Excess amount for set off, if any:**

Sr. No.	Particular	Amount (₹ in Crore)
(i)	Two percent of average net profit of the Company as per section 135(5) of the Act	1.70
(ii)	Total amount spent for the Financial Year	1.89
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0.19
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.19

7. **Details of Unspent CSR amount for the preceding three financial years:** Not Applicable

8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:** Not Applicable

9. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per of Section 135(5) of the Act:** Not Applicable

Place: Mumbai
Date: 16 May 2025

Kedar Vaze
Whole-time Director & Group Chief Executive Officer
DIN: 00511325

Ramesh Vaze
Director & Chairman of CSR Committee
DIN: 00509751

Annexure D

Details of Remuneration of Directors, KMPs and Employees

Pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Particulars	Name of the Director / KMP	Designation	Ratio of the remuneration of each Director to the median remuneration of the employees of the Company	Percentage increase/ (decrease) in remuneration
i)	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year and the percentage increase / (decrease) in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the Financial Year 2024-25	Mr. Ramesh Vaze	Non-Executive Director – Chairman	-^	-^
		Mrs. Prabha Vaze	Non-Executive Director	0.2 : 1	(66.67)%
		Mr. Kedar Vaze	Whole-time Director & Group CEO	30.43 : 1	13.33%
		Mr. Vasant Gujarathi	Non-Executive Independent Director	1.60 : 1	(5.89)%
		Mr. Shrikant Oka	Non-Executive Independent Director	1.40 : 1	(6.66)%
		Mr. Mark Elliott	Non-Executive Independent Director	-*	-*
		Mr. Deepak Raj Bindra	Non-Executive Independent Director	0.70 : 1	(30.00)%
		Ms. Neela Bhattacherjee	Non-Executive Independent Director	1.30 : 1	(7.14)%
		Mr. Rohit Saraogi	EVP & Group CFO	25.03 : 1	13.53%
ii)	The percentage increase in the median remuneration of employees in the Financial Year	8.12%			
iii)	The number of permanent employees on the rolls of the Company.	635 (standalone basis)			
iv)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The average % increase in remuneration of management employees has been 11%. This is based on Remuneration Policy of the Company that rewards people differentially based on their performance contribution to the success of the company and also ensures that external market competitiveness and internal relativities are taken care of. Workers' average increment was 10.3% (Long Term Settlement Impact)			
v)	It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.				

Notes:

The Directors' remuneration includes commission and sitting fees, as applicable. Sitting fees are paid based on the number of Board and Committee meetings attended by the Directors.

^No commission was paid during the year under review on account of the loss incurred by the Company on a standalone basis mainly on account of the fire incident at the Company's Vashivali facility. Hence, the ratio of remuneration to median and increase in remuneration is not comparable.

* Ceased to be a Director of the Company upon completion of his second term as an Independent Director with effect from the close of business hours of 14 December 2024. Since the remuneration is only for the part of the year i.e. upto 14 December 2024, the ratio of remuneration to median and increase in remuneration is not comparable.

Report on Corporate Governance

COMPANY'S PHILOSOPHY

Your Company ("Keva" / "the Company") believes that good corporate governance is essential for achieving long-term corporate goals and enhancing stakeholder value. At Keva, thrust is on ensuring good conduct and governance by following transparency, fairness, integrity, equity and accountability in all its dealings with the customers, vendors, employees, regulatory bodies, investors and community at large. Our Corporate Governance is a reflection of our value system, work culture, ethical behaviour, accountability, transparency and long term sustainability. Keva's philosophy of Corporate Governance is built on a foundation of ethical and transparent business operations and is designed to inspire trust among all stakeholders, strengthen the Board and management accountability. Keva's philosophy embodies simplicity in vision and complexity in craft, which defines the culture of the Company. We have always endeavoured to keep our customers at our hearts, the quality of our products in minds and our long-term relationships in our sights through product quality and integrity. As the story of Keva continues to unfold, we rededicate ourselves to the next 100 years and beyond through good corporate governance and to ensure that we, together with our customers, vendors, employees and communities continue to spread our Fragrance across the world for generations to come. We have continued, spreading our fragrance at home and abroad for over a century, and commit to continue to grow and scale to newer heights through good corporate governance.

BOARD OF DIRECTORS

The Board of Directors ("Board") of the Company comprises distinguished individuals who bring with them years of illustrious experience and unparalleled knowledge. Coupled with Keva's extraordinary vision and mission, the Board enables the Company to create a mark for itself in the field of fragrances, flavours and aroma ingredients. Your Company's Board has Executive and Non-Executive Directors comprising of Independent Directors in line with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

The Board along with its Committees provides leadership and guidance to the Company's management and also direct, supervise and control the performance of the Company. The Board currently comprises of 7 (Seven) Directors out of which 6 (Six) Directors (86%) are Non-Executive Directors. The Company has 4 (Four) Independent Directors who comprise 57% of the total strength of the Board. All the Independent Directors have confirmed that they meet the 'independence' criteria as mentioned under Regulation 16(1)(b) of the Listing Regulations and Section 149 of the Companies Act, 2013 ("the Act").

All the Non-Executive Non-Independent Directors are liable to retire by rotation. Mr. Ramesh Vaze is husband of Mrs. Prabha Vaze and father of Mr. Kedar Vaze. Mr. Ramesh Vaze and Mrs. Prabha Vaze are parents of Mr. Kedar Vaze. None of the other Directors are related to any other Directors on the Board.

Appointment of Executive Director including the tenure and terms of remuneration are approved by the Members of the Company. During the year under review, 5 (Five) Board Meetings were held on 27 May 2024, 13 August 2024, 14 November 2024, 12 February 2025 and 31 March 2025. The intervening gap between any two consecutive meetings did not exceed 120 days.

Below table illustrates the composition of the Board, Directors' attendance at Board Meetings held during the financial year under review and at the last Annual General Meeting ("AGM"), number of Directorships held in other companies, total number of committee positions held in other companies and names of other listed entities in which Directorship is held including Category of Directorships as at 31 March 2025:

Name of the Director and DIN	No. of Board Meetings held	No. of Board Meetings attended	Category	Attendance at last AGM	Number of Other Directorships*	Committee Positions of the Board of other companies^		Directorship in other listed entities
						Chairman	Member	
Mr. Ramesh Vaze DIN: 00509751	5	4	Non-Executive Chairman/ Promoter	Yes	3	-	1	-
Mrs. Prabha Vaze DIN: 00509817	5	2	Non-Executive/ Promoter	Yes	3	-	-	-
Mr. Kedar Vaze DIN: 00511325	5	5	Whole-time Director & Group CEO/ Promoter	Yes	3	-	2	-
Mr. Shrikant Oka DIN: 08135918	5	5	Non-Executive/ Independent	Yes	-	-	2	-
Mr. Mark Elliott^^ DIN: 08594890	3	3	Non-Executive/ Independent	Yes	-	-	-	-
Mr. Deepak Raj Bindra DIN: 06835196	5	4	Non-Executive/ Independent	Yes	-	-	1	-
Mr. Vasant Gujarathi DIN: 06863505	5	5	Non-Executive/ Independent	Yes	1	4	-	Aurum Proptech Limited-Independent Director
Ms. Neela Bhattacherjee DIN: 01912483	5	5	Non-Executive/ Independent	Yes	1	-	1	-

*Excluding the Company and Private Limited Companies (other than subsidiaries of public companies), foreign companies, high value debt listed entities and Companies incorporated under Section 8 of the Act.

^For the purpose of mentioning committee positions, the Company and all Public Limited Companies (including subsidiaries of public companies), whether listed or not, have been included and all other companies including private limited companies, foreign companies, high value debt listed entities and companies under Section 8 of the Act, have been excluded. Audit Committee and Stakeholders' Relationship Committee are considered for the purpose of reckoning committee positions.

^^Ceased to be a Director of the Company upon completion of his second term as an Independent Director with effect from the close of business hours of 14 December 2024.

Limit on the number of Directorships/Committee Memberships

None of the Directors on the Company's Board is a Member of more than ten committees and Chairman of more than five committees [committees being Audit Committee and Stakeholders' Relationship Committee] across all the Indian public limited companies in which he/she is a Director. All the Directors have periodically made necessary disclosures regarding their Directorship and Committee positions held by them in other companies and do not hold the office of Director in more than twenty companies, including ten public companies. Further, none of the Directors who are serving as a Managing Director/ Whole Time Director in any listed company are serving as an Independent Director in more than three Listed Companies. None of the Directors on the Board of the Company serve as a director in more than seven listed companies or as an Independent Director in more than seven listed companies.

Independent Directors

Individuals of eminence with an independent standing in their respective fields or professions and the ability to meaningfully contribute to the Company's business and policy decisions, are considered for appointment as Independent Directors. In accordance with Section 149(10) and Section 149(11) of the Act, the current tenure of Independent Directors of the Company is for a term ranging from three to five years from the date of their appointment.

In order to familiarize the Independent Directors about the various business drivers, they are updated through presentations at Board Meetings about the performance and financials of the Company. In addition, periodic presentations on various business segments and operational functions are provided to keep them well-informed.

In the opinion of the Board, all the Independent Directors fulfill the conditions specified under the Act and the Listing Regulations and are independent of the management. During FY 2024-2025, Mr. Mark Elliott ceased to be Independent Director of the Company with effect from close of business hours of 14 December 2024 upon completion of his second term.

One Independent Directors' meeting was convened on 31 March 2025, to review the performance of the Non-Independent Directors including the Chairman and performance of the Board as a whole and to assess the quality, quantity and timeliness of flow of information between the Management of the Company and the Board of Directors. The Non-Independent Directors did not take part in the meeting.

Board Evaluation

Pursuant to the provisions of the Listing Regulations and the Act, the Board has carried out an annual evaluation of its own performance and that of its Committees as well as performance of all the Directors individually including Independent Directors, Chairman of the Board and Whole-time Director & Group Chief Executive Officer.

A separate exercise was carried out by the Nomination & Remuneration Committee of the Board to evaluate the performance of Individual Directors. The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance evaluation of the Chairman of the Board was also carried out by the Independent Directors taking into account the views of the Executive Directors and Non-Executive Directors. The performance evaluation of the Executive Director of the Company was carried out by the Chairman of the Board and other Directors.

The performance evaluation of Chairman of the Board is based on various criteria inter alia including the Chairman's leadership, mentoring and effective engagement with other Board members during and outside the meetings.

The performance evaluation of the Executive Director is based on various criteria inter alia including standards of integrity, fairness and transparency demonstrated, identification of strategic targets, anticipation of future demands and opportunities, engagement with Board members, updating Board on significant issues, commitment to organisational values, vision and mission, adaptation to meet changing circumstances, knowledge and sensitivity of stakeholders' needs within and outside the Company.

The performance evaluation of Independent Directors is based on various criteria inter alia including attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, ability to maintain independence etc.

The Independent Directors discuss the performance of Non-Independent Directors and Board as a whole. The Nomination and Remuneration Committee conducts an evaluation of every Director's performance. The performance evaluation of all Independent Directors is done by entire Board excluding the Director being evaluated.

Feedback was sought by way of a structured questionnaire covering various aspects of the functioning of the Board and its Committee such as adequacy of the constitution and composition of the Board and its Committees, processes followed at the meeting, Board's functioning, etc. Similarly, for evaluation of Individual Directors' performance, the questionnaire covered various aspects like his/her contribution in Board and Committee meetings, knowledge to perform role etc.

The Directors expressed their satisfaction with the evaluation process carried during FY 2024-25.

Familiarization Programme

The Company conducts familiarization programmes for Independent Directors to provide them an opportunity to familiarize with the Company, its Management and its operations to gain a clear understanding of their roles and responsibilities and contribute significantly towards the growth of the Company. The details of the familiarization programmes are disclosed on the website of the Company at https://keva.co.in/investor-updates/#92-180-familiarization-programmes

Details of skills/expertise/competence of the Board

The Board comprises of qualified members who bring in the required skills, competence and expertise that allow them to make effective contribution to the Board and its Committees. In the context of Company's business and the industry in which the Company operates, the Board Members have appropriate experience and have the following skills/area of expertise/competencies as on 31 March 2025:

Skills/Expertise/Competence	Name of the Board of Directors
Business Operations	Mr. Ramesh Vaze, Mr. Kedar Vaze, Mr. Deepak Raj Bindra
Consumer Sales/Marketing	Mr. Ramesh Vaze, Mr. Kedar Vaze, Mr. Deepak Raj Bindra
Finance	Mr. Vasant Gujarathi, Mr. Kedar Vaze
Legal, Corporate Governance, Regulatory	Mr. Shrikant Oka
Knowledge of F&F and FMCG sector	Mr. Ramesh Vaze, Mr. Kedar Vaze, Mr. Deepak Raj Bindra
Strategy and Business Development	Mr. Ramesh Vaze, Mr. Kedar Vaze, Mr. Deepak Raj Bindra, Mr. Vasant Gujarathi, Mr. Shrikant Oka, Ms. Neela Bhattacherjee, Mrs. Prabha Vaze
Corporate Social Responsibility	Mrs. Prabha Vaze, Mr. Ramesh Vaze
Information Technology	Ms. Neela Bhattacherjee

Board Procedures

The required information including information as enumerated in Part A of Schedule II of the Listing Regulations is made available to the Board of Directors for discussions and consideration at Board Meetings. The Board meets atleast once in a quarter to review financial results and operations of the Company. In addition to the above, the Board also meets as and when necessary to address specific issues concerning the businesses of your Company.

The Board periodically reviews compliance reports pertaining to all laws applicable to the listed entity, prepared by the Company as well as steps taken by the Company to rectify instances of non-compliances. The Board has formulated a Risk Management Policy for the Group.

The agenda papers for the Board and Committee meetings are disseminated electronically on a real-time basis, thereby eliminating circulation of printed agenda papers. Board Meetings are governed by a structured Agenda. All material information except unpublished price sensitive information are incorporated in the agenda papers to facilitate meaningful and focused discussions at the meeting. With the consent of the Board, all unpublished price sensitive information is circulated to the Board and its committees at a shorter notice.

The Company Secretary attends all the meetings of the Board and its Committees and is, inter alia, responsible for recording the minutes of such meetings. The draft minutes of the Board and its Committees are sent to the members for their comments in accordance with the Secretarial Standard on Meetings of the Board of Directors ("SS-1") issued by the Institute of Company Secretaries of India. Thereafter, the minutes are entered in the minutes book within 30 (thirty) days of conclusion of the meetings, subsequent to incorporation of the comments, if any, received from the members.

The important decisions taken at the Board Committee Meetings are promptly communicated. A report on the action taken on the decisions/suggestions of the previous meeting(s) is placed at the immediately succeeding meeting of the Board/Committee for noting the same.

All recommendations made by the Committees of the Board had been accepted by the Board during the year under review.

CEO/CFO Certification

The Whole-time Director & Group Chief Executive Officer and Group Chief Financial Officer of the Company have jointly provided an annual certification on financial reporting and internal controls to the Board and Audit Committee in terms of Regulation 17(8) of the Listing Regulations and quarterly certification on financial results while placing the financial results before the Board and Audit Committee in terms of Regulation 33(2) of the Listing Regulations.

Code of Conduct

Your Company is committed to ensure that its business is conducted, in all respects and at all the times, according to ethical, professional and legal standards, which prevail from time to time, in the industrial sector in which the Company conducts its business. The Company has laid down a Code of Conduct for all the Board Members (including Independent Directors), Senior Management and other Employees of the Company. The Code is intended to serve as a source of guiding principles for Directors, Officers and Employees. The Code has been posted on the website of the Company at https://keva.co.in/investor-updates/#92-178-policies. A declaration signed by the Whole-time Director & Group Chief Executive Officer to this effect is appended at the end of this Report. Additionally, a Policy for Management of Conflict of Interest involving Promoters, Directors, Key Managerial Personnel and Senior Leadership Team has been put in place by the Company to promote honest and ethical conduct including the handling of actual, apparent or potential conflict of interests between personal and professional relationships, enhance transparency and to uphold the values and ethics of Keva.

Remuneration Policy

The Company has a well-defined policy for remuneration of Directors, Senior Management, Key Managerial Personnel ("KMPs") and other employees encompassing inter-alia, the criteria for making payments to Executive, Non-Executive Directors, KMPs and other employees. The said policy is available on the website of the Company at https://keva.co.in/investor-updates/#92-178-policies.

Remuneration to Directors

The Nomination and Remuneration Committee ("NRC") determines and recommends to the Board the remuneration, in whatsoever form, payable to all the Directors within the limits approved by the Shareholders and prescribed under the applicable provisions of the Act and the Listing Regulations.

- **Remuneration to Executive Directors**
  The Company's Board consisted of one Executive Director as on 31 March 2025 i.e. Mr. Kedar Vaze - Whole-time Director & Group Chief Executive Officer ("WTD & Group CEO"). The remuneration to the WTD & Group CEO consists of both fixed compensation and variable compensation and is paid as salary, performance pay and perquisites as recommended by the NRC. The WTD & Group CEO is also entitled to commission on consolidated net profits of the Company. The remuneration is approved by the Board within the overall limits specified in the Shareholders' approval. The WTD & Group CEO is not paid sitting fees for attending the Board or Committee meetings and is not entitled to receive any severance pay. The notice period is three months. No stock options have been issued to the WTD & Group CEO during the year under review.

- **Remuneration to Non-Executive Directors**
  The Non-Executive Directors are entitled to sitting fees for the Board and Committee meetings attended by them within the limits prescribed under the Act. In addition, the Chairman of the Board is also entitled to remuneration by way of commission. The Company does not have a practice of paying severance fees to any of its Non-Executive Directors.

- **Details of remuneration paid to Directors for the Financial Year 2024-25 along with their respective shareholding in the Company are as under:**

Amount (₹ in Crores)

Name of Director	Salary & Perquisites	Contribution to Funds	Performance Linked Variable Incentive	Commission	Sitting Fees	Total	Number of Equity Shares held as on 31 March 2025
Mr. Ramesh Vaze	-	-	-	-^	0.05	0.05	14,48,980
Mrs. Prabha Vaze	-	-	-	-	0.02	0.02	17,97,309
Mr. Kedar Vaze	2.47	0.15	0.38	-^^	-	3.00#	1,49,06,555
Mr. Shrikant Oka	-	-	-	-	0.14	0.14	-
Mr. Deepak Raj Bindra	-	-	-	-	0.07	0.07	-
Mr. Mark Elliott*	-	-	-	-	0.03	0.03	-
Mr. Vasant Gujarathi	-	-	-	-	0.16	0.16	-
Ms. Neela Bhattacherjee	-	-	-	-	0.13	0.13	-

*ceased to be a Director of the Company with effect from close of business hours of 14 December 2024.

^No commission was paid during the year under review on account of the loss sustained by the Company as reflected in Profit & Loss Account on a standalone basis for the Financial Year 2024-25 mainly on account of the fire incident at the Company's Vashivali facility.

^^Mr. Kedar Vaze is entitled to a commission of ₹ 0.73 Cr on the consolidated profits of the Company and the same is yet to be paid to him. Considering the loss incurred by the Company on a standalone basis mainly on account of the fire incident at the Company's Vashivali facility, the said commission will be paid to him upon approval of the Members of the Company at the 69th Annual General Meeting of the Company.

#The Company is seeking approval of the Members at the 69th Annual General Meeting for waiver of the recovery of the remuneration amounting to Rs. 1.79 Crore paid to Mr. Kedar Vaze for the Financial Year 2024-25 which is in excess of the limits prescribed under Section 197 read with Schedule V of the Act in view of the loss sustained by the Company as reflected in Profit & Loss Account on a standalone basis for the Financial Year 2024-25 and which is within the limit as approved by the Members of the Company at the Annual General Meeting held on 01 September 2020. Please refer Notice of the 69th Annual General Meeting for details in this regard.

During the FY 2024-25, the Company did not advance any loan to any of its Directors.

COMMITTEES OF THE BOARD

The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference of various Committees. At present, there are 5 committees of the Board – Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders' Relationship Committee and Risk Management Committee.

The Committees operate as empowered agents of the Board as per their terms of reference. The Board of Directors and the Committees also take decisions by circular resolutions which are noted at the next meeting. The minutes of the meetings of all Committees of the Board of the Company and its subsidiaries are placed before the Board for discussion/noting.

Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance are provided below. The composition of the Committees is also available on the website of the Company at https://keva.co.in/about-keva/organizational-structure/

AUDIT COMMITTEE

Composition, Meetings and Attendance

As on 31 March 2025, the Audit Committee comprised of the four members of which three are Non-Executive Independent Directors and one is an Executive Director. All the Members of the Committee possess knowledge of accounting and financial management. The Chairman of the Committee is a member of the Institute of Chartered Accountants of India. The Company Secretary is the Secretary to the Committee. The Committee invites representative of Internal Auditors and Statutory Auditors and any other such executives to be present at the meetings of the Committee. The Committee met 5 (five) times during the year on 27 May 2024, 13 August 2024, 14 November 2024, 12 February 2025 and 31 March 2025. The gap between two Meetings did not exceed 120 days. All recommendations made by the Audit Committee during the financial year under review were accepted by the Board. Mr. Vasant Gujarathi, Chairman of the Committee was present at the previous Annual General Meeting of the Company held on 22 August 2024.

Composition of the Committee and attendance of the members at the meetings held during the year:

Name of the member of Committee	Category of the Director	Nature of Membership	No. of Meetings	
			Held	Attended
Mr. Vasant Gujarathi	Non-Executive/ Independent	Chairman	5	5
Mr. Kedar Vaze	Whole-time Director & Group CEO/ Promoter	Member	5	5
Mr. Shrikant Oka	Non-Executive/ Independent	Member	5	5
Ms. Neela Bhattacherjee	Non-Executive/ Independent	Member	5	5

Terms of Reference

The terms of reference of the Audit Committee inter alia include the following:

1) Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

2) Providing recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

3) Review and monitor the auditor's independence and performance and effectiveness of audit process;

4) Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

5) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

6) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

   a. Matters required to be included in the 'Director's Responsibility Statement' to be included in the Board's report;

   b. Changes, if any, in accounting policies and practices and reasons for the same;

   c. Major accounting entries involving estimates based on the exercise of judgment by management;

   d. Significant adjustments made in the financial statements arising out of audit findings;

   e. Compliance with listing and other legal requirements relating to financial statements;

   f. Disclosure of any related party transactions; and

   g. Qualifications in the draft audit report.

7) Reviewing with the management the quarterly financial statements before submission to the Board for approval;

8) Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization

of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

9) Reviewing with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;

10) Reviewing the adequacy of internal audit functions, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

11) Discussion with internal auditors on any significant findings and follow up there on;

12) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

13) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

14) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

15) To review the functioning of the whistle blower mechanism, in case the same is existing;

16) Approval of appointment of the chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate;

17) To investigate any activity within its terms of reference;

18) To seek information from any employee;

19) To obtain outside legal or other professional advice;

20) To secure attendance of outsiders with relevant expertise, if it considers necessary;

21) Approval or any subsequent modification of transactions of the company with related parties;

22) Scrutiny of inter-corporate loans and investments;

23) Valuation of undertakings or assets of the company, wherever it is necessary;

24) Evaluation of internal financial controls and risk management systems;

25) Reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding ₹ 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;

26) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders; and

27) Carry out any other function as mentioned in the terms of reference.

NOMINATION AND REMUNERATION COMMITTEE

Composition, Meetings and Attendance

As on 31 March 2025, the Nomination and Remuneration Committee comprised of three members, all of them being Non-Executive Independent Directors. The Committee met 3 (three) times during the year on 27 May 2024, 14 November 2024 and 31 March 2025. The Chairperson of the Nomination and Remuneration Committee was present at the previous Annual General Meeting of the Company.

Composition of the Committee and attendance of the members at the meetings held during the year:

Name of the member of the Committee	Category of Director	Nature of Membership	No. of Meetings	
			Held	Attended
Ms. Neela Bhattacherjee	Non-Executive/ Independent	Chairperson	3	3
Mr. Deepak Raj Bindra	Non-Executive/ Independent	Member	3	2
Mr. Vasant Gujarathi	Non-Executive/ Independent	Member	3	3

The Company Secretary is the Secretary to the Committee.

Terms of Reference

The terms of reference of the Nomination and Remuneration Committee inter alia include the following:

1) Identifying persons who are qualified to become directors and who may be appointed in senior management positions in accordance with the criteria laid down and recommend to the board their appointment and removal;

2) Formulate performance evaluation criteria for the directors and carry out evaluation of every director's performance;

3) Devising a policy on the board's diversity;

4) Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy, relating to the remuneration for the directors, key managerial personnel and other employees;

5) Ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

6) Ensure relationship of remuneration to performance is clear and meets appropriate performance benchmarks;

7) Ensure remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;

8) For every appointment of an independent director, evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director; and

9) To recommend to the Board remuneration payable to senior management.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Composition, Meeting and Attendance

As on 31 March 2025, the Corporate Social Responsibility Committee comprised of the three members, all of which were Non-Executive Directors and the Committee met once during the year on 27 May 2024, attendance of which is mentioned below:

Name of the member of the Committee	Category of Director	Nature of Membership	No. of Meetings	
			Held	Attended
Mr. Ramesh Vaze	Non-Executive Chairman/ Promoter	Chairman	1	1
Mrs. Prabha Vaze	Non-Executive/ Promoter	Member	1	-
Mr. Shrikant Oka	Non-Executive/ Independent	Member	1	1

The Company Secretary is the Secretary to the Committee.

Terms of Reference

The terms of reference of the CSR Committee inter alia include the following:

1) Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by our Company as specified in Schedule VII of the Act;

2) Recommend the amount of expenditure to be incurred on activities referred in the Corporate Social Responsibility Policy; and

3) Monitor the Corporate Social Responsibility Policy of our Company and its implementation from time to time.

STAKEHOLDERS' RELATIONSHIP COMMITTEE (SRC)

Composition, meetings and attendance

As on 31 March 2025, the Stakeholders' Relationship Committee comprised of the three members, all of them being Non-Executive Directors and the Committee met once during the year on 27 May 2024.

Name of the member of the Committee	Category of Director	Nature of Membership	No. of Meetings	
			Held	Attended
Mr. Vasant Gujarathi	Non-Executive/ Independent	Chairman	1	1
Mr. Deepak Raj Bindra	Non-Executive/ Independent	Member	1	1
Mr. Shrikant Oka	Non-Executive/ Independent	Member	1	1

The Company Secretary acts as the Secretary to the Committee.

The Chairman of the Stakeholders' Relationship Committee was present at the previous Annual General Meeting of the Company. The Committee deals with matters relating to redressal of shareholders'/investors' grievances, investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities and complaints relating to non-receipt of declared dividends, balance sheets etc.

Terms of Reference

The terms of reference of the Stakeholders' Relationship Committee, inter alia, include the following:

1) Considering and resolving the grievances of security holders of the company, including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc;

2) Giving effect to all transfer/transmission of shares and debentures, dematerialization of shares split and issue of duplicate/consolidated share certificates, allotment and listing of shares, buy back of shares, compliance with all the requirements related to shares, debentures and other securities from time to time;

3) To oversee the performance of the Registrar & Share Transfer Agent of the Company and to recommend measures for overall improvement in the quality of investor services and also to monitor the implementation and compliance of the code of conduct for prohibition of insider trading pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time and other related matters as may be assigned by the board of directors;

4) Reviewing the measures taken for effective exercise of voting rights by shareholders;

5) Reviewing adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; and

6) Reviewing 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.

Details of shareholders' / investors' complaints:

During the Financial Year ended 31 March, 2025, 1 complaint was received from a shareholder and the same has been resolved to the satisfaction of the shareholder. There were no pending complaints as on 31 March 2025.

Compliance Officer

Mr. Rohit Saraogi ceased to be the Company Secretary and Compliance Officer of the Company with effect from the close of business hours of 30 April 2025 and Ms. Deepti Chandratre was appointed as the Company Secretary, Key Managerial Personnel and Compliance Officer of the Company with effect from 01 May 2025.

RISK MANAGEMENT COMMITTEE

Composition, meetings and attendance

As on 31 March 2025, the Risk Management Committee comprises a combination of Board Members and Senior Executive of the Company. The Committee met twice during the year on 13 August 2024 and 12 February 2025.

Composition of the Committee and attendance of the members at the meetings held during the year:

Name of the member of the Committee	Category of the Director	Nature of Membership	No. of Meetings	
			Held	Attended
Mr. Shrikant Oka	Non-Executive/ Independent	Chairman	2	2
Mr. Vasant Gujarathi	Non-Executive/ Independent	Member	2	2
Mr. Kedar Vaze	Whole-time Director & Group CEO	Member	2	2
Mr. Rohit Saraogi	EVP & Group CFO	Member	2	2

The Company Secretary is the Secretary to the Committee.

Terms of Reference

The terms of reference of the Risk Management Committee, inter alia, include the following:

1) Periodically review the Risk Management Policy including evaluating the adequacy of risk management systems;

2) Defining and implementing framework for identification and assessment of risk at enterprise level across all functions;

3) Monitoring implementation plan for mitigating risk including strengthening of internal financial control;

4) Reviewing the company financial and risk management policies including cyber security;

5) Reviewing the business continuity plan;

6) Ensuring that the Company is taking appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities; and

7) Carrying out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable.

SENIOR MANAGEMENT PERSONNEL (SMPs):

Details of SMPs as defined under the Listing Regulations as on 31 March 2025:

1. Mr. B Ramkrishnan - CEO – Commercial & Operations, Asia & USA
2. Ms. Medha Tawde Bhagat - Executive Vice President - Fragrance Asia Corporate & Global Accounts
3. Ms. Avani Mainkar - Chief Scientific Officer
4. Mr. Rohit Saraogi - Executive Vice President & Group CFO*
5. Mr. Nishant Kolgaonkar – Group CHRO
6. Mr. Swapneel Kore - Chief Information Officer
7. Mr. Amit Gulati - Chief Operating Officer - Asia (Fragrance & Flavours)
8. Mr. Prashantkumar Kudli - Vice President – AID
9. Mr. Venkatesh Ganesan - Global Creative Business Process Owner – Fragrance
10. Mr. Mukesh Mittal – Associate Vice President - Procurement (F&F)
11. Mr. Rajeev Mishra - Associate Vice President - Strategy (Fragrance & AID)

*Ceased to be the Company Secretary with effect from close of business hours of 30 April 2025 but continues to be Group CFO

Details of changes in SMPs during the year:

Mr. Srinivasan Parthasarathy, Executive Vice President - New Initiatives Fragrance and Mr. Pankaj Dande, AVP - Operations & Systems ceased to be SMPs with effect from close of 31 July 2024 and 14 June 2024 respectively.

Mr. Amit Gulati - Chief Operating Officer - Asia (Fragrance & Flavours) and Mr. Rajeev Mishra - Associate Vice President - Strategy (Fragrance & AID) were appointed as SMPs with effect from 01 July 2024 and 03 February 2025 respectively.

DISCLOSURES

General Body Meetings

Annual General Meetings

Year	Date	Time	Special Resolutions passed
2021-22	10 August 2022	4:30 p.m.	a) Appointment of Ms. Neela Bhattacherjee (DIN: 01912483) as an Independent Director of the Company for a term of 5 (five) years with effect from May 25, 2022. b) Payment of remuneration by way of commission to Mr. Ramesh Vaze (DIN: 00509751) as a Non-Executive Director and Chairman of the Board.
2022-23	10 August 2023	4:30 p.m.	Payment of remuneration by way of commission to Mr. Ramesh Vaze (DIN: 00509751) as a Non-Executive Director and Chairman of the Board.
2023-24	22 August 2024	4:00 p.m	Payment of remuneration by way of commission to Mr. Ramesh Vaze (DIN: 00509751) as a Non-Executive Director and Chairman of the Board.

The Company conducted the Annual General Meetings (AGMs) in the year 2022, 2023 and 2024 through Video Conferencing/Other Audio Visual Means ("VC"/"OAVM") pursuant to the Circulars issued by the Ministry of Corporate Affairs and SEBI from time to time.

In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15 April, 2020 issued by the ICSI, the proceedings of the AGMs of the Company held in the year 2022, 2023 and 2024 were deemed to have been conducted at the Registered Office of the Company being the deemed venue of the AGMs.

No Extraordinary General Meeting was held during the Financial Year 2024-25.

Postal Ballot:

During the year, the following resolution was passed by the shareholders by way of postal ballot through e-voting:

Details	Type of Resolution	Votes cast in favour		Votes cast against	
		No. of Votes	%	No of Votes	%
To increase the limits available for making investments / extending loans and giving guarantees or providing securities in connection with loan(s) to Person(s) / Bodies Corporate(s) under Section 186 of the Companies Act, 2013	Special Resolution	8,44,51,494	92.4	69,46,673	7.6
Scrutinizer for Postal Ballot	Mr. Vishwanath (Membership No. A14521/CP. No.25099), Designated Partner, M/s Sharma and Trivedi LLP, Company Secretaries				
Date of Notice of Postal Ballot	03 June 2024				
Declaration of results of Postal Ballot	05 July 2024				

Procedure followed by the Company for conducting Postal Ballot:

The Postal Ballot was carried out as per the provisions of and procedure prescribed under Section 110, Section 108 and other applicable provisions of the Act, read with the Rules framed thereunder and applicable circulars issued by the Ministry of Corporate Affairs from time to time.

Details of special resolution proposed to be transacted through postal ballot:

No special resolution is proposed to be passed through Postal Ballot as on the date of this Report. None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through Postal Ballot.

Means of Communication

The Company's financial results are announced in accordance with the Regulation 33 of the Listing Regulations and are published in the newspapers in accordance with Regulation 47 of the Listing Regulations. However, in line with the recent amendments to the Listing Regulations which provide for an option to publish an advertisement with the QR code and web link to the page where full financial results of the Company are available (instead of publishing the financial results), the Company, from Q3 of FY 2024-25, has been publishing advertisement providing QR code to access the financial results. The same is usually published in Financial Express, an English financial daily and Mumbai Lakshadeep, a vernacular newspaper.

The Company participates in various investor conferences and analyst meets and makes presentation thereat. Financial Results, Press Releases, Investor Presentations, Audio Recordings and Transcripts of the Quarterly Earnings Calls, Annual Reports, Shareholding Pattern, Intimation of Board Meeting and other relevant details are submitted to the Stock Exchanges and are also hosted on the Company's website i.e. www.keva.co.in.

General Shareholder Information

Annual General Meeting	:	Date and Time – Tuesday, 12 August 2025; 4:30 pm (through Video Conferencing / Other Audio Visual Means as set out in the Notice convening the Annual General Meeting)
Financial Year	:	01 April to 31 March
Financial Reporting for:		
Quarter ending June 30, 2025	:	On or before 14 August 2025
Half-year ending September 30, 2025	:	On or before 14 November 2025
Quarter ending December 31, 2025	:	On or before 14 February 2026
Year ending March 31, 2026 Note: The above dates are indicative.	:	On or before 30 May 2026
Record Date	:	Friday, 01 August, 2025
Date of Dividend Payment	:	On or after Tuesday, 12 August 2025
Corporate Identity Number	:	L74999MH1955PLC009593
ISIN	:	INE500L01026
Registrar & Transfer Agent	:	MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited)
Plant Locations of the Group	:	Vashivali, Mulund, Vapi, Mahad, Gurugram, Milan, Amsterdam and Almere

Listing Details

Stock Exchange	Address	Stock / Script Code
BSE Limited (BSE)	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	539450
National Stock Exchange of India Limited (NSE)	Exchange Plaza, Bandra Kurla Complex, Mumbai 400 051	SHK

The listing fees for the FY 2024-25 have been paid to the above Stock Exchanges

Dyring the year under review, the securities of the Company had not been suspended from trading.

Dematerialisation of Shares, Liquidity and Share Transfer System

The Company's equity shares are traded in the electronic form. The market lot of the Company is one share and the stock is liquid. The Company has connectivity with both National Securities Depository Limited and Central Depository Services (India) Limited for dematerialisation of equity shares. The entire shareholding of the Company has been in dematerialized mode and there is NIL physical shareholding as on 31 March 2025. As per the Listing Regulations, Transfer / Transmission of Equity Shares of the Company can be made only in dematerialised form.

Distribution of Shareholding as on 31 March 2025

Category of Shares	Number of Shareholders#	% of Shareholders	Number of Shares held	% of Shareholding
0	1*	0.00	0	0.00
1 – 500	41,415	86.0142	37,63,992	2.7192
501 – 1000	2856	5.9316	22,27,622	1.6093
1001 – 2000	1756	3.6470	26,12,572	1.8874
2001 – 3000	622	1.2918	15,67,353	1.1323
3001 – 4000	382	0.7934	13,35,662	0.9649
4001 – 5000	254	0.5275	11,86,349	0.8571
5001 – 10000	441	0.9159	32,35,262	2.3373
10001 and above	423	0.8785	12,24,91,989	88.4925
Total	**48,149**	**100**	**13,84,20,801**	**100.00**

* Belongs to promoter group

Number of Shareholders are calculated on the basis of number of folios

Category wise Shareholding Pattern as on 31 March 2025

Category of Shareholder	Number of Shares held	% of Shareholding
(A) Promoter & Promoter Group		
1. Individual	2,36,01,404	17.05
2. Bodies Corporate, Partnership Firm and Trust	5,31,90,584	38.43
(A) Total Shareholding of Promoter & Promoter Group	7,67,91,988	55.48
(B) Public		
1. Mutual Funds, Banks and Insurance Companies	39,97,716	2.89
2. Alternate Investment Funds (AIF)	7,57,393	0.55
3. Foreign Portfolio Investors (FPI)	99,88,341	7.22
4. Investor Education and Protection Fund (IEPF)	281	0.00
5. Residential Individuals	2,57,52,957	18.60
6. Non Resident Indians (NRIs)	11,98,609	0.87
7. Bodies Corporate	1,81,53,298	13.11
8. Others	17,80,218	1.29
(B) Total Public Shareholding	**61628813**	**44.52**
(C) Non-Promoter Non-Public	-	-
Total (A) + (B) + (C)	**13,84,20,801**	**100.00**

Outstanding GDRs/ADRs/Warrants or Any Convertible Instruments, Conversion Date and likely impact on equity
The Company has no outstanding GDRs/ADRs/Warrants/Convertible instruments as on 31 March 2025.

Details of public funding obtained in the previous three years
The Company has not obtained any public funding in the previous three years.

Statutory requirements regarding transfer of dividend and/or shares to IEPF
In accordance with the provisions of sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends which remain unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account shall be transferred by the Company to the Investor Education and Protection Fund ("IEPF"). The IEPF Rules mandate companies to transfer all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more in the name of IEPF. The Members whose dividend/ shares are transferred to the IEPF Authority can claim their shares/dividend from the IEPF Authority following the procedure prescribed in the IEPF Rules.

In accordance with the said IEPF Rules and its amendments, the Company had sent notices to all the Shareholders whose shares were due for transfer to the IEPF Authority and simultaneously published newspaper advertisement.

Transfer of unpaid or unclaimed dividends to IEPF
Details of dividend transferred to IEPF during FY 2024-25 in accordance with the applicable provisions of the Act and IEPF Rules are given below:

Financial Year	Type of Dividend	Dividend declared on	Amount transferred to IEPF (in ₹)	Date of transfer to IEPF
2016-17	Final	10 August 2017	65,224.25	1 October 2024
2023-24	Interim	29 March 2024	147.75	24 April 2024

Transfer of shares to Investor Education and Protection Fund
During the year 2024-25, the Company transferred 84 Equity Shares to IEPF Authority corresponding to unclaimed dividend for the year 2016-17. The IEPF Authority holds 281 Ordinary (Equity) Shares in the Company as on 31 March, 2025. The voting rights on these shares shall remain frozen until the rightful owner claims the shares.

Unclaimed Dividend
The following table provides dates on which unclaimed dividend and their corresponding shares would become liable to be transferred to the IEPF:

Financial Year	Type of Dividend	Date of Declaration	Due date for transfer to IEPF	Amount unclaimed as on March 31, 2025 (₹)
2017-18	Final	09 August 2018	14 September 2025	56,595.00
2019-20	Interim	18 March 2020	23 April 2027	24,388.40
2020-21	Interim	11 November 2020	17 December 2027	46,458.00
2020-21	Final	10 August 2021	15 September 2028	55,808.00
2021-22	Final	10 August 2022	15 September 2029	29,900.25
2022-23	Final	10 August 2023	15 September 2030	85,012.00
2023-24	Interim	29 March 2024	04 May 2031	1,29,857.75

The Company has appointed a Nodal Officer under the provisions of IEPF Rules, the details of which are available on the website of the Company https://keva.co.in/investor-updates/.

Audit of Reconciliation of Share Capital
As stipulated by SEBI, a Practicing Company Secretary carries out the Audit of Reconciliation of Share Capital on a quarterly basis to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and paid-up capital. The report is submitted on the designated Stock Exchanges.

Compliance with Secretarial Standards
The Institute of Company Secretaries of India, a statutory body, has issued Secretarial Standards on Meetings of the Board of Directors and General Meetings. The Company has complied with all the applicable provisions of the Secretarial Standards.

Address for Correspondence
Shareholders may correspond with the Registrar and Transfer Agents of the Company for all matters relating to transfer/ dematerialisation of shares, payment of dividends or any other query relating to Equity Shares of your Company at:

MUFG Intime India Private Limited
(Formerly known as Link Intime India Private Limited)
Address: C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai-400083
Tel. No.: +91 22 49186000
Fax No.: +91 22 4918 6060
Website: in.mpms.mufg.com
Email: rnt.helpdesk@in.mpms.mufg.com

The Company has also designated investors@keva.co.in as an exclusive e-mail ID for the Investors for the purpose of registering complaints and the same has been displayed on the Company's website.

Shareholders would have to correspond with their respective Depository Participants for transfer/transmission of shares, change of address, change in Bank details etc. for the shares held in dematerialised form.

For all investor related matters, the Compliance Officer can also be contacted at:

Ms. Deepti Chandratre
Global Legal Counsel and Company Secretary
S H Kelkar and Company Limited
Address: Lal Bahadur Shastri Marg, near Balrajeshwar Temple, Mulund (West), Mumbai - 400 080
Tel. No: +91 22 6606 7777
Fax No: +91 22 6606 7726
Email: investors@keva.co.in

Your Company can also be visited at its website www.keva.co.in.

Credit Rating
Long term rating of the Company by CRISIL Ratings Limited, a credit rating agency, is as under:

Particulars	Rating
Bank facilities of ₹ 302 Crore	CRISIL AA-/(Stable)

Other Disclosures
A. Related Party Transactions

The Company has formulated a Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions in line with the requirements of Section 177(4)(iv) and 188 of the Act read with Rules framed thereunder and the Listing Regulations. This Policy is available on the website of the Company at https://keva.co.in/investor-updates/#92-178-policies.

All Related Party Transactions (RPTs) entered into by the Company during the year under review were on arms' length basis and in the ordinary course of business. As a practice of good corporate governance, the Company for approval, places all the Related Party Transactions before the Audit Committee and the Board.

A statement showing the disclosure of transactions with related parties as required under Indian Accounting Standard 24 is set out separately under the Financial Statements.

There were no material transactions entered into with related parties during the period under review which may have any potential conflict with the interests of the Company.

B. Vigil Mechanism

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board has adopted a Whistle Blower Policy to provide appropriate avenues to the employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company. The policy provides for a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them. The employees are encouraged to raise any of their concerns by way of whistle blowing by conducting workshops at various units from time to time. The Whistle Blower Policy is available on the website of the Company at https://keva.co.in/investor-updates/#92-178-policies. No personnel have been denied access to the Whistle Officer / CEO / Chairman of the Audit Committee.

C. Subsidiary Companies

The Company has formulated a policy for determining material subsidiaries in terms of the Listing Regulations and is available on the website of the Company at https://keva.co.in/investor-updates/#92-178-policies. During the FY 2024-25, the Company had 4 (four) material subsidiaries viz. Keva Fragrances Private Limited ('KFG'), Keva Flavours Private Limited, Keva Europe BV and Creative Flavours & Fragrances SpA, Italy.

Of these 4 material subsidiaries, KFG falls within the criteria of Regulation 24(1) of Listing Regulations and accordingly, Ms. Neela Bhattacherjee acts as an Independent Director on the Board of KFG.

The Audit Committee reviews the financial statements and in particular, the investments made by the unlisted subsidiary companies. The summary of minutes of board meetings of the subsidiary companies are circulated to the Board of the Company along with agenda papers and the minutes are tabled at the Board meeting. The management of the unlisted subsidiary periodically brings to the notice of the Board of Directors of the Company a statement of all significant transactions and arrangements entered into by the unlisted material subsidiary.

Details of Material Subsidiaries:

Name of Material Subsidiary	Date and Place of Incorporation	Name of Statutory Auditor	Date of Appointment of Statutory Auditor
Keva Fragrances Private Limited	01 August 1978; Mumbai	Deloitte Haskins & Sells LLP	10 August 2021
Keva Flavours Private Limited	29 October 1980; Mumbai	Deloitte Haskins & Sells LLP	21 August 2024
Keva Europe BV	02 April 2019; Netherlands	Auren Audit & Assurance	17 May 2024
Creative Flavours & Fragrances SpA	29 July 1998; Italy	BDO Italia Spa	16 December 2021

The Secretarial Audit Reports of Keva Fragrances Private Limited and Keva Flavours Private Limited are annexed to the Board's Report.

D. Policy on Dividend Distribution

Your Company has adopted a policy on Dividend Distribution formulated in accordance with the Regulation 43A of the Listing Regulations, and the same can be accessed on the website of the Company at https://keva.co.in/investor-updates/#92-178-policies.

E. Fees paid to Statutory Auditors

Total fees paid by the Company and its Subsidiaries on a consolidated basis during the year under review to M/s. Deloitte Haskins and Sells LLP, Statutory Auditors and all entities in the network firm/network entity of which the Statutory Auditors is a part are as follows:

Particulars	Amount (₹ in Crores)
Statutory audit	0.85
Other Services	0.25
Reimbursement	0.03
Total	**1.13**

F. Code of Conduct to regulate, monitor and report trading by Insiders

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") the Company has adopted a Code of Conduct to regulate, monitor and report trading by Insiders ("Code"). Your Company has amended the Code in line with the recent amendments to the PIT Regulations. The objective of the Code is to restrict an insider from dealing in the shares of the Company either directly or indirectly when in possession of unpublished price sensitive information (UPSI). The Company maintains structured digital database for insiders. The Code enumerates the procedure to be followed for dealing in the shares of the Company and periodic disclosures to be made. It also restricts the insiders from dealing in the Company's shares during the period when the 'Trading Window' is announced closed. The Company Secretary has been designated as the Compliance Officer for the purpose of ensuring compliance with the Code and PIT Regulations.

G. Code of Corporate Disclosure Practices

Pursuant to the PIT Regulations in order to restrict communication of UPSI, the Company has adopted Code of Corporate Disclosure Practices for disclosure of information about the Company to the public including fair disclosure of UPSI is available on the website of the Company at https://keva.co.in/investor-updates/#92-178-policies.

H. Disclosure of Accounting Treatment

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) and provisions of the Act and comply in material aspects with the Ind AS, as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, and notified under Section 133 and other provisions of the Act.

I. Compliance Reports

The Company has in place a comprehensive and robust legal compliance management online tool which is devised to ensure compliance with all applicable laws which impact the Company's business. The tool is intended to provide an assurance to the Board on legal compliances as ensured by the Company. The Board has reviewed the compliance reports from all functions pertaining to the respective laws applicable to them at its meetings on quarterly basis.

J. Compliance with Mandatory Requirements

Your Company has complied with all the mandatory requirements relating to Corporate Governance under the Listing Regulations as well as the Corporate Governance Requirements specified in Regulation 17 to 27 to the extent applicable and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations. No penalties, strictures were imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

K. Compliance with Non-mandatory Requirements

The non-mandatory requirements under the Listing Regulations as adopted by the Company are as under:

- There is no audit qualification in the Company's financial statements for the year ended 31 March 2025. Your Company continues to adopt best practices to ensure regime of unqualified financial statements.
- The Internal Auditor of the Company reports to the Audit Committee and participates in the meetings of the Audit Committee of the Board of Directors of the Company and presents internal audit observations to the Audit Committee.

L. Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Please refer Board's Report for details in this regard.

M. Certificate from a company secretary in practice 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

A certificate has been received from M/s. Mehta & Mehta, 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. The said certificate forms part of the Annual Report.

N. Disclosure of commodity price risks and commodity hedging activities

Details of the same are mentioned in the Notes to Accounts in the Annual Report.

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

Not Applicable

P. Non-Compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) of Schedule V of the Listing Regulations

There are no non-compliances of any requirements of Corporate Governance Report of sub-paras (2) to (10) mentioned in schedule V of the Listing Regulations.

Q. Disclosure of Loans and Advances in the nature of loans by listed entity and its subsidiaries to firms/companies in which directors are interested

Amount (₹ in Crores)

Name of the Lender Company	Name of the Borrower Company	Name of Interested Directors	Amount Outstanding as on 31 March 2025
S H Kelkar and Company Limited	Keva Ventures Private Limited	Mr. Ramesh Vaze Mr. Kedar Vaze Mrs. Prabha Vaze	9.84
Keva Fragrances Private Limited	S H Kelkar and Company Limited		103.50
Keva Fragrance Industries Pte Ltd	Keva USA Inc	Mr. Ramesh Vaze Mr. Kedar Vaze	12.84
Keva Europe BV	Keva Italy SrL	Mr. Kedar Vaze	102.84
Holland Aromatics BV	Keva Europe BV	Mr. Kedar Vaze	5.54
Keva Europe BV	Keva Germany GmbH	Mr. Kedar Vaze	11.36

R. The Company does not have any shares in the demat suspense account or unclaimed suspense account.

S. Disclosure of Agreements under Regulation 30 of the Listing Regulations:
The Company has not entered into any Agreement specified under Clause 5A of Para A of Part A of Schedule III of the Listing Regulations, 2015.

For S H KELKAR AND COMPANY LIMITED
CIN: L74999MH1955PLC009593

Ramesh Vaze
Director & Chairman of Board
DIN: 00509751

Kedar Vaze
Whole-time Director & Group Chief Executive Officer
DIN: 00511325

Place: Mumbai
Date: 16 May 2025

DECLARATION UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To the Members of
S H Kelkar and Company Limited

Sub: Compliance with Code of Conduct

I, Kedar Vaze, Whole-time Director & Group Chief Executive Officer of S H Kelkar and Company Limited hereby declare that all the Members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31 March 2025.

Place: Mumbai
Date: 16 May 2025

Kedar Vaze
Whole-time Director & Group
Chief Executive Officer
DIN: 00511325

Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

TO THE MEMBERS OF
S H KELKAR AND COMPANY LIMITED

1. This certificate is issued in accordance with the terms of our engagement letter reference VLP/RH/2024/0801 dated 05 August 2024.

2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of SH Kelkar Company Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31 March 2025, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

Managements' Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

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

5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which 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. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31 March 2025.

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.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Vishal L. Parekh
Partner
Membership No. 113918
UDIN:25113918BMKWGN5053

Place: Mumbai
Date: 16 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,
S H Kelkar and Company Limited
Devkaran Mansion,
36 Mangaldas Road,
Mumbai - 400002

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **S H Kelkar and Company Limited** having **CIN L74999MH1955PLC009593** and having registered office Devkaran Mansion, 36 Mangaldas Road, Mumbai - 400002 (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 me / 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 31 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 Directors	DIN	Date of appointment in Company
1	Ramesh Vinayak Vaze	00509751	01/09/2019
2	Prabha Ramesh Vaze	00509817	29/10/1980
3	Kedar Ramesh Vaze	00511325	27/08/2010
4	Neela Bhattacherjee	01912483	25/05/2022
5	Deepak Raj Bindra	06835196	15/12/2021
6	Vasant Gujarathi	06863505	20/02/2022
7	Shrikant Bhikaji Oka	08135918	25/05/2018

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 **Mehta & Mehta,**
Company Secretaries
(ICSI Unique Code P1996MH007500)

Partner
FCS No: 3667
CP No: 23905
UDIN: F003667G000363774
PR No: 3686/2023

Place: Mumbai
Date: 16 May 2025

Business Responsibility and Sustainability Report

The Directors present the Business Responsibility and Sustainability Report of the Company for the financial year ended on 31 March 2025, pursuant to Regulation 34(2) (f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

SECTION A: GENERAL DISCLOSURE

I. Details of the listed entity

1	Corporate Identity Number (CIN) of the Listed Entity	L74999MH1955PLC009593
2	Name of the Listed Entity	S H KELKAR AND COMPANY LIMITED
3	Year of incorporation	1955
4	Registered office address	Devkaran Mansion, 36 Mangaldas Road, Mumbai -400002
5	Corporate address	S H Kelkar and Company Limited, LBS Marg, Mulund (West), Mumbai - 400080
6	E-mail	investors@keva.co.in
7	Telephone	+ 91 22 6606 7777
8	Website	www.keva.co.in
9	Financial year for which reporting is being done	01 April 2024 to 31 March 2025
10	Name of the Stock Exchange(s) where shares are listed	1. The BSE Limited 2. National Stock Exchange of India Limited
11	Paid-up Capital	₹ 138.42 crore
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Deepti Chandratre Global Legal Counsel & Company Secretary investors@keva.co.in + 91 22 6606 7777
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	The disclosures under this report are made on standalone basis for S H Kelkar and Company Limited and includes locations where the Company has operational control.
14	Name of assessment or assurance provider	NA
15	Type of assessment or assurance obtained	NA

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Manufacturing	Manufacture, supply and export of fragrances and flavours including aroma & natural ingredients.	100%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Fragrances, Aroma Ingredients and Flavours	20119	100%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	1	5	6
International^	-	-	-

^ The international operations are carried out by the Company through its subsidiary companies and are outside the reporting boundary of this report.

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	28 states & 8 Union Territories
International (No. of Countries)*	11

* The international operations are carried out by the Company through its subsidiary companies and are outside the reporting boundary of this report.

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Export contributes 3.51 % of the total turnover of the Company.

c. A brief on types of customers

S H Kelkar and Company Limited ("the Company"), India's largest home-grown Fragrances & Flavours Company, boasts over a century of expertise in the fragrance industry. Its fragrance ingredients serve as key raw materials in personal wash, fabric care, skincare, haircare, fine fragrances, and household products, while its flavour ingredients cater to producers of baked goods, dairy, beverages, and pharmaceuticals. The Company's extensive client portfolio includes leading national and multinational FMCG companies as well as fragrance and flavour blenders and manufacturers.

IV. Employees

20. **Details as at the end of Financial Year:**

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Employees						
1	Permanent (D)	467	314	67%	153	33%
2	Other than Permanent (E)	-	-	-	-	-
3	**Total employees (D+E)**	**467**	**314**	**67%**	**153**	**33%**
Workers						
4	Permanent (F)	168	168	100%	-	-
5	Other than Permanent (G)	-	-	-	-	-
6	**Total workers (F+G)**	**168**	**168**	**100%**	**-**	**-**

b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Differently abled employees						
1	Permanent (D)	2	2	100%	-	-
2	Other than Permanent (E)	-	-	-	-	-
3	**Total employees (D+E)**	**2**	**2**	**100%**	**-**	**-**
Differently abled Workers						
4	Permanent (F)	-	-	-	-	-
5	Other than Permanent (G)	-	-	-	-	-
6	**Total workers (F+G)**	**-**	**-**	**-**	**-**	**-**

21. **Participation/Inclusion/Representation of women**

	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	7	2	29%
Key Management Personnel	2	-	-

22. **Turnover rate for permanent employees and workers**

	FY 2024-25			FY 2023-24			FY 2022-23		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	10%	9%	10%	10%	11%	10%	12%	30%	17%
Permanent Workers	2%	-	2%	2%	-	2%	1%	-	1%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. **(a) Names of holding / subsidiary / associate companies / joint ventures**

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity*	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Keva Fragrances Private Limited	Subsidiary	100%	No
2	Keva Flavours Private Limited	Subsidiary	100%	No
3	Keva Ventures Private Limited	Subsidiary	100%	No
4	Creative Flavours & Fragrances S.p.A.	Subsidiary	100%	No
5	Keva Europe BV	Subsidiary	100%	No
6	Keva Fragrance Industries Pte. Ltd	Subsidiary	100%	No
7	Amikeva Private Limited	Subsidiary	70.48%	No
8	PT SHKKEVA Indonesia	Subsidiary	99.92%	No
9	Anhui Ruibang Aroma Company Ltd	Subsidiary	90%	No
10	Keva UK Ltd	Subsidiary	100%	No
11	Keva Italy Srl	Subsidiary	100%	No
12	Provier Beheer BV	Subsidiary	100%	No
13	Holland Aromatics BV	Subsidiary	100%	No
14	Keva USA Inc	Subsidiary	100%	No
15	Keva Germany GmbH	Subsidiary	100%	No
16	NuTaste Food and Drink Labs Private Limited	Associate	40%	No

* Percentage holding represents aggregate percentage of shares held by the Company and/or its subsidiaries.

VI. CSR Details

24. **i. Whether CSR is applicable as per section 135 of Companies Act, 2013 :** Yes

ii. Turnover (in INR) : ₹ 1,120.81 Crore

iii. Net worth (in INR) : ₹ 733.57 Crore

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2024-25			FY 2023-24		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes. Web-link: NA. The Plant head and HR head engage with the communities located in the vicinity on an on-going basis. The implementing agencies appointed for undertaking CSR initiatives have their own grievance mechanism for the beneficiaries thereunder.	-	-	-	-	-	-
Investors (other than shareholders)	Yes. https://keva.co.in/investor-updates/investor-grievance-redressal-details/	-	-	-	-	-	-
Shareholders		1	-	-	4	-	-
Employees and workers	Yes. https://keva.co.in/investor-updates/#92-178-policies-p2	-	-	-	-	-	-
Customers	Yes. https://keva.co.in/investor-updates/#92-178-policies-p2	175	-	All Complaints were closed by the end of the year	105	-	All Complaints were closed by the end of the year
Value Chain Partners	Yes. https://keva.co.in/investor-updates/#92-178-policies-p2	-	-	-	-	-	-
Other	-	-	-	-	-	-	-

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

S. No.	Material issue identified	Indicate whether risk or opportunity. (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	GHG Emissions	R	Given that the Company manufactures fragrances, the processes consumes electricity and other fuels, thereby resulting in GHG emissions. With increasing regulations on GHG emissions, there maybe be a direct impact on the Company.	To mitigate these risks, the Company has implemented a Solar Energy project at their manufacturing plants, lowering CO2 emissions as compared to the use of conventional energy sources. At Vashivali manufacturing unit, the Company has replaced the boiler's fuel source with a briquette boiler equipped with a dust collector. This upgrade has not only eliminated particulate discharge but also reduces CO2 emissions compared to traditional boiler systems.	**Positive:** • Reduction of GHG emissions • Increased trust and credibility from stakeholders **Negative:** • Taxes on fossil fuels
2	Energy Management	R	The Company's manufacturing processes require electricity and fuel, posing potential risks from high energy consumption. This could lead to higher costs, regulatory issues, and damage to reputation.	The Company has taken steps to reduce power consumption at Vashivali factory by setting up a 360kWh Solar PV power plant. This project will produce 6,20,500 kWh of energy annually, and has helped reduce costs. This project has helped reduce 30% of our electric power requirement.	**Positive:** • Increased trust and credibility from stakeholders • Effective energy management can lead to significant cost savings **Negative:** • Increased costs on higher energy consumption
3	Water & Wastewater Management	R	The Company's manufacturing operations utilize water and generate wastewater. Inadequate water management could lead to higher water consumption and increased expenses. Ineffective wastewater treatment poses risks such as contamination of surrounding areas and environmental degradation, impacting water quality.	The Company has installed a rainwater harvesting at its Vashivali plant, to collect rainwater on site. This has helped harvest close to 5,000- 5,500 kilo liters of water year-on-year. As a result of the implementation of a Multi-effect Evaporator (MEE) and Reverse Osmosis (RO) facility, the Company's Vashivali facility has Zero Liquid Discharge.	**Positive:** • Effective management of water thereby reducing the overall water consumption • Reduction in costs from better water management • Effective treatment of wastewater reducing the impact on the environment and surroundings. **Negative:** • Increased costs due to higher water consumption

S. No.	Material issue identified	Indicate whether risk or opportunity. (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4	Human Rights & Community Relations	O	The Company sees Human Rights and Community Relations as an opportunity to strengthen its brand reputation, foster trust, and garner support from internal employees and the broader community. Streamlining and improving Human Rights procedures and policies can cultivate a positive work environment. By engaging in local communities through philanthropy, volunteerism, and environmental stewardship, the Company demonstrates its dedication to social responsibility and sustainability.	The Company has a Human Rights Policy addressing steps and processes to help employees in all stages of the employee lifecycle. Necessary trainings and employee engagement activities are conducted throughout the year. As a part of CSR programs, the Company focuses on environmental sustainability, conservation of energy, child education and empowerment, rural development, equipping and upgradation of educational infrastructure with the aim of providing an improved and advanced education system, supporting visually challenged people through perfumery trainings and employability.	**Positive**: • Community relations enhance the Company's reputation attracting customers and investors, and improving brand loyalty, leading to increased revenue and market share. • Human Rights processes can help gain the trust of Employees and Workers.
5	Workforce Health & Safety	R	As the Company's manufacturing processes involve handling of chemicals there may be a risk to worker's health and safety, if not handled properly.	The Company conducts training for all its employees on Health and Safety. The Code of Conduct also emphasizes on the Health and Safety measures for all the employees and workmen. The Company also has a dedicated EHS policy that is committed towards occupational health, safety and environment protection.	**Positive:** • Increased awareness and training on Health and Safety aspects will have a positive impact by reducing the overall number of safety related incidents. **Negative:** • Risks related to employee well-being
6	Supply Chain Management	R	As the Company is reliant on many raw materials from different suppliers, Risks may arise due to supply chain disruption, moderate supplier performance and sustainability practices of suppliers, and geopolitical challenges.	The Company has a dedicated Policy towards Sustainable Supply Chain and Responsible Sourcing Policy. All aspects of Environmental, Social and Governance (ESG) be complied by suppliers. The Company assesses its suppliers' manufacturing to ensure all aspects of quality and timely delivery of products. Alternate Supply of Raw Materials, supported by Innovation, Backward Integration and Operational Efficiency.	**Positive:** • Increased awareness and compliance from suppliers will help towards creating a Sustainable Supply Chain. This will help reduce delays from suppliers, increased quality of products and better management of ESG issues in the supply chain. **Negative:** • Delays in production due to substandard supply chain management.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

P1	Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent and accountable
P2	Businesses should provide goods and services in a manner that is sustainable and safe
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains
P4	Businesses should respect the interests of and be responsive towards all its stakeholders
P5	Businesses should respect and promote human rights
P6	Businesses should respect, protect and make efforts to restore the environment
P7	Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
P8	Businesses should promote inclusive growth and equitable development
P9	Businesses should engage with and provide value to their consumers in a responsible manner

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. **Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)**	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
1. b. **Has the policy been approved by the Board? (Yes/No)**	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
1. c. **Web Link of the Policies, if available**	https://keva.co.in/investor-updates/#92-178-policies								
2. **Whether the entity has translated the policy into procedures. (Yes / No)**	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. **Do the enlisted policies extend to your value chain partners? (Yes/No)**	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

4. **Name of the national and international codes/certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.**	ISO 9001 SEDEX Verified ISO 14000 ISO 45000 HALAL certification
5. **Specific commitments, goals and targets set by the entity with defined timelines, if any.**	Sustainability and Environmental protection is a priority for the Company. The Company is dedicated to advancing ESG (Environmental, Social, and Governance) activities. The Company has a formal policy on Human Rights and Equal Opportunities which is available in the public domain and the Company stands committed to the same.
6. **Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.**	This report emphasizes the efforts and steps taken by the Company to promote sustainability and addresses our specific areas of focus on Environmental, Social, and Governance (ESG) issues throughout the Financial Year. Moving ahead, we are dedicated to monitoring our progress regarding these commitments in the future. The Company has taken up monitoring of Scope 1 and Scope 2 emissions, waste management and resource consumption.

Governance, leadership and oversight

7. **Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)**

To improve the standard of living in the communities it serves, the Company is dedicated to incorporating environmental, social, and governance (ESG) principles into its operations. By strengthening the health, safety, and environmental implications of products throughout their lifecycles, it abides by the principles of product stewardship. We are conscious that our actions have an impact on local communities, ecologies, and geographies. We behave in a manner that befits a responsible corporate citizen. Our products are designed to be of the highest quality and we assume active responsibility in ensuring all safety and regulatory standards. The effects on the environment include topics such as waste management, nature & biodiversity, and resources (energy & water). We have pledged to reduce its emissions. Company has adopted policies for biodiversity, health, safety, governance and environment. The Company is dedicated to using ethical business practices that are good for the community, the workforce, and human capital. It offers workers and employees with good, safe and healthy working conditions.

8. **Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).**	The Chief Executive Officer (CEO) is the highest authority responsible for implementation and oversight of the Business Responsibility policies, along with the recommendations of Board and Committees. Head of EHS/Head of HR are also responsible and assist in implementation.
9. **Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.**	Yes, the CEO who is also a member of the Board of the Company is responsible for decision making on sustainability related issues.

10. **Details of Review of NGRBCs by the Company:**

Subject for Review	**Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee**	**Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)**
	P1 P2 P3 P4 P5 P6 P7 P8 P9	P1 P2 P3 P4 P5 P6 P7 P8
Performance against above policies and follow up action	Yes	As and when required.
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Yes	Frequency is as per the statutory requirements.

	P1	P2	P3	P4	P5	P6	P7	P8	P9
11. **Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.**	No, the entity has not carried out an independent assessment or evaluation of the working of its policies by an external agency. As a part of the oversight of the internal financial controls, the Management and the Board reviews the adherence to the policies. Internal Audit assists with the above. Internal audits review the policies on a periodic basis and evaluate working of the same and assess the adequacy and effectiveness in terms of best practices followed by other organizations of repute. The Company has taken up audits of from IMS, SEDEX on Sustainable parameters. External safety audit (DISH) was also conducted for its manufacturing location at Vashivali. The Company will take up independent assessment in the coming years.								

12. **If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:**

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	Not applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. **Percentage coverage by training and awareness programmes on any of the Principles during the financial year:**

Segment	Total number of training and awareness programmes held	Topics/Principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	3	The Board of Directors of the Company (including its committees) have during the year, spent time training on range of topics related to business, regulations, the economy, and environmental, social, and governance aspects.	100%
Key Managerial Personnel	1	Prevention of Sexual Harassment	100%
Employees other than BoD and KMPs	2	Prevention of Sexual Harassment & Management Development Program (MDP)	POSH - 100% MDP - 5%*
Workers	11	Prevention of Sexual Harassment, Health & Safety, 5S awareness, Workplace safety, Fire fighting, Governance, Soft Skills and Grievance redressal	94%

*Management Development Program was conducted for select key talent pool within the Company to enhance to build and enhance the leadership, managerial and strategic capabilities

2. **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):**

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	-	Not applicable	-	Not applicable	Not applicable
Settlement	-	Not applicable	-	Not applicable	Not applicable
Compounding	-	Not applicable	-	Not applicable	Not applicable

Non-Monetary				
Sl.No	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	-	Not applicable	Not applicable	Not applicable
Punishment	-	Not applicable	Not applicable	Not applicable

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Not applicable	

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

The Company has in place an Anti-Corruption Policy. The Policy applies to directors, officers, employees at all levels as well as to the agents, representatives, and other associated persons. The Policy defines responsibilities of the management, employees and detailed processes for managing any issues of corruption. https://keva.co.in/investor-updates/#92-178-policies

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

Parameter	FY 2024-25	FY 2023-24
Directors	-	-
Key Managerial Personnel (KMPs)	-	-
Employees	-	-
Workers	-	-

6. **Details of complaints with regard to conflict of interest:**

	FY 2024-25		FY 2023-24	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	-	-	-	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	-	-	-	-

7. **Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

Not applicable. There are no cases on corruption and conflicts of interest

8. **Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:**

	FY 2024-25	FY 2023-24
Number of days of accounts payables	128	168

9. **Open-ness of business**

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2024-25	FY 2023-24
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	9.8%	16.9%
	b. Number of trading houses where purchases are made from	51	58
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	89.6%	88.1%
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	9.9%	14.2%
	b. Number of dealers / distributors to whom sales are made	1129	1389
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	26.8%	33.6%
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	43.4%	27.6%
	b. Sales (Sales to related parties / Total Sales)	45.1%	23.9%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	79.3%	77.4%
	d. Investments (Investments in related parties / Total Investments made)	100%	97.7%

Leadership Indicators

1. **Awareness programmes conducted for value chain partners on any of the Principles during the financial year:**

Total number of awareness held	Topics / principles covered under the training	%age of value chain partners covered (by value with such partners under the awareness programs
The Company organises Agent Meets to provide product updates to the Agents and address any queries they may have. The Company also conducts training programmes for farmers on crop cultivation techniques for essential oils. Additionally, the Company has an internal audit team dedicated to vendor assessments, evaluating manufacturing units across various categories and offering guidance to address and mitigate identified issues.		

2. **Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.**

Yes, the Company has a Policy for Management of Conflict of Interest involving Promoters, Directors, Key Managerial Personnel and Senior Leadership Team. The Policy acts as a guide to determine Conflict of Interest and outlines the process to deal with the same.

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	2024-25	2023-24	Details of improvements in environmental and social impacts
R&D	20%	16%	R&D investments are mainly focused to minimize environmental impact and optimize use of resources through efficient management. The Company invests towards enhancing its research capabilities for development of new molecules with better biodegradability profile.
Capex	2%	5%	The capex investments are mainly focused towards conservation of energy and resources through installation of energy efficient systems, investments in low-carbon technologies and equipments; employee health & safety; and improvement in production processes.

2. a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No) 2.b. If yes, what percentage of inputs were sourced sustainably?**

   Yes. The Company is committed to sustainability and expects its suppliers to adhere to the same ethical, environmental and social standards. The Sustainable Supply Chain and Responsible Sourcing Policy sets the guidelines for suppliers, focusing on reducing environmental impact, ensuring workers' wellbeing, and promoting fair practices. The Policy applies to all suppliers in India and covers key areas such as environmental management, social responsibility, and governance practices. The Company's Management, alongside the Head of EHS and Supply Chain, is responsible for implementing and reviewing the policy, with grievances directed to relevant internal authorities. The Company engages with local farmers to encourage cultivation of crops used in fragrances and essential oils.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

   The Company has established the following processes for the safe management, reuse, recycling and disposal of waste materials at the end of their life cycle:

   a. Plastics (including packaging): Plastic packaging waste is managed by authorised waste disposal service providers under the supervision of the State Pollution Control Board. However, the Company currently does not reclaim plastic waste.

   b. E-waste: While the Company does not engage in reclaiming electronic waste, any e-waste generated on-site is handed over to certified vendors for safe and responsible disposal in compliance with applicable regulations.

   c. Hazardous Waste: Discarded drums and barrels are recycled through authorised vendors.

   d. Non-hazardous Waste: Non-hazardous waste such as cartons is recycled through authorised vendors to ensure environmentally responsible disposal.

   e. Other Wastes: Garden waste is used as manure to nourish plants within the factory premises, promoting sustainable waste management practices. A portion of garden waste is also used as fuel for briquette boilers.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

   Yes. The Company is registered with Central Pollution Control Board (CPCB) for Extended Producer Responsibility (EPR) as an importer for disposal of plastic waste generated from packaging.

Leadership Indicators

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

   To track the overall product emissions, the Company conducted product carbon footprint assessment for 3 of its key fragrance products. Boundary of life cycle assessment was from cradle to gate. Through this assessment, the Company has identified opportunities for optimizing supply chain for carbon foot print reduction.

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

   None

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Indicate input Material	Recycled or reused input material to total material
Not Applicable. At present, the Company does not use any recycled or reused input material in its production process.	

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

   Not Applicable. No products / packaging are reclaimed at the end of the life of the products.

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
Nil	Not applicable

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. **a. Details of measures for the well-being of employees:**

Category	Total (A)	% of employees covered by									
		Health Insurance		Accident Insurance		Maternity benefits		Paternity benefits		Day care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	%(F/A)
Permanent employees											
Male	314	314	100%	314	100%	-	-	314	100%	314	100%
Female	153	153	100%	153	100%	153	100%	-	-	153	100%
Total	**467**	**467**	**100%**	**467**	**100%**	**153**	**100%**	**314**	**100%**	**467**	**100%**
Other than Permanent employees											
Male	Not applicable										
Female											
Total											

b. Details of measures for the well-being of workers:

Category	Total (A)	% of employees covered by									
		Health Insurance		Accident Insurance		Maternity benefits		Paternity benefits		Day care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	%(F/A)
Permanent workers											
Male	168	168	100%	168	100%	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	**168**	**168**	**100%**	**168**	**100%**	**-**	**-**	**-**	**-**	**-**	**-**
Other than Permanent workers											
Male	Not applicable										
Female											
Total											

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

	FY 2024-25	FY 2023-24
Cost incurred on wellbeing measures as a % of total revenue of the company	0.23%	0.17%

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2024-25			FY 2023-24		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
ESI	-	-	-	-	-	-
Others – please specify	-	-	-	-	-	-

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes. The offices and manufacturing facilities of the Company are accessible to differently abled employees and workers.

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

Yes, the Company has a strong commitment to providing equal opportunities of employment and non-discrimination in all processes including but not limited to recruiting, hiring, promotion and termination. A dedicated Equal Opportunity Policy is available at - https://keva.co.in/investor-updates/#92-178-policies.

5. **Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent Employees		Permanent Workers	
	Return to Work Rate	Retention Rate	Return to Work Rate	Retention Rate
Male	100%	100%	-	-
Female	100%	100%	-	-
Total	**100%**	**100%**	**-**	**-**

6. **Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes
Other than Permanent Workers	Yes
Permanent Employees	Yes
Other than Permanent Employees	Yes

Yes, the Company has formalized a Grievance Redressal Policy that forms a transparent and fair redressal system. This Policy acts as a mechanism and is inter alia accessible to all employees and workers. The Policy clearly lays out the process to be followed to raise a grievance. More details can be found in this https://keva.co.in/investor-updates/#92-178-policies.

7. **Membership of employees and worker in association(s) or Unions recognised by the listed entity:**

Category	FY 2024-25			FY 2023-24		
	Total employees / workers in respective category (A)	No. of employees / Workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / Workers in respective category, who are part of association(s) or Union (D)	% (C / D)
Total Permanent Employees	**467**	**-**	**-**	**437**	**-**	**-**
Male	314	-	-	302	-	-
Female	153	-	-	135	-	-
Total Permanent Workers	**168**	**168**	**100%**	**166**	**166**	**100%**
Male	168	168	100%	166	166	100%
Female	-	-	-	-	-	-

8. **Details of training given to employees and workers:**

Category	FY 2024-25					FY 2023-24				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	314	314	100%	-*	-	302	302	100%	302	100%
Female	153	153	100%	-*	-	135	135	100%	135	100%
Total	**467**	**467**	**100%**	**-***	**-**	**437**	**437**	**100%**	**437**	**100%**
Workers										
Male	168	168	100%	168	100%	166	166	100%	166	100%
Female	-	-	-	-	-	-	-	-	-	-
Total	**168**	**168**	**100%**	**168**	**100%**	**166**	**166**	**100%**	**166**	**100%**

*The Company was unable to conduct the training on skill development because of the fire incident at the facility in Vashivali due to which the focus was primarily on ensuring business continuity.

9. **Details of performance and career development reviews of employees and worker:**

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	%(B/A)	Total (C)	No. (D)	%(C/D)
Employees						
Male	314	314	100%	302	302	100%
Female	153	153	100%	135	135	100%
Total	**467**	**467**	**100%**	**437**	**437**	**100%**
Workers						
Male	168	168	100%	166	166	100%
Female	-	-	-	-	-	-
Total	**168**	**168**	**100%**	**166**	**166**	**100%**

10. **Health and safety management system:**

10.a. **Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage of such system?**

Yes. The Company is strongly committed to ensuring workplace safety and maintaining a healthy environment for all employees. In line with this, the Company has formalized an Environment, Health and Safety Policy that is applicable to all its employees. This policy is a clear demonstration of the Management's commitment to its employees' health and safety. The policy covers commitment to Environment, Health and Safety; imparting proper training; continuously improving Company's operations; and conducting proactive risk assessment. The Company has also completed ISO 14001:2015, ISO 45001:201, ISO 9001:2015 audit for its manufacturing facilities.

10.b. **What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

To ensure worker safety and health, the Company employs systematic processes to identify and assess work-related hazards and risks on both routine and non-routine bases. Hazards and risks are continually evaluated and preventive and protective measures are implemented following a prioritised approach:

- Eliminating the hazard/risk to remove the potential for harm entirely.
- Controlling the hazard/risk at its source through engineering controls or organisational measures.
- Minimising the hazard/risk by designing safe work systems, including administrative controls. Where residual risks remain, the Company provides appropriate personal protective equipment (PPE), ensuring its proper use and maintenance.

The Company regularly reviews these risks to ensure that the most effective measures are in place, consistently aligning with the best practices in health and safety.

10.c. **Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)**

Yes, the Company has established robust processes for employees and workers to identify and report work-related hazards along with comprehensive measures to mitigate these risks. Employees and workers receive extensive training through occupational health and safety modules that emphasise hazard identification, risk assessment and appropriate mitigation strategies.

As part of these processes, safety and emergency evacuation drills are conducted regularly to prepare employees for potential emergencies. These drills include practical demonstrations to ensure employees are well-versed in hazard reporting protocols and know how to safely extricate themselves from risky situations.

A key component of the Company's safety measures is the near-miss reporting system which plays a critical role in promoting workplace safety. This system enables employees to report incidents where a potential accident or injury was narrowly avoided. By systematically documenting and analysing near-miss events. The Company proactively identifies underlying hazards, evaluates risks and implements corrective actions to prevent future occurrences. This approach not only enhances safety awareness among employees but also fosters a culture of proactive risk management and continuous improvement in workplace safety standards.

Through these mechanisms, the Company ensures that workers feel empowered to report hazards without fear and are equipped to maintain a safe working environment.

10.d. **Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

Yes. All employees and workers have access to non-occupational medical and healthcare services. There is a dedicated first aid room in the Company's premises to treat any minor injuries. Also, the Company offers medical benefits to its permanent employees and their families. Workers are eligible for medical benefits through group insurance policies provided by the Company as well as medical support funded by the Company.

11. **Details of safety related incidents, in the following format:**

Safety Incident/Number	Category	FY 2024-25	FY 2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	-	-
	Workers	-	-
Total recordable work-related injuries	Employees	-	-
	Workers	-	-
No. of fatalities	Employees	-	-
	Workers	-	-
High consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	-	-

12. **Describe the measures taken by the entity to ensure a safe and healthy work place.**

Measures taken by the Company to ensure a safe and healthy workplace are:

- Regular health and safety trainings to tackle any potential hazards
- Periodic medical check-ups for employees
- Use technology and safety measures
- Periodical testing of equipments

13. **Number of Complaints on the following made by employees and workers:**

Category	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	-	-	-	-	-	-
Health & Safety	-	-	-	-	-	-

14. **Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100% (Safety/IMS Audits, Hazards spotting by the Safety committee, Mock Drills, DISH Audit, Legal Compliance Inspections, Monitoring Measuring and Calibration of Equipment)
Working Conditions	100% (Safety/IMS Audits, Legal Compliance Inspections, Monitoring Measuring and Calibration of working areas)

15. **Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

For all types of incidents, we have identified appropriate corrective actions and implemented necessary measures to resolve them. The fire and electrical safety audits were completed on October 2024. The concerns noted by this assessment have been duly addressed. The internal safety audit was completed on January 2025 and the risks and concerns raised by the assessment were addressed.

Leadership Indicators

1. **Does the entity extend any life insurance or any compensatory package in the event of death of:**

   (A) Employees (Y/N) - Yes

   (B) Workers (Y/N) - Yes

2. **Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

   The Company ensures that all statutory dues have been deducted and deposited in a timely manner by the value chain partners basis the agreements/contracts/purchase orders.

3. **Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
Employees	-	-	-	-
Workers	-	-	-	-

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)**

   Yes, the Company ensures to provide transition assistance programs to facilitate continued employability to few of its employees who retire.

5. **Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	The Company has its own Internal Audit Team for Vendor Assessment. This team covers various categories during their audit including Premise and Facilities, Material storage, Contingency management plan; Operations, Workspace arrangement, maintenance, calibration, carryover and rework; Quality, Environment, OH&S under ISO, certifications; Quality control, assurance and improvement, contaminants control; Packaging, labelling, shipping, personnel, training, ESG, etc. The Company also ensures to assess whether the agricultural activities conducted by the farmers are in line with the assistance and training techniques provided to them for manufacture of essential oils and related products.
Working Conditions	

6. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

   Based on the assessment done by the Company's Internal Audit team, an opportunity report is issued based on the findings. The report mentions ways to address the risks and opportunities associated with any risk/concern. Regular checks are conducted by the team to check whether the risks/concerns highlighted are addressed as per the mutually agreed timelines. As per the Assessment of the Value chain partners, the team comes up with the audit score and reports them internally.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. **Describe the processes for identifying key stakeholder groups of the entity.**

   The Company considers any individual, group, or organisation involved in its business chain as a significant stakeholder. These stakeholders encompass customers, employees, suppliers and value chain partners, shareholders, lenders, local communities, government bodies, regulators and NGOs/NPOs. The identification process involves gathering insights and feedback from various internal departments and senior management. This collaborative method ensures a thorough evaluation to determine the stakeholders with the greatest relevance and impact on the Company's operations.

2. **List of stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/ No)	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Others	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Government and Regulatory Authorities	No	• Industry Bodies/Forums • Corporate Presentations/Reports • Written/Email Communication • One-to-One Meetings	Ongoing	a. Compliance monitoring and reporting b. Discussing Policies & Regulations related to Product Safety and Quality c. Industry Advocacy d. Addressing environmental concerns
Employees and Workers	No	• Review meets • Townhall meetings • Learning and development initiatives • In-house Portal of the Company • Discussions with senior leaders • Engagement initiatives/offsites	Ongoing	Open & transparent communication, addressing employees' questions & clarifications on various topics like Performance of the Company, Initiatives taken by the Company, Employee Well-being, Work-life balance, Improving work efficiency
Customers	No	• Corporate website • Toll-free number • Digital platforms • Social media • Customer relationship managers • Customer satisfaction surveys • Advertising • Knowledge seminars and events	Ongoing	Taking customer feedback on Product Quality & Safety, understanding customer needs and preferences, providing information on Product features, specifications and quality
Suppliers/ Business Partners & Vendors	No	• Meetings with the management • Product/process trainings for new and old partners • Industry Speak and Product • Team meets for product updates • Channel partner meets • Conferences and Forums • Written communications	Ongoing	Supply Chain Management, Material Sourcing, Quality of products provided by suppliers, Supplier's pricing structure, Supplier assessments

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/ No)	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Others	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Investors & Shareholders	No	• Annual General Meetings • Investor and Analyst meets • Conference / Earnings calls • Annual Report • Investor Presentations • Press Release • Business Updates • Website	Ongoing	Dissemination of information having a bearing on the performance/operations of the Company including price sensitive information, updating Shareholders on various statutory requirements with respect to their shareholding in the Company, addressing shareholders' queries at the General Meetings, earnings call with institutional investors/ analysts in respect of quarterly/ half-yearly/annual financial results
Communities	Yes	• CSR initiatives • Empowerment programs	Ongoing	Identifying marginalized groups and Community needs, designing / participating in Programs for community

Leadership Indicators

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

   The Company maintains proactive engagement with its key stakeholders, including investors, customers, suppliers, communities, and employees. Stakeholder concerns are systematically addressed through structured discussions with the Board of Directors, facilitated by designated organisational functions tailored to specific stakeholder groups. These deliberations occur during quarterly reviews, with active participation from the CEO and senior leaders. The Business Head as part of business presentations present insights on customer trends and concerns, the CFO and CS provide updates on investor relations, the HR Head addresses employee feedback etc.

   In addition, the Company evaluates the needs of communities surrounding its manufacturing facilities to design effective support and intervention programmes. Surveys are conducted to identify areas of concern and reports on CSR activities and their outcomes are presented annually to the Board for review and input.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

   Yes, the Company conducts surveys and assessments involving its key stakeholders, including employees, suppliers, investors, and the broader society, to identify material concerns. Regular engagement with these stakeholders enables the Company to promptly recognise their expectations and address them in a responsible manner.

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

   The Company's CSR activities focus on the disadvantaged, vulnerable and marginalized segments of the society. All CSR programs are aligned to the CSR Policy of the Company. Critical focus areas of Company's CSR mandate include education, women empowerment, addressing hunger, poverty, nutrition and health, environmental sustainability. More details of CSR are provided in Annexure C to the Board's Report.

PRINCIPLE 5 Businesses should respect and promote human rights

Essential Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. of employees/ workers covered (B)	%(B/A)	Total (C)	No. of employees/ workers covered (D)	%(C/D)
Employees						
Permanent	467	467	100%	437	437	100%
Other than permanent	-	-	-	-	-	-
Total Employees	**467**	**467**	**100%**	**437**	**437**	**100%**
Workers						
Permanent	168	168	100%	166	166	100%
Other than permanent	-	-	-	-	-	-
Total Workers	**168**	**168**	**100%**	**166**	**166**	**100%**

2. **Details of minimum wages paid to employees and workers, in the following format:**

Category	FY 2024-25					FY 2023-24				
	Total (A)	Equal to minimum wage		More than Minimum wage		Total (D)	Equal to minimum wage		More than Minimum wage	
		No. (B)	%(B/A)	No. (C)	%(C/A)		No. (E)	%(E/D)	No. (F)	%(F/D)
Employees										
Permanent	**467**	**-**	**-**	**467**	**100%**	**437**	**-**	**-**	**437**	**100%**
Male	314	-	-	314	100%	302	-	-	302	100%
Female	153	-	-	153	100%	135	-	-	135	100%
Other than Permanent	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Workers										
Permanent	**168**	**-**	**-**	**168**	**100%**	**166**	**-**	**-**	**166**	**100%**
Male	168	-	-	168	100%	166	-	-	166	100%
Female	-	-	-	-	-	-	-	-	-	-
Other than Permanent	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-

3. **Details of remuneration/salary/wages:**

   a. Median remuneration / wages:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	5	0.11	2	0.08
Key Managerial Personnel	2*	2.79	-	-
Employees other than BoD and KMP	312	0.12	153	0.1
Workers	168	0.09	-	-

* Includes Whole-time Director & Group CEO who is also covered in the number of directors on the Board.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2024-25	FY 2023-24
Gross wages paid to females as % of total wages*	27.0%	25.8%

*Only permanent employees considered

4. **Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**
Yes. The Company has adopted a Human Rights Policy for addressing Human Rights issue and a Grievance Redressal Policy to develop and maintain an effective, timely, fair and equitable grievance handling system which is easily available and offered to all stakeholders. Based on the nature of the complaints, the Point of Contacts (PoCs) shall be assigned to receive and acknowledge the complaints accordingly.

Channels through which the complaints can be registered:

Hotline Number: + 91 22 6606 7777

Email: contactus@keva.co.in

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues.**
The Company is committed to upholding and respecting human rights across its operations and value chain without discrimination, embedding strong processes to prevent any infringement. The Human Rights Policy applies to all the employees, suppliers, contractors, and communities ensuring fair treatment, non-discrimination, safe working environments, and robust grievance mechanisms. The policy incorporates clauses addressing forced labour, child labour, community engagement, and human rights awareness, with periodic assessments conducted to monitor compliance. Implementation and adherence to the policy are overseen by the Head of HR and senior management with regular training, communication, and alignment with national and international human rights standards. Additionally, the Company also has a Grievance Redressal Policy to develop and maintain an effective, timely, fair and equitable grievance handling system which is easily available and offered to all stakeholders.

6. **Number of Complaints on the following made by employees and workers:**

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	-	-	-	-	-	-
Discrimination at workplace	-	-	-	-	-	-
Child Labour	-	-	-	-	-	-
Forced Labour/Involuntary Labour	-	-	-	-	-	-
Wages	-	-	-	-	-	-
Other human rights related issues	-	-	-	-	-	-

7. **Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

	FY 2024-25	FY 2023-24
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	-	-
Complaints on POSH as a % of average number of female employees/workers at the beginning of the year and as at end of the year	-	-
Complaints on POSH upheld	-	-

8. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**
The Company is firmly committed to preventing discrimination, retaliation, or harassment against any employee who raises concerns under the Whistle Blower Policy or participates in related investigations. Policies such as the Whistle Blower Policy, Code of Conduct, Equal Opportunity Policy, Policy on Prevention of Sexual Harassment at Workplace, Grievance Redressal Policy are designed to protect the complainant's identity and ensure confidentiality at every stage of the investigation. The Company upholds its dedication to inclusivity by fostering equal opportunities and strictly opposing all forms of workplace harassment or discrimination. A robust framework guarantees impartial investigations and safeguards the privacy of all parties involved. These efforts are further strengthened by regular awareness programmes focused on harassment prevention. Employees are encouraged to report unethical practices or non-compliance without fear as the Whistle Blower Policy ensures confidentiality and protection against retaliation, while the Code of Conduct promotes a culture of integrity and accountability.

9. **Do human rights requirements form part of your business agreements and contracts? (Yes/No)**
Yes. The Company has integrated the fulfillment of human rights requirements into its Supplier Code of Conduct.

10. **Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%. We conduct internal monitoring to ensure compliance with relevant laws and policies regarding these issues. No significant findings have been reported by local regulatory bodies or external parties throughout the year. The Company takes proactive measures to prevent discrimination, child labour and sexual harassment.
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	

11. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.**
Not applicable. No concerns arose and no significant risks were observed during the year.

Leadership Indicators

1. **Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.**
Not applicable. The Company has not received any grievances or complaints regarding human rights violations during the reporting period.

2. **Details of the scope and coverage of any Human rights due-diligence conducted.**
During the year, the Company has not conducted Human Rights Due Diligence. However, the Company covers protection of Human Rights through various assessments conducted.

3. **Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**
Yes, all premises and offices are accessible to differently abled visitors.

4. **Details on assessment of value chain partners:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Sexual harassment	Upholding Human Rights is critical to the Company's business. Internal vigilance is maintained to ensure the prevention of discrimination and conduct of operations in a fair and transparent manner. The Company considers factors related to the workplace and amenities offered by the Vendor to its employees during the vendor assessments, which aid in determining the well-being of those employees.
Discrimination at workplace	
Child Labour	
Forced Labour/Involuntary Labour	
Wages	
Others – please specify	

5. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.**
Not applicable.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2024-25	FY 2023-24
From renewable sources		
Total electricity consumption (A)	342 GJ	1,609 GJ
Total fuel consumption (B)	9,17,08,880 GJ	8,21,88,213 GJ
Energy consumption through other sources (C)	-	-
Total energy consumption (A+B+C)	**9,17,09,222 GJ**	**8,21,89,822 GJ**
From non-renewable sources		
Total electricity consumption (D)	36,236 GJ	33,719 GJ
Total fuel consumption (E)	18,54,587 GJ	15,92,423 GJ
Energy consumption through other sources (F)	-	-
Total energy consumption (D+E+F)	18,90,823 GJ	16,26,142 GJ
Total energy consumption (A+B+C+D+E+F)	9,36,00,072 GJ	8,38,15,964 GJ
Energy intensity per rupee of turnover (Total energy consumption/ Revenue from operations)	0.008	0.009
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP*) (Total energy consumed / Revenue from operations adjusted for PPP)	0.170	0.182
Energy intensity in terms of physical output Energy intensity (optional) – the relevant metric may be selected by the entity	-	-
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) : No		

2. **Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

No. The Company does not fall under the category of industries mandated under the Performance, Achieve and Trade (PAT) Scheme of the Government of India.

3. **Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2024-25	FY 2023-24
Water withdrawal by source (in kiloliters)		
(i) Surface water	45,104 KL	33,365 KL
(ii) Groundwater	4,736 KL	1,290 KL
(iii) Third party water	1,26,173 KL	98,484 KL
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)	**1,76,013 KL**	**1,33,139 KL**
Total volume of water consumption (in kiloliters)	1,76,013 KL	1,33,139 KL
Water intensity per rupee of turnover (Total water consumption / Revenue from operations)*	1.58	1.41
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)*	31.97	28.92
Water intensity in terms of physical output	-	-
Water intensity (optional) – the relevant metric may be selected by the entity	-	-
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) : No		

* Intensity value calculated for per lakh rupee of turnover

4. **Provide the following details related to water discharged:**

Parameter	FY 2024-25	FY 2023-24
Water discharge by destination and level of treatment (in kiloliters)		
(i) To Surface water		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) To Groundwater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) To Seawater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties		
- No treatment	-	-
- With treatment – please specify level of treatment	48,737 KL	42,406 KL
(v) Others		
- No treatment	-	-
- With treatment – please specify level of treatment	14,037 KL	10,050 KL
Total water discharged (in kiloliters)	**62,774 KL**	**52,456 KL**
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) : No		

5. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**
The Company's facility at Vashivali is a Zero Liquid Discharge unit. The Company has improved its effluent system by installing a Multi-effect Evaporator (MEE) and Reverse Osmosis (RO) Plant.

6. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Unit	2024-25	2023-24
NOx	ppm	39.31	40.28
SOx	mg/Nm3	24.30	27.62
Particulate matter (PM)	ppm	82.82	79.65
Persistent organic pollutants (POP)	Persistent Organic Pollutants (POP), Volatile Organic Compounds (VOC), Hazardous Air Pollutants (HAP) are not being monitored currently.		
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others – please specify	-	-	-
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N): No			

The above parameters are for the Company's Vashivali plant alone.

7. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 1 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)*	Metric tonnes of CO_2 equivalent	1,39,895	1,20,269
Total Scope 2 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	7,322	6,808
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)*		1.29	1.35
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)*		26.74	27.60
Total Scope 1 and Scope 2 emission intensity in terms of physical output			
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		-	-

* Intensity value calculated for per lakh rupee of turnover

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No

8. **Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.**

Yes. Solar inverter and Electric baby boiler (Non IBR) have been installed which help in reducing Green House Gas emission.

9. **Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2024-25	FY 2023-24
Total Waste generated (in metric tonnes)		
Plastic waste (A)	340.34	253.11
E-waste (B)	0.12	-
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	13632.00#	NA
Battery waste (E)	-	11.6
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G) (Sludge and Used Oil)	3.60	6.68
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector) (Fabric Waste, Packaging waste)	1,804.13#	123.00
Total (A+B + C + D + E + F + G + H)	**15,780.19**	**394.40**
Waste intensity per rupee of turnover (Total waste generated /Revenue from operations)*	0.138	0.004
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)*	2.87	0.08
Waste intensity in terms of physical output	-	-
Waste intensity (optional) –the relevant metric may be selected by the entity	-	-
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Hazardous Waste		
(i) Recycled	275.67	181.96
(ii) Re-used	13.47	54.94
(iii) Other recovery operations	-	-
Total	**289.14**	**236.91**
Non- Hazardous Waste		
(i) Recycled	1,804.13	123.00
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total	**1,804.13**	**123.00**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Hazardous Waste		
(i) Incineration	11.78	4.57
(ii) Landfilling	43.14	29.92
(iii) Other disposal operations	-	-
Total	**54.92**	**34.49**
Non-Hazardous Waste		
(i) Incineration	-	-
(ii) Landfilling	13,632.00	-
(iii) Other disposal operations	-	-
Total	**13,632.00**	**-**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) : No

High MS scrap and construction waste due to demolition of the building in Vashivali on account of the severe damage caused to it due to major fire at the said facility.

* Intensity value calculated for per lakh rupee of turnover

10. **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

Hazardous waste generated is treated by chemical, thermal, biological, physical methods. Chemical methods include ion exchange, precipitation, oxidation and reduction, and neutralization.

11. **If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

Sl.No	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N). If no, the reasons thereof and corrective action taken, if any.
None of the operating sites are located within the core/buffer zone (within a 10 km radius) of any Ecologically Sensitive Area such as Protected Areas, National Parks, Wildlife Sanctuaries, Bio-Sphere Reserves, Wildlife Corridors, etc.			

12. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date of Notification	Whether conducted by independent external agency? (Yes/No	Results communicated in public domain (Yes/No)	Relevant Web link
None of the projects undertaken during the year required Environmental Impact Assessments (EIA)					

13. **Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

Sl. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non- compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Yes, the Company is in compliance with all the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, and Environment Protection Act and rules thereunder.				

Leadership Indicators

1. **Water withdrawal, consumption and discharge in areas of water stress (in kiloliters):**
For each facility/plant located in areas of water stress, provide the following information:
(i) Name of the area: Nil
(ii) Nature of operations: Nil
(iii) Water withdrawal, consumption and discharge in the following format:
The Company does not withdraw, consume or discharge water in areas of water stress.

2. **Please provide details of total Scope 3 emissions & its intensity, in the following format:**

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 3 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs,SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	The Company has calculated Scope 1 and 2 emissions but not Scope 3 emissions	
Total Scope 3 emissions per rupee of turnover			
Total Scope 3 emission intensity (optional)– the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

3. **With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**
The Company has no operations/offices in/around ecologically sensitive areas.

4. **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

Sl. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Blending Production	Started to wipe out the vessels before water cleaning and collect the fragrance material	Reduce water used for vessel cleaning
2	Green Initiative to reduce Organic load of ETP	Reduction in the percentage of cleaning chemical upto 5 to 6 %	Reduction in the use of cleaning chemicals and increase in the efficiency of ETP
3	Recycling of non-hazardous waste	Use of broken wooden pallets as boiler fuel	Reduction in energy costs
4	Green Initiative to reduce Energy consumption	Installation of solar inverter to increase use of renewable energy	Reduction of GHG emissions & Reduction in energy costs

5. **Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**
The Company has an established standard disaster management and business continuity plan that guarantees resiliency in business operations and the highest level of safety for employees and assets. The Company makes sure its employees are regularly trained by conducting mock drills and disaster management training for any emergencies. The Company makes sure to adhere to all applicable rules, laws, and standards. The Company has also identified and placed methods for resource allocation, and it constantly analyses client needs by improving internal systems, capabilities etc.

6. **Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**
Nil. There is no significant impact to the environment, arising from the value chain of the Company.

7. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**
Most of the value chain partners are assessed for environmental impacts.

8. **How many Green Credits have been generated or procured:**
a. By the listed entity : Not Applicable for the industry
b. By the top ten (in terms of value of purchases and sales, respectively) value chain : Not Applicable for the industry

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. **Number of affiliations with trade and industry chambers/ associations.**
The Company actively participates in various industry and business associations. In total, the Company has 12 affiliations with trade and industry chambers/associations.

1. b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

Sl.No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/ National)
1	IFRA (International Fragrance Association)	International
2	European Federation of Essential Oils	International
3	International Federation of Essential Oils and Aroma Trades	International
4	FAFAI (Fragrance and Flavours Association of India)	National
5	Quality Circle Forum Of India	National
6	National Safety Council (NSC)	National
7	Indian Chemical Council	National
8	CHEMEXIL	National
9	Patalganga & Rasayani Industries Association	State
10	Bombay Chamber of Commerce & Industry	State
11	Mulund Kurla MARG (Mutual Aid Response Group)	State
12	Maharashtra Economic Development Council	State

2. **Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of authority	Brief of the case	Corrective action taken
Not Applicable. No adverse order was received by the Company from regulatory authorities during the year under review.		

Leadership Indicators

1. **Details of public policy positions advocated by the entity:**

Sl.No	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others - please specify)	Web Link, if available
Nil. There is no public policy advocated as of now.					

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

None of the projects undertaken by the Company in FY 2024-25 required Social Impact Assessments (SIA).

Name and brief details of project	SIA Notification No.	Date of Notification	Whether conducted by independent external agency? (Yes/No	Results communicated in public domain (Yes/ No)	Relevant Weblink
Nil	NA	NA	NA	NA	NA

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

Not applicable. None of the projects undertaken by the Company in FY 2024-25 required ongoing rehabilitation and resettlement.

Sl.No	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
-	-	-	-	-	-	-

3. **Describe the mechanisms to receive and redress grievances of the community.**

The Company has formalized a Grievance Redressal Policy that forms a transparent and fair redressal system that is easily accessible to all Stakeholders. The Policy clearly lays out the process to be followed by a Stakeholder to raise a grievance for redressal. More details can be accessed here: https://keva.co.in/investor-updates/#92-178-policies .

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

Parameter	FY 2024-25	FY 2023-24
Directly sourced from MSMEs/ small producers	13.1%	17.1%
Sourced directly from within the district and neighbouring districts*	59%	57.67%

*The data pertains to sourcing from within the state.

5. **Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**

Location	FY 2024-25	FY 2023-24
Rural	34%	49.5%
Semi-urban	-	-
Urban*	1%	0.9%
Metropolitan*	65%	49.6%

*Only permanent employees considered

Leadership Indicators

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

Details of negative social impact identified	Corrective action taken
Nil	Not applicable

2. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

The Company has implemented various corporate social responsibility (CSR) initiatives. However, it has not undertaken any CSR projects or activities in the designated aspirational districts that have been identified by government bodies.

Sl.No	State	Aspirational District	
-	-	-	-

3. (a) **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)**

Yes, the Company has a procurement preference and works with local farmers to obtain some of the raw materials that are used for manufacturing of fragrances. The Company actively takes steps towards training these farmers and providing them with support on growing crops for use in fragrances and essential oils.

3. (b) **From which marginalized /vulnerable groups do you procure?**

The Company thinks beyond business and undertakes various initiatives to improve the lives of the lower socio-economic sections of the society. As a step towards it, the Company procures some of the raw materials from local farmers most of which are from marginalised /vulnerable groups.

3. (c) **What percentage of total procurement (by value) does it constitute?**

The Company procures some of the raw materials that are used for manufacturing of fragrances from local farmers in the district in which the Company has manufacturing facility and neighboring districts most of which are from marginalised / vulnerable groups.

4. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge.**

Sl.No	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit Shared (Yes/ No)	Basis of calculating benefit share
The Company owns certain Intellectual Property / innovations inspired by traditional knowledge, benefits of the same are shared within the Group. Additionally, the inventions have been utilized in making products in health and wellness, cosmetics, fragrances which generally contribute to the well-being of the society. The benefits can be partly measured from the revenues and also from the intellectual property held.				

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

Name of authority	Brief of the case	Corrective action taken
	Not applicable	

6. **Details of beneficiaries of CSR Projects:**

Sl. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Providing High Speed Braille Embosser	83	100%
2	Partnering to foster sustainable, resilient, and thriving ecosystems – both human and natural	370	32%
3	Engagement of Apprentices*	64	-

* 71% of the Apprentices engaged are from rural areas and 29% are from urban areas

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**
   Yes, the Company has a mechanism in place to receive and respond to consumer complaints and feedback. The Company has formalized a Grievance Redressal Policy that forms a transparent and fair redressal system that is easily accessible. The Policy clearly lays out the process to be followed by any Stakeholder to raise a grievance for redressal. More details can be accessed here: https://keva.co.in/investor-updates/#92-178-policies.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

Locations	As a percentage to total turnover
Environmental and social parameters relevant to the product	100% Most of the products are directly sold to other businesses. Information about safe and responsible usage is mentioned on the products. Material Safety Sheet mentions details with regard to recycling and safe disposal.
Safe and responsible usage Recycling	
Recycling and/or safe disposal	

3. **Number of consumer complaints in respect of the following:**

	FY 2024-25			FY 2023-24		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	
Data privacy	Nil	Nil	Nil	Nil	Nil	Nil
Advertising	Nil	Nil	Nil	Nil	Nil	Nil
Cyber-security	Nil	Nil	Nil	Nil	Nil	Nil
Delivery of essential services	Nil	Nil	Nil	Nil	Nil	Nil
Restrictive Trade Practices	Nil	Nil	Nil	Nil	Nil	Nil
Unfair Trade Practices	Nil	Nil	Nil	Nil	Nil	Nil
Other (Transport, QC, Packing, Dispatch, Blending, Procurement, System, Agent, Customer)	175	-	The complaints received were addressed satisfactorily during the year.	105	-	The complaints received were addressed satisfactorily during the year.

4. **Details of instances of product recalls on account of safety issues:**

Locations	Number	Reason for recall
Voluntary recalls	0	NA
Forced recalls	0	NA

5. **Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

   Yes, the Company has a policy on Cybersecurity. The same can be accessed on the following weblink: https://keva.co.in/investor-updates/#92-178-policies.

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

   There were no issues with respect to advertising, cyber security and data privacy of customers which required corrective action nor there were any product recalls during the year under review. The Company conducts survey for consumer satisfaction from time to time. The Company provides information as per the laws of the specific country. No penalty / action was taken by regulatory authorities in relation to the safety of products / services.

7. **Provide the following information relating to data breaches:**
   a. Number of instances of data breaches – Nil. There were no instances of data breaches during the year under review.
   b. Percentage of data breaches involving personally identifiable information of customers – Not Applicable
   c. Impact, if any, of the data breaches – Not Applicable

Leadership Indicators

1. **Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

   The Company has a website which provides all necessary information on the products and services. Further details can be found at: https://keva.co.in/our-offerings/fragrances/, https://keva.co.in/our-offerings/flavours/, https://keva.co.in/our-offerings/aroma-ingredients/, https://keva.co.in/our-offerings/knew/ , https://keva.co.in/our-offerings/technical-services/

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

   The Company ensures consumer awareness by supplying Safety Data Sheets and Technical Data Sheets to all its customers. Additionally, application details are provided upon request to promote the safe and responsible use of products and services.

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   Not Applicable. The Company does not deal with any essential services.

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/ Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

   Yes. The Company provides information as per the laws of the specific country and the company also conducts survey with regard to consumer satisfaction.

INDEPENDENT AUDITOR'S REPORT

To The Members of

S H Kelkar and Company Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **S H Kelkar and Company Limited** (the "Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as the "Group") which includes the Group's share of loss in its associate, which comprise the Consolidated Balance Sheet as at 31 March 2025 and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of 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, and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries and associate referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2025 and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associate in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in the sub-paragraphs (a) and (b) of the Other Matters section below, is sufficient and appropriate to provide a basis for our audit 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

Impairment assessment of goodwill in consolidated financial statements (Refer note 2.3 (i) and note 7 to the Consolidated Financial Statements)

The Group's assessment of impairment in carrying value of goodwill relating to Keva Europe BV, Creative Flavours and Fragrances S.p.A (CFF) and Holland Aromatics B.V. (CGUs) amounting to Rs. 287.86 crores involves significant management estimates and judgements relating to forecast of future revenues, operating margins and discount rates while determining the recoverable value using discounted cash flow method.

Considering the judgement required for estimating the cash flows and the key assumptions used, this has been considered as a key audit matter.

Principal audit procedure performed:

- Tested the design, implementation and operating effectiveness of key controls over impairment assessment of goodwill.
- Evaluated the reasonableness of key assumptions and inputs in the cash flow forecasts (including revenue, operating margin, discount rate) considering the current economic scenario, understanding of the business, retrospective review of prior year's forecast against actual results and inputs from internal valuation specialists.
- Assessed the sensitivity of the outcome of impairment assessment in response to changes in the key assumptions.
- Evaluated adequacy of the related disclosures in the consolidated financial statements.

Accounting for the loss on account of the fire accident and the related insurance claim (Refer to Note 49 to the consolidated financial statements)

On April 23, 2024, a major fire broke out at one of the manufacturing units of the Parent at Vashivali which caused damage to the property, plant and equipment and inventories. As stated in the said note, the Parent is insured for fire incidents including for damage to its property, plant and equipment, inventories and loss of profits. The Parent has submitted its claim which has been admitted by the insurance company and an interim relief has been approved while the amount of final loss under the policy is being evaluated by the surveyor. The determination of the loss and recording of insurance claim income involves significant management judgement considering the nature and quantitative significance of the amounts involved.

Principal audit procedures:

- Obtained and examined the list of assets and inventories destroyed during the fire incident.
- Visited the plant location to physically observe the damage to the property, plant and equipment and inventories.
- Assessed completeness and accuracy of the loss accounted by comparing the list of assets and inventories damaged with the respective registers maintained in the Parent's ERP system.
- Verified the Parent's insurance policy and underlying documents to ascertain validity, adequacy and coverage of the claim submitted.
- Verified the Parent's correspondences regarding the claim with the insurance company including the timing of intimation, amount claimed, relevant documents and reports regarding the fire incident and interim relief approval communicated by the insurance company.
- Verified the legal opinion obtained by the Parent and correspondence from the insurance broker of the Parent with respect to the validity and admissibility of the claim submitted.
- Verified the insurance claim recorded as income in accordance with group accounting policy.
- Assessed the appropriateness of the presentation and disclosures made in relation to the loss and the related insurance claim income in the consolidated financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Board report, Report on Corporate Governance, and Business Responsibility and Sustainability report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report 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, compare with the financial statements of the subsidiaries and associate audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries and associate is traced from their financial statements audited by the other auditors.
- 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.

Responsibilities of Management and Board of Directors' for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group including its associate in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and of its associate 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 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 Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the respective entities 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 intend to liquidate their respective entities 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 associate are also responsible for overseeing the financial reporting process of the Group and of its associate.

Auditor's Responsibility 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 financial controls 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 Parent has adequate internal financial controls with reference to consolidated 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.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate 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 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 associate 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 information of the entities or business activities within the Group and its associate 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 or business activities included in the consolidated financial statements of which we are the independent auditors. For the other entities or business activities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls 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 Matters

(a) We did not audit the financial statements/ financial information of 7 subsidiaries, whose financial statements/ financial information reflect total assets of Rs. 985.76 crores as at 31 March 2025 total revenues of Rs. 611.59 crores and net cash inflow amounting to Rs. 6.75 crores 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) of Rs.(1.38) crore for the year ended 31 March 2025 as considered in the consolidated financial statements, in respect of an associate, whose financial information has not been audited by us. These financial statements/ financial information 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 our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

    One of the subsidiary located outside India whose standalone financial information have been prepared by its management in accordance with accounting principles generally accepted in its country and was audited by the other auditor under generally accepted auditing standards applicable in that country. The Parent's management has converted the audited standalone financial statements of the aforesaid subsidiary located outside India from accounting principles generally accepted in its country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Parent's management. Our opinion and conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary located outside India, is based on the report of other auditor, our audit of the conversion adjustments prepared by the Management of the Company and the procedures performed by us as stated in Opinion paragraph above.

(b) We did not audit the financial information of 3 subsidiaries, whose financial information reflect total assets of Rs. 55.67 crores as at 31 March 2025 total revenues of Rs. 87.31 crores and net cash outflow amounting to Rs. 5.01 crores for the year ended on that date, as considered in the consolidated financial statements. These financial information are unaudited and 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 associate, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements above 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 and the financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the subsidiaries referred to in the Other Matters section above 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 relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the 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 Parent and taken on record by the Board of Directors of the Company and the reports of the subsidiary companies incorporated in India, none of the directors of the Group companies 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) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent and subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.

g) In our opinion and to the best of our information and according to the explanations given to us and based on the auditor's reports of subsidiary companies incorporated in India, the remuneration paid/ provided by the Parent and such subsidiary companies to their respective directors during the year is in accordance with the provisions of section 197 of the Act except for the Parent which has paid the remuneration to its whole time director in excess of the limits laid down under section 197 of the Act read with Schedule V thereto by Rs.1.79 crore which excess has been approved by the Board of Directors of the Parent and will be placed before the shareholders for their Approval in the ensuing Annual General Meeting pending which, the same has been accounted for as a recoverable from the whole time director. Refer Note 47 (iii) to the consolidated financial statements.

h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - Refer Note 40 to the consolidated financial statements.

ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent. There are no amounts which were required to be transferred to the Investor Education and Protection Fund by the subsidiary companies incorporated in India.

iv) (a) The respective Managements of the Parent and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and to the other auditors of such subsidiaries that, to the best of their knowledge and belief, as disclosed in 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 Parent Company or any of such subsidiaries 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 Parent or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Parent and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and to the other auditors of such subsidiaries that, to the best of their knowledge and belief, as disclosed in the consolidated financial statements, no funds have been received by the Parent or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent or any of such subsidiaries shall, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v) As stated in note 20 to the consolidated financial statements, the Board of Directors of the Parent and its subsidiary which is company incorporated in India, whose financial statements have been audited under the Act have proposed final dividend for the year which is subject to the approval of the members of the Parent and such subsidiary at the respective Annual General Meetings. Such dividend proposed is in accordance with section 123 of the Act, as applicable.

The interim dividend paid by the Parent and its subsidiary, which is company incorporated in India, during the year in respect of the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.

i) Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries and based on the other auditor's reports of its subsidiary companies incorporated in India whose financial statements have been audited under the Act, the Parent and its subsidiary companies incorporated in India have used accounting softwares systems for maintaining their respective books of account for the financial year ended 31 March 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares systems. Further, during the course of audit, we and respective other auditors, whose reports have been furnished to us by the Management of the Parent, have not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Parent and above referred subsidiary companies incorporated in India as per the statutory requirements for record retention.

With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/"the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that there are no qualification or adverse remarks by the respective auditors in the CARO reports of the said companies included in the consolidated financial statements. Further, in respect of the associate company included in the consolidated financial statements, whose audit under section 143 of the Act has not yet been completed, the CARO report as applicable in respect of such associate company is not available and consequently has not been provided to us as on the date of this audit report.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Vishal L. Parekh
Partner
Membership No. 113918
UDIN:25113918BMKWGM8312

Place: Mumbai
Date: 16 May 2025

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

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

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as at and for the year ended 31 March 2025 we have audited the internal financial controls with reference to consolidated financial statements of S H Kelkar and Company Limited (hereinafter referred to as "Parent") and its subsidiary companies, which are companies incorporated in India, as of that date.

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

The respective Board of Directors of the Parent and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria for internal control with reference to consolidated financial statements established by the respective Companies 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 ("ICAI"). 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 respective 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 Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Parent and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated 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 consolidated financial statements was 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 consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated 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 financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Parent and its subsidiary companies which are companies incorporated in India.

Meaning of Internal Financial Controls with reference to consolidated financial statements

A company's internal financial control with reference to consolidated 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 control with reference to consolidated financial statements includes 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 consolidated financial statements

Because of the inherent limitations of internal financial controls with reference to consolidated 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 consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion 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 referred to in the Other Matters paragraph below, the Parent and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31 March 2025 based on the criteria for internal financial control with reference to consolidated financial statements established by the respective companies 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.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to 2 subsidiary companies which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matter.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Vishal L. Parekh
Partner
Membership No. 113918
UDIN:25113918BMKWGM8312

Place: Mumbai
Date: 16 May 2025

Consolidated Balance sheet

as at 31 March 2025

(₹ in crores)

	Notes	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	4A	367.28	369.72
Capital work-in-progress	4B	38.52	6.95
Right of use asset	5	93.12	49.01
Investment Property	6	0.55	0.55
Goodwill	7	310.90	304.72
Other intangible assets	8	180.72	209.27
Intangible assets under development	9	7.53	5.83
Financial assets			
- Investments	10	11.16	0.02
- Other financial assets	12	15.76	13.79
Deferred tax assets (net)	39	25.09	21.77
Current tax assets (net)	38	50.37	53.31
Other non-current assets	13	8.04	4.41
Total non-current assets		**1,109.04**	**1,039.35**
Current assets			
Inventories	14	717.73	656.87
Financial assets			
- Investments	15	-	9.57
- Trade receivables	16	505.86	489.60
- Cash and cash equivalents	17	86.45	100.06
- Other bank balances	18	0.33	3.01
- Loans	11	8.24	3.45
- Other financial assets	12	99.95	2.65
Other current assets	13	157.29	97.89
Total current assets		**1,575.85**	**1,363.10**
TOTAL ASSETS		**2,684.89**	**2,402.45**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	19	138.42	138.42
Other equity	20	1,133.54	1,074.39
Equity attributable to owners of the Company		**1,271.96**	**1,212.81**
Non-controlling interests		0.47	1.38
Total equity		**1,272.43**	**1,214.19**
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings	21	174.68	173.05
- Lease Liabilities	22	63.09	31.75
- Other financial liabilities	23	1.89	0.57
Provisions	24	0.46	1.42
Deferred tax liabilities (net)	39	41.02	47.36
Total non-current liabilities		**281.14**	**254.15**
Current liabilities			
Financial liabilities			
- Borrowings	25	570.17	443.87
- Lease Liabilities	22	24.30	17.12
- Trade payables			
- total outstanding dues of micro enterprises and small enterprises	26	18.59	28.22
- total outstanding dues of creditors other than micro enterprises and small enterprises	26	381.38	326.91
- Other financial liabilities	27	64.82	42.68
Provisions	24	21.40	19.14
Current tax liabilities (net)	38	12.95	19.34
Other current liabilities	28	37.71	36.83
Total current liabilities		**1,131.32**	**934.11**
Total Liabilities		**1,412.46**	**1,188.26**
TOTAL EQUITY AND LIABILITIES		**2,684.89**	**2,402.45**
Material accounting policies	1-3		
The notes referred to above and other notes form an integral part of the consolidated financial statements.	4-58		

As per our report of even date attached.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No: 117366W/W-10018

Vishal L. Parekh
Partner
Membership No: 113918

Mumbai
16 May 2025

For and on behalf of the Board of Directors
S H Kelkar and Company Limited
CIN: L74999MH1955PLC009593

Ramesh Vaze
Director & Chairman
DIN: 00509751

Kedar Vaze
Director & Group Chief Executive Officer
DIN: 00511325

Rohit Saraogi
Group Chief Financial Officer

Deepti Chandratre
Global Legal Counsel and Company Secretary
Membership No: A20759

Mumbai
16 May 2025

Consolidated Statement of Profit and Loss

for the year ended 31 March 2025

(₹ in crores)

	Notes	Year ended 31 March 2025	Year ended 31 March 2024
Income			
Sales	29	2,042.46	1,758.81
Sales - Contract manufacturing	29	70.26	73.83
Other operating income	29	10.68	8.19
Revenue from operations	29	2,123.40	1,840.83
Other income	30	23.85	5.86
Total income		**2,147.25**	**1,846.69**
Expenses			
Cost of materials consumed	31	1,251.00	926.37
Changes in inventories of finished goods, stock-in-trade and work-in-progress	32	(112.03)	39.96
Contract manufacturing cost of goods sold	31	56.90	62.00
Employee benefits expense	33	289.91	238.06
Finance costs	34	49.42	39.77
Depreciation and amortisation expense	35	94.70	86.06
Other expenses	36	340.61	271.19
Total expenses		**1,970.51**	**1,663.41**
Profit before share of (loss) in Associates (net of tax), exceptional items and tax		**176.74**	**183.28**
Share of (Loss) in Associates (net of tax)	10(ii)	(1.38)	-
Profit before exceptional items and tax		**175.36**	**183.28**
Exceptional items			
- Exceptional (loss)	49	(60.55)	-
Profit before tax		**114.81**	**183.28**
Tax expense:			
Current tax	38	51.36	65.52
Prior years tax	34	(0.14)	(0.30)
Deferred tax	39	(10.49)	(5.74)
Profit for the year from continuing operations		**74.08**	**123.80**
(Loss) for the year from discontinued operations		(1.07)	(0.98)
Tax Expenses of discontinued operations		-	(0.73)
(Loss) for the year from discontinued operations		**(1.07)**	**(0.25)**
Profit for the year		**73.01**	**123.55**
Other Comprehensive Income			
Items that will not be reclassified to profit or loss		(1.67)	(1.23)
Income tax credit related to items that will not be reclassified to profit or loss		0.41	0.31
Items that will be reclassified to profit or loss		(2.55)	6.93
Income tax relating to item that will be reclassified to profit or loss		0.04	-
Other Comprehensive Income for the year		**(3.77)**	**6.01**
Total Comprehensive Income for the year		**69.24**	**129.56**
Profit/loss attributable to:			
Owners of the Parent		73.24	122.42
Non-controlling interests		(0.23)	1.13
Other Comprehensive Income attributable to:			
Owners of the Parent		(3.76)	6.11
Non-controlling interests		(0.01)	(0.10)
Total Comprehensive Income/loss attributable to:			
Owners of the Parent		69.48	128.53
Non-controlling interests		(0.24)	1.03
Earnings per equity share (Nominal value of Rs 10 each, fully paid-up)	37		
(a) Basic and diluted earning per share from continuing operations (EPS) (₹)		5.37	8.95
(b) Basic and diluted earning per share from discontinued operations (EPS) (₹)		(0.06)	(0.02)
(c) Basic and diluted earning per share from continuing and discontinued operations (EPS) (₹)		5.31	8.93
Material accounting policies	1-3		
The notes referred to above and other notes form an integral part of the consolidated financial statements.	4-58		

As per our report of even date attached.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No: 117366W/W-10018

Vishal L. Parekh
Partner
Membership No: 113918

Mumbai
16 May 2025

For and on behalf of the Board of Directors
S H Kelkar and Company Limited
CIN: L74999MH1955PLC009593

Ramesh Vaze
Director & Chairman
DIN: 00509751

Kedar Vaze
Director & Group Chief Executive Officer
DIN: 00511325

Rohit Saraogi
Group Chief Financial Officer

Deepti Chandratre
Global Legal Counsel and Company Secretary
Membership No: A20759

Mumbai
16 May 2025

Consolidated Statement of Cash Flow
for the year ended 31 March 2025

(₹ in crores)

	Year ended 31 March 2025	Year ended 31 March 2024
A. Cash flows from operating activities		
Profit before tax from continuing operations	114.81	183.28
(Loss) before tax from discontinued operations	(1.07)	(0.98)
Adjustments for :		
Exceptional Item	60.55	-
Depreciation and amortization	94.70	89.31
Interest income	(0.92)	(1.71)
(Gain) on sale of investment at FVTPL (Mutual Fund)	(0.39)	(1.24)
(Gain) on sale of investment in subsidiary (including fair value gain on remeasurement of remaining interest)	(19.93)	-
Share of loss from Associate	1.38	-
Loss on sale of Property Plant and Equipment, Investment Property ,Intangible assets	0.25	0.94
Inventory write down	0.56	0.57
Insurance claim received	-	(1.41)
Finance cost	49.42	41.26
Provision on trade and other receivables	1.15	3.30
Liabilities no longer required written back	(0.85)	(0.78)
Bad debts written off	1.94	1.11
Loss/(Gain) on Financial assets at FVTPL (Derivatives)	2.00	(0.49)
Loss on Foreign exchange (net)	5.48	2.65
Operating profit before working capital changes	**309.08**	**315.81**
Changes in working capital		
(Increase) in trade and other receivables	(31.44)	(65.71)
(Increase)/ Decrease in loans and advances	(4.60)	1.17
(Increase) in inventories	(122.81)	(54.15)
(Increase) in other current assets	(169.28)	(31.62)
(Increase) in Non current assets	(2.83)	(2.57)
Increase in trade and other payables	91.54	5.20
Increase/ (Decrease) in Provision	0.56	(1.19)
Net change in working capital	**(238.86)**	**(148.87)**
Cash flows generated from operating activities before taxes	**70.22**	**166.94**
Direct taxes paid (Net)	(54.48)	(59.48)
Net cash flows generated from operating activities (A)	**15.74**	**107.46**
B. Cash flows from investing activities		
Purchase of Property, plant and equipment, investment property and intangibles assets (including capital work in progress and intangible assets under development)	(95.73)	(60.94)
Proceeds from sale of Property, plant and equipment and investment property	-	0.25
Net proceeds from sale of / (investment in) mutual funds	8.36	15.05
Net proceeds from sale of investment in subsidiary	12.51	-
Decrease in other bank balances	1.45	0.67
Payment for acquisition of non-controlling interest	-	(39.14)
Interest received	1.13	0.28
Insurance claim received	-	1.41
Dividend received	-	0.65
Net cash flows (used in) investing activities (B)	**(72.28)**	**(81.77)**
C. Cash flows from financing activities		
Proceeds from Long term borrowings	134.77	-
Repayment of Long term borrowings	(91.53)	(45.48)
Proceeds of Short term borrowings	637.59	304.45
Repayment of Short term borrowings	(494.36)	(215.24)
Payment of lease obligations (including interest)	(32.41)	(21.74)
Proceeds from sale of Treasury Shares by Employee Benefit Trust (Refer note 48 (a))	-	49.14
Dividend Paid	(10.38)	(29.43)
Increase in Non Controlling Interest	-	0.39
Finance cost paid	(44.39)	(33.90)
Net cash flows generated from financing activities (C)	**99.29**	**8.19**
D. Net Increase in cash and cash equivalents (A + B + C)	**42.75**	**33.88**

Consolidated Statement of Cash Flow
for the year ended 31 March 2025

(₹ in crores)

	Year ended 31 March 2025	Year ended 31 March 2024
E. Cash and cash equivalents at the beginning of the year	**(25.30)**	**(57.42)**
Add/(Less): Change in Bank balance due to loss of control	4.56	-
F. Effect of exchange rate changes on cash and cash equivalents	**(1.75)**	**(1.76)**
G. Cash and cash equivalents at the end of the year (D+E+F)	**20.26**	**(25.30)**
Cash and cash equivalents (end of the year)		
Cash and cash equivalents comprise of :		
Balances with banks in -		
current accounts	58.12	64.41
exchange earners foreign currency account	28.25	35.53
Cash on hand	0.08	0.12
Cash and cash equivalents at the end of the year	86.45	100.06
Bank overdraft	(66.19)	(125.36)
Total Cash and cash equivalents	**20.26**	**(25.30)**

Notes:

1. **Debt reconciliation statement in accordance with INDAS 7**

(₹ in crores)

	Year ended 31 March 2025	Year ended 31 March 2024
Opening balances		
Total Borrowings (excluding bank overdraft)	491.56	445.05
Lease liabilities	48.87	53.94
Cash flows		
Borrowings movement (net)	186.47	43.73
Lease Liabilities	(32.41)	(21.74)
Non-cash changes		
Foreign exchange movement	11.48	2.78
Net addition in lease liability	84.78	16.67
Loss of control on Subsidiary		
Short Term Loan	(10.85)	-
Lease Liabilities	(13.85)	-
Closing balances		
Total Borrowings (excluding bank overdraft)	678.66	491.56
Lease Liabilities	87.39	48.87

2. The above Consolidated Statement of Cash flow has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (IND AS 7) - "Statements of Cash Flow".
3. Cash comprises cash on hand, current accounts and deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition)

Material accounting policies	1-3
The notes referred to above and other notes form an integral part of the consolidated financial statements.	4-58

As per our report of even date attached.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No: 117366W/W-10018

Vishal L. Parekh
Partner
Membership No: 113918

Mumbai
16 May 2025

For and on behalf of the Board of Directors
S H Kelkar and Company Limited
CIN: L74999MH1955PLC009593

Ramesh Vaze
Director & Chairman
DIN: 00509751

Kedar Vaze
Director & Group Chief Executive Officer
DIN: 00511325

Rohit Saraogi
Group Chief Financial Officer

Deepti Chandratre
Global Legal Counsel and Company Secretary
Membership No: A20759

Mumbai
16 May 2025

Consolidated Statement of Changes in Equity
for the year ended 31 March 2025

(a) Equity share capital

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Opening balance	138.42	138.42
Changes in equity share capital during the year (Refer note 19)	-	-
Closing balance	**138.42**	**138.42**

(b) Other equity

(₹ in crores)

	Reserves & Surplus							Other components of equity			Total Other Equity Attributable to Owners of the Company	Non-Controlling Interests	Total Equity
	Capital Reserve	Securities Premium	Capital Redemption Reserve	General Reserve	Retained earnings	STARs reserves	Other reserves	Foreign Currency Translation Reserve	Cash Flow Hedge Reserve	Treasury Shares			
Balance as at 1 April 2024	**17.07**	**99.70**	**6.20**	**104.96**	**841.20**	**(21.32)**	**8.77**	**17.81**	**-**	**-**	**1,074.39**	**1.38**	**1,075.77**
Total Comprehensive Income for the year ended 31 March 2025													
Profit for the year	-	-	-	-	73.24	-	-	-		-	73.24	(0.23)	73.01
Remeasurement gain/(losses) on defined benefit obligation (net)	-	-	-	-	(1.26)	-	-	-		-	(1.26)	-	(1.26)
Fair Value changes through cash flow hedge									(0.13)		(0.13)	-	(0.13)
Exchange differences in translating the financial statements of foreign operations	-	-	-	-	-	-	-	(2.37)		-	(2.37)	(0.01)	(2.38)
Total Comprehensive Income for the year	**-**	**-**	**-**	**-**	**71.98**	**-**	**-**	**(2.37)**	**(0.13)**	**-**	**69.48**	**(0.24)**	**69.24**
Contributions and distributions									-				
Dividends paid	-	-	-	-	(10.38)	-	-	-		-	(10.38)	-	(10.38)
Others													
Sale of Shares in subsidiary	-	-	-	-	0.05	-	-	-		-	0.05	(0.67)	(0.62)
Balance as at 31 March 2025	**17.07**	**99.70**	**6.20**	**104.96**	**902.85**	**(21.32)**	**8.77**	**15.44**	**(0.13)**	**-**	**1,133.54**	**0.47**	**1,134.01**

Consolidated Statement of Changes in Equity
for the year ended 31 March 2025

(₹ in crores)

	Reserves & Surplus							Other components of equity			Total Other Equity Attributable to Owners of the Company	Non-Controlling Interests	Total Equity
	Capital Reserve	Securities Premium	Capital Redemption Reserve	General Reserve	Retained earnings	STARs reserves	Other reserves	Foreign Currency Translation Reserve	Cash Flow Hedge Reserve	Treasury Shares			
Balance at 01 April 2023	**17.07**	**99.70**	**6.20**	**104.96**	**749.59**	**(0.02)**	**8.77**	**10.78**	**-**	**(71.09)**	**925.96**	**38.26**	**964.22**
Total Comprehensive Income for the year ended 31 March 2024													
Profit for the year	-	-	-	-	122.42	-	-	-	-	-	122.42	1.13	123.55
Remeasurement gain/(losses) on defined benefit obligation (net)	-	-	-	-	(0.92)	-	-	-	-	-	(0.92)	-	(0.92)
Exchange differences in translating the financial statements of a foreign operation	-	-	-	-	-		-	7.03	-	-	7.03	(0.10)	6.93
Total Comprehensive Income for the year	**-**	**-**	**-**	**-**	**121.50**	**-**	**-**	**7.03**	**-**	**-**	**128.53**	**1.03**	**129.56**
Contributions and distributions													
Dividends received	-	-	-	-	-	0.65	-	-	-	-	0.65	-	0.65
Dividends paid	-	-	-	-	(27.68)	-	-	-	-	-	(27.68)	(1.75)	(29.43)
Others									-				
Adjustment on account of acquisition of NCI Shares	-	-	-	-	(1.73)	-	-	-	-	-	(1.73)	(37.02)	(38.75)
Sale of Shares to NCI	-	-	-	-	(0.48)	-	-	-	-	-	(0.48)	0.86	0.38
Sale of equity (star reserve) (Refer note 48 (a))	-	-	-	-	-	(21.95)	-	-	-	71.09	49.14	-	49.14
Balance as at 31 March 2024	**17.07**	**99.70**	**6.20**	**104.96**	**841.20**	**(21.32)**	**8.77**	**17.81**	**-**	**-**	**1,074.39**	**1.38**	**1,075.77**

Material accounting policies	1-3
The notes referred to above and other notes form an integral part of the consolidated financial statements.	4-58

As per our report of even date attached.
For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No: 117366W/W-10018

Vishal L. Parekh
Partner
Membership No: 113918

Mumbai
16 May 2025

For and on behalf of the Board of Directors
S H Kelkar and Company Limited
CIN: L74999MH1955PLC009593

Ramesh Vaze
Director & Chairman
DIN: 00509751

Kedar Vaze
Director & Group Chief Executive Officer
DIN: 00511325

Rohit Saraogi
Group Chief Financial Officer

Deepti Chandratre
Global Legal Counsel and Company Secretary
Membership No: A20759

Mumbai
16 May 2025

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

1 Company and Group overview

S H Kelkar and Company Limited ('SHK' or 'the parent') having CIN no L74999MH1955PLC009593 was incorporated under the provisions of the Companies Act, 1913, and has its registered office at Devkaran Mansion, 36, Mangaldas Road, Mumbai – 400002. The parent has its equity shares listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India. These Consolidated Financial Statements comprise the parent along with its subsidiaries, collectively referred to as 'the Group'. The Group is focused on its core business of manufacture, supply and exports of fragrances, flavours and aroma ingredients.

2 Basis of preparation of the Consolidated Financial Statements

2.1 Statement of compliance

These Consolidated Financial Statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 ("the Act").

The Consolidated Financial Statements for the year ended 31 March 2025 have been proposed by the Audit Committee and subsequently approved by the Board of Directors at its meeting held on 16 May 2025.

2.2 Basis of measurement

(i) These Consolidated Financial Statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting, except for the following:

- certain financial assets and liabilities (including derivative instruments) that are measured at fair value; and
- net defined benefit (asset)/ liability that are measured at fair value of plan assets less present value of defined benefit obligations.

(ii) The accounting policies have been applied consistently over all the periods presented in these Consolidated Financial Statements.

(iii) These Consolidated Financial Statements are presented in Indian rupees, which is also the Group's functional currency. All amounts have been rounded off to two decimal places to the nearest crores, unless otherwise indicated.

2.3 Use of estimates and judgements

The preparation of the Consolidated Financial Statements in conformity with Ind AS requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in future periods affected.

In particular, information about areas of estimation uncertainty and judgments in applying accounting policies that have the effect on the amounts recognised in the financial statements are included as follows:

a. Classification of Lease under Ind AS 116

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 judgement. 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 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.

b. Deferred Tax Assets

The recognition of deferred tax assets requires assessment of whether it is probable that sufficient future taxable profit will be available against which deferred tax asset can be utilized. The Group reviews at each balance sheet date the carrying amount of deferred tax assets.

c. Contingencies

The computation of a provision or contingent liability requires significant judgement by the Group because of the inherent complexity in estimating future costs. The amount recognised as a provision is the best estimate of the expenditure. The provisions and contingent liabilities are subject to changes in the outcomes of litigations and claims and the positions taken by the Group. It involves significant judgement and estimation to determine the likelihood and timing of the cash outflows and interpretations of the legal aspects, tax legislations and judgements previously made by authorities.

d. Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds/ investments correspond to the probable maturity of the post-employment benefit obligations. The same is disclosed in note no 43

e. Loss allowances on trade and other receivables

The Group makes loss allowances based on an assessment of the recoverability of trade and other receivables. The identification of loss allowance requires use of judgments and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and loss allowance expenses in the period in which such original estimate has been changed.

f. Fair value measurement of financial instruments

All financial instruments are required to be measured at fair value on initial recognition. In case of financial instruments which are required to subsequently measured at amortised cost, interest is accrued using the effective interest method. Refer accounting policy on financial instrument.

g. Intangible assets under development

Development expenditure is capitalised as part of the cost of the fragrance development, 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 sell the asset.

h. Useful Lives of Property, Plant & Equipment and Intangible Assets

The Group uses its technical expertise along with historical and industry trends for determining the economic life of an asset/ component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the remaining useful life of the assets.

i. Impairment of Goodwill

The Group estimates the value-in-use of the cash generating units (CGUs) based on the future cash flows after considering current economic conditions and trends, estimated future operating results and growth rate and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The discount rates used for the CGUs represent the weighted average cost of capital based on the historical market returns of comparable companies.

2.4 Current / non-current classification

The Group presents assets and liabilities in the Balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

A liability is treated as current when it is:

- Expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- Due to be settled within twelve months after the reporting period, or

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other assets and liabilities are classified as non-current assets and liabilities. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

For the purpose of current/non-current classification of assets and liabilities, the Group has ascertained its operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of assets or inventories for processing and their realization in cash and cash equivalents.

3 Material accounting policies

3.1 Revenue

Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Group is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

Revenue excludes taxes collected from customers on behalf of the government. Due to the short nature of credit period given to customers, there is no financing component in the contract.

Sale of products

Revenue from sale of products is recognised when upon the transfer of control of promised goods have been transferred to the customers in at an amount that reflects the consideration which the Group expects to receive in exchange for those goods. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract/agreed with parties. Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer.

Advance from customers is recognized under other liabilities and released to revenue on satisfaction of performance obligation.

Rental income

Rental income (including income from sub-leasing), included under other operating income, is recognised on a straight-line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation.

Technical know how are recognised on accrual basis.

Export incentives

Export incentives principally comprises of focus market scheme, and other export incentive schemes. The benefits under these incentive schemes are available based on the guidelines formulated for respective schemes by the government authorities. These incentives are recognised as revenue on accrual basis to the extent it is probable that realisation is certain.

Insurance Claims

Insurance claims are accounted when a valid and adequate insurance policy exists to cover the insured event entitling the Company to a compensation as per the terms and conditions of the policy and to the extent that there is no uncertainty in receiving the claims.

3.2 Foreign currency

Foreign currency transactions initial recognition

On initial recognition, transactions in foreign currencies entered into by the Group are recorded in the functional currency (i.e. Indian Rupees), by applying to the foreign currency amount, the spot exchange rate between the functional currency and the foreign currency at the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Consolidated Statement of Profit and Loss. Transactions in foreign currencies are translated into the Group's functional currency at the exchange rates at the dates of the transactions.

Measurement of foreign currency items at reporting date

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the closing exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are not translated.

Exchange differences arising out of these translations are recognized in the Consolidated Statement of Profit and Loss.

For the purpose of presenting Consolidated Financial Statements, the assets and liabilities of the Group's foreign operations (having non-INR functional currency) are translated to Indian rupees at the exchange rate prevailing on the balance sheet date, Income and expenses items are translated at the average rate of exchange for the respective months. Exchange differences arising on such translation are recognised as currency translation reserve under equity.

3.3 Employee benefits

Short-term employee benefits

Short-term employee benefits obligations payable wholly within twelve months of rendering the service are measured on an undiscounted basis and are recognized in the period in which the employee renders the related service. These benefits include bonus and other employee benefits.

A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the amount of obligation can be estimated reliably.

Post-employment employee benefits

i. Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts.

The Group makes specified monthly contributions to Employee State Insurance and Labour Welfare Fund and are recognised as an employee benefit expense in the Consolidated Statement of Profit and Loss on an accrual basis.

Contribution to Superannuation Fund, a defined contribution scheme, is made at pre-determined rates to the Superannuation Fund Trust and is charged to the Consolidated Statement of Profit and Loss. There are no other obligations other than the contribution payable to the Superannuation Fund Trust.

If the contributions payable for services received from employees before the reporting date exceeds the contributions already paid, the deficit payable is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the reporting date, the excess is recognized as an asset to the extent that the prepayment will lead to, for example, a reduction in future payments or a cash refund.

ii. Defined benefit plans

The Group's provident fund is managed by the trust set up by the Group. The interest rate payable to the members of the trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall if any shall be made good by the Group. The Group makes specified monthly contributions towards employee provident fund.

The Group's net obligation in respect of defined benefit plan is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

Re-measurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in other comprehensive income (OCI). Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined liability (asset) after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to gratuity benefit scheme are recognised in the Consolidated Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in the consolidated Statement of Profit and Loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Gratuity

The Group have an obligation towards gratuity, a defined benefit scheme covering eligible employees. The Group accounts for gratuity benefits payable in future based on an independent actuarial valuation method as stated above. Also, for certain entities in India the Group's Gratuity fund is managed by the trust set up by the parent and for other entities it is managed by LIC of India.

Provident fund trust

Eligible employees of the parent receive benefits from a provident fund which is a defined benefit plan and managed by the trust set up by the parent. Both the employee and the parent in India make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. The rate at which the annual interest is payable to the beneficiaries of the trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952. Accordingly, the Group has an obligation to make good the shortfall, if any, between the return from the investments of the Trust and the notified interest rate. An obligation in this respect is measured and accounted on the basis of independent actuarial valuation as stated above.

Other long-term employee benefits

Entitlements to annual leave and sick leave are recognized when they accrue to employees. Sick leave can only be availed while annual leave can either be availed or encashed subject to a restriction on the maximum number of accumulation of leave. The Group determines the liability for such accumulated leaves using the Projected Accrued Benefit method with actuarial valuations being carried out at each Balance Sheet date. Expenses related to other long term employee benefits are recognized in the Statement of Profit and loss (including actuarial gain and loss).

Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises the costs for restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

3.4 Recognition of dividend income, interest income or expense

Interest income or expense is recognised using the effective interest rate method. 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 asset; or
- the amortised cost of the financial liability.

Dividend income is recognised in the Consolidated Statement of Profit and Loss on the date on which the Group have right to receive payment is established.

3.5 Income Tax

Income tax expense comprises current and deferred tax. It is recognised in the Consolidated Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

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 that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities. Current tax also includes any tax arising from dividends.

Current tax assets and Current tax liabilities are offset only if, the Group:

a) has a legally enforceable right to set off the recognised amounts; and

b) 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 and tax credits. 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 to the extent that the Group is able to 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 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. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted by 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 only if:

a) the Group have a legally enforceable right to set off current tax assets against current tax liabilities; and

b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable Company.

3.6 Inventories

Inventories which comprise raw materials, packing materials, work-in-progress and finished goods are carried at the lower of cost and net realisable value.

The cost of inventories is based on weighted average formula and includes expenditure incurred in acquiring the inventories, costs of production or conversion and other costs incurred in bringing the inventories to their present location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of fixed production overheads based normal operating capacity of production facilities.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

3.7 Property, Plant and Equipment

i. Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises:

a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.

b) any directly attributable cost of bringing the asset to its location and condition necessary for it to be capable of operating in the manner intended by management.

c) the estimated costs of dismantling and removing the item and restoring the site on which it is located.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in the Consolidated Statement of Profit and Loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of Property, Plant and Equipment is recognised in the Consolidated Statement of Profit and Loss.

ii. 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.

iii. Capital work in progress and Capital advances:

Cost of assets not ready for intended use, as on the balance sheet date, is shown as capital work in progress. Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as Other Non-Current Assets.

iv. Depreciation

Depreciation is calculated using the straight-line method on cost of items of property, plant and equipment less their estimated residual values over the estimated useful lives prescribed under Schedule II of the Act.

Assets acquired under leases, including leasehold improvements are depreciated over the lease terms. Freehold land is not depreciated.

The estimated useful lives of items of property, plant and equipment are as follows:

Tangible Assets	Life Defined	Useful Life as per Schedule II
Building	3-60 years	3-60 years
Computers & other IT assets	3-6 years	3-6 years
Plant & machinery	5-20 years	8-20 years
Research & development-equipments	10-15 years	10-15 years
Electric installation	10 years	10 years
Office equipments	5 years	5 years
Furniture and fixtures	10 years	10 years
Motor cars & vehicles	8 years	8 years
Motor cars under lease	4-5 years	4-5 years
Office equipments under lease	2-5 years	5 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

3.8 Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs that are directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of that asset till the date it is ready for its intended use or sale. Other borrowing costs are recognised as an expense in the period in which they are incurred.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

3.9 Investment property

i Recognition and measurement

Property (building-or part of a building-or both) that is held for long term rental yields or for capital appreciation or both, rather than for:

i. use in the production or supply of goods or services or for administrative purposes; or

ii. sale in the ordinary course of business is recognized as Investment Property in the books and is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Investment property are subsequently measured at cost less depreciation/impairment, if any.

ii. Subsequent expenditure

Subsequent expenditure is capitalised to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

iii. Depreciation

Depreciation is provided on all Investment Property on straight line basis, based on useful life of the assets determined in accordance with para 3.7 (iii) above. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Tangible Assets	Life Defined	Useful Life as per Schedule II
Building	30 years	30 years

3.10 Intangible assets

i. Recognition and measurement

Internally generated: Research and development

Expenditure on research activities is recognised in the Consolidated Statement of Profit and Loss as incurred.

Development expenditure is capitalised as part of the cost of the fragrance development, 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 sell the asset. Otherwise, it is recognised in Consolidated Statement of Profit and Loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment losses.

Intangible asset under development includes formulations.

Other intangible assets

Other intangible assets, include technical know-how, computer software, brand, customer relationships, non-compete fees and formulations which are acquired by the Group are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in the Consolidated Statement of Profit and Loss as incurred.

iii. Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is included in depreciation and amortisation in the Consolidated Statement of Profit and Loss.

Other intangible assets are amortised over the estimated useful lives as given below:

- Computer Software	5-6 years
- Formulations	5-10 years
- Formulations (internally-generated)	3 years
- Customer relationships	5-10 years
- Non-compete fees	non-compete period
- Brand	5 years
- Licences (Reach cost)	10 years
- Patent and trade marks	5 years
- Technical Know how	10 years

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

3.11 Financial Instruments

a. Financial assets

i. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset is initially measured at fair value plus, for an item not at fair value through profit and loss(FVPTL), transaction cost that are directly attributable to its acquisition or issue. However trade receivables that do not contain a significant financing component are measured at transaction price.

ii. Classification

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- fair value through profit or loss (FVTPL);
- fair value through other comprehensive income (FVOCI) - debt investment or equity investment

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by- investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

iii. Subsequent measurement and gains and losses

Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in the Consolidated Statement of Profit and Loss.

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. Interest income, foreign exchange gains and losses and impairment are recognised in the Consolidated Statement of Profit and Loss. Any gain or loss on derecognition is recognised in the Consolidated Statement of Profit and Loss.

Debt investments at FVOCI

These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in the Consolidated Statement of Profit and Loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to the Consolidated Statement of Profit and Loss.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in the Consolidated Statement of Profit and Loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to the Consolidated Statement of Profit and Loss.

iv. Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the 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.

On Derecognition of a financial asset, the difference between the carrying amount and the consideration received is recognized in the Consolidated Statement of Profit and Loss.

v. Impairment of financial assets

The Group applies expected credit losses (ECL) model for measurement and recognition of loss allowance on the following:

i. Trade receivables and lease receivables

ii. Financial assets measured at amortized cost (other than trade receivables and lease receivables)

iii. Financial assets measured at fair value through other comprehensive income (FVTOCI)

In case of trade receivables and lease receivables, the Group follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance.

In case of other assets (listed as ii and iii above), the Group determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognized as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognized as loss allowance.

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Group reverts to recognizing impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original effective interest rate.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

ECL are measured in a manner that they reflect unbiased, and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

As a practical expedient, the Group uses a provision matrix to measure lifetime ECL on its portfolio of trade receivables. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward-looking estimates. At each reporting date, the historically observed default rates and changes in the forward-looking estimates are updated.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Consolidated Statement of Profit and Loss under the head 'Other expenses'.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

b. Financial liabilities

i. Recognition and initial measurement

All financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial liability is initially measured at fair value minus, for an item not at fair value through profit and loss(FVTPL), transaction cost that are directly attributable to its acquisition or issue.

ii. Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or 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. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the Consolidated Statement of Profit and 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 the Consolidated Statement of Profit and Loss.

iii. Derecognition

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the Consolidated Statement of Profit and Loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

c. Derivative financial instruments and hedge accounting

The Company uses derivative financial instruments, such as interest rate swaps and interest rate options to hedge its interest rate risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivative is carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to statement of profit and loss, except for the effective portion of cash flow hedges which is taken in the other comprehensive income (net of tax).

The Company uses interest rate swaps and interest rate options to hedge the cash flows of the foreign currency denominated debt related to variation in foreign currency interest rates.

The Company designates these interest rate swaps and options in a cash flow hedging relationship by applying the hedge accounting principles. These derivatives are stated at fair value at each reporting date. Changes in the fair value of these derivatives that are designated and effective as hedges of future cash flows are recognized in other comprehensive income (net of tax) and the ineffective portion is recognized immediately in statement of profit and loss. Amounts accumulated in equity are reclassified to profit or loss when the hedged transaction affects the profit or loss. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting.

3.12 Provisions and contingent liabilities

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision disclosure is made.

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for the year ended 31 March 2025

3.13 Leases

Group as Lessee

The Group assesses whether a contract is or contains a lease, at inception of a contract. The assessment involves the exercise of judgement about whether (i) the contract involves the use of an identified asset, (ii) the Group has substantially all of the economic benefits from the use of the asset through the period of the lease, and (iii) the Group has the right to direct the use of the asset.

The Group recognises right-of-use asset representing its right to use (RoU) the underlying asset for the lease term 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 assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of use assets are determined on the same basis as those of property, plant and equipment. 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 Consolidated Statement of Profit and Loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the group uses 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. The lease payments shall include fixed payments, exercise price of a purchase option where the group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and Consolidated Statement of Profit and Loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the group recognises any remaining amount of the re-measurement in the Consolidated Statement of Profit and Loss.

Lease payments included in the measurement of the lease liability include fixed payments, variable lease payments that depend on an index or a rate known at the date; and extension option payments or purchase options payment which the Group is reasonable certain to exercise.

Variable lease payments that do not depend on an index or rate are not included in the measurement the lease liability and the ROU asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line "other expenses" in the Consolidated Statement of Profit and Loss.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made and remeasured (with a corresponding adjustment to the related ROU asset) when there is a change in future lease payments in case of renegotiation, changes of an index or rate or in case of reassessment of options.

Short-term leases and leases of low-value assets:

The Group has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Group as Lessor

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease.

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for the year ended 31 March 2025

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not then it is an operating lease. The Group recognises lease payments received under operating leases as income on a straight- line basis over the lease term.

3.14 Impairment of non-financial assets

The Group's non-financial assets, other than inventories 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. Intangible assets under development is tested annually for impairment.

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 Consolidated Statement of Profit and Loss. Impairment loss recognised in respect of 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 pro-rata basis.

In respect of the 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. When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods which no longer exists or may have decreased, impairment loss is reversed to the extent the amount was previously charged to the Consolidated Statement of Profit and Loss. In case of revalued assets, such reversal is not recognised.

3.15 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the Consolidated Statement of Cash Flow, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group cash management.

3.16 Employee Stock Appreciation Rights Scheme:

Liability for the parent's Employee Stock Appreciation Rights (STARs), granted pursuant to the Parent's Employee Stock Appreciation Rights Plan, 2017 of the Parent which was adopted by the Board on 10 August, 2017 and approved by shareholders of the parent on 01 November, 2017, shall be measured, initially and at the end of each reporting period until settled, at the fair value of the STARs, by applying an option pricing model, and is recognised as employee benefit expense over the relevant service period. The liability is presented as employee benefit obligation in the Consolidated Balance Sheet.

3.17 Events after Reporting date

Where events occurring after the Consolidated Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the Consolidated Financial Statements. Otherwise, events after the Consolidated Balance Sheet date of material size or nature are only disclosed.

3.18 Earnings per Share (EPS)

Basic EPS is computed by dividing the Profit or loss attributable to the equity shareholders of the Group by the weighted average number of Ordinary shares outstanding during the year. Diluted EPS is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of ordinary equity shares, for the effects of all dilutive potential Ordinary shares.

3.19 Basis of consolidation

i. Business combinations

In accordance with Ind AS 103, the Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the

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for the year ended 31 March 2025

Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has ability to produce outputs.

The consideration transferred for the business combination is measured at fair value as at the date the control is acquired (acquisition date), as are the net identifiable assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in OCI and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships with the acquiree. Such amounts are recognised in the Consolidated Statement of Profit and Loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured subsequently and settlement is accounted for within equity. Other contingent consideration is remeasured at fair value at each reporting date and changes in the fair value of the contingent consideration are recognised in the Consolidated Statement of Profit and Loss.

If a business combination is achieved in stages, any previously held equity interest in the acquiree is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in the Consolidated Statement of Profit and Loss or OCI, as appropriate.

The Group recognizes any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at their fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Goodwill

Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognised. Goodwill is initially measured at cost, being the excess of the consideration transferred over the net identifiable assets acquired and liabilities assumed, measured in accordance with Ind AS 103 – Business Combinations.

Goodwill is considered to have indefinite useful life and hence is not subject to amortization but tested for impairment at least annually.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill acquired in a business combination, is from the acquisition date, allocated to each of the Group's cash generating units (CGUs) or combination of CGUs, that are expected to benefit from the combination. A CGU is the smallest identifiable Group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or Group of assets. Each CGU or a combination of CGUs to which goodwill is so allocated represents the lowest level at which goodwill is monitored for internal management purpose and it is not larger than an operating segment of the Group.

A CGU to which goodwill is allocated is tested for impairment annually, and whenever there is an indication that the CGU may be impaired, by comparing the carrying amount of the CGU, including the goodwill, with the recoverable amount of the CGU. If the recoverable amount of the CGU exceeds the carrying amount of the CGU, the CGU and the goodwill allocated to that CGU is regarded as not impaired. If the carrying amount of the CGU exceeds the recoverable amount of the CGU, the Group recognizes an impairment loss by first reducing the carrying amount of any goodwill allocated to the CGU and then to other assets of the CGU pro-rata based on the carrying amount of each asset in the CGU. Any impairment loss on goodwill is recognised in the Consolidated Statement of Profit and Loss. An impairment loss recognized on goodwill is not reversed in subsequent periods.

On disposal of a CGU to which goodwill is allocated, the goodwill associated with the disposed CGU is included in the carrying amount of the CGU when determining the gain or loss on disposal.

ii. Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and

Notes to the Consolidated Financial Statements

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has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the Consolidated Financial Statements from the date on which control commences until the date on which control ceases.

iii. Consolidation procedure

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Consolidated Financial Statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the Consolidated Financial Statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent, i.e., year ended on 31 March.

The procedure followed is as follows:

Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the Consolidated Financial Statements at the acquisition date

Offset (eliminate) the carrying amount of the Parent's investment in each subsidiary and the Parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

Eliminate in full intra-Group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intra-Group transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full). Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intra-Group transactions.

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

The list of companies, controlled directly or indirectly by the parent which are included in the Consolidated Financial Statements are set out in Note no. 47.

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4A Property, plant and equipment

(₹ in crores)

Block of asset	Gross Block					Accumulated Depreciation					Net Block
	As at 1 April 2024	Additions during the year	Translation impact	Disposals / Reclassification during the year*	As at 31 March 2025	As at 1 April 2024	Charge for the year	Translation impact	Disposals / Reclassification during the year*	As at 31 March 2025	As at 31 March 2025
Freehold land	25.03	2.63	0.07	-	27.73	-	-	-	-	-	27.73
Buildings	181.14	7.46	(0.51)	(13.73)	174.36	39.96	5.42	(0.03)	(4.85)	40.50	133.86
Leasehold improvements	30.81	6.81	0.32	(1.64)	36.30	16.28	3.80	0.14	(0.10)	20.12	16.18
Computers and other IT assets	8.70	2.85	0.04	(1.68)	9.91	5.17	1.45	0.02	(1.09)	5.55	4.36
Plant, Machinery and Equipments	261.22	40.26	0.86	(28.02)	274.32	92.32	18.90	0.41	(5.51)	106.12	168.20
Furniture and fixtures (and electrical Fitting)	35.63	3.24	0.18	(1.98)	37.07	20.53	2.62	0.13	(1.11)	22.17	14.90
Vehicles	2.88	1.02	0.01	(0.25)	3.66	1.43	0.35	-	(0.17)	1.61	2.05
Total	**545.41**	**64.27**	**0.97**	**(47.30)**	**563.35**	**175.69**	**32.54**	**0.67**	**(12.83)**	**196.07**	**367.28**

** Includes movement on account of loss of control. (Refer note 50)*

Property, plant and equipment (previous year)

(₹ in crores)

Block of asset	Gross Block					Accumulated Depreciation					Net Block
	As at 1 April 2023	Additions during the year	Translation impact	Disposals / Reclassification during the year	As at 31 March 2024	As at 1 April 2023	Charge for the year*	Translation impact	Disposals / Reclassification during the year	As at 31 March 2024	As at 31 March 2024
Freehold land	25.01	-	0.02	-	25.03	-	-	-	-	-	25.03
Buildings	159.24	21.96	(0.48)	0.42	181.14	34.12	5.43	(0.01)	0.42	39.96	141.18
Leasehold improvements	24.52	6.36	0.06	(0.13)	30.81	14.49	2.51	0.02	(0.74)	16.28	14.53
Computers and other IT assets	7.14	1.83	-	(0.27)	8.70	4.34	1.07	0.01	(0.25)	5.17	3.53
Plant, Machinery and Equipments	225.37	35.08	0.03	0.74	261.22	71.81	17.94	0.10	2.47	92.32	168.90
Furniture and fixtures (and electrical Fitting)	31.36	3.68	0.06	0.53	35.63	17.00	3.18	0.05	0.30	20.53	15.10
Vehicles	3.32	0.20	-	(0.64)	2.88	1.31	0.28	-	(0.16)	1.43	1.45
Total	**475.96**	**69.11**	**(0.31)**	**0.65**	**545.41**	**143.07**	**30.41**	**0.17**	**2.04**	**175.69**	**369.72**

* *Depreciaiton adjustment on account of loss of control. (Refer note 50)*

	(₹ in crores)
Depreciation Charged	30.41
Adjustment on account of loss of control	(0.76)
	29.65

Note :-

Property, plant and equipment of the Parent have been hypothecated against Stand by Letter of Credit (SBLC) issued by the Company towards loan availed by its foreign subsidiary as at 31 March 2024 and 31 March 2025. (refer note 21)

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4B Capital Work-in-progress

(₹ in crores)

	31 March 2025	31 March 2024
Opening Balance	6.95	22.23
Additions during the year	59.33	11.59
Capitalised during the year	(27.89)	(26.74)
Translation Impact	0.13	(0.13)
Closing Balance	**38.52**	**6.95**

4C Capital Work-in-progress ageing schedule as on 31 March 2025

(₹ in crores)

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	38.52	-	-	-	38.52
	38.52	**-**	**-**	**-**	**38.52**

Capital work-in-progress ageing schedule as on 31 March 2024

(₹ in crores)

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	4.18	2.77	-	-	6.95
	4.18	**2.77**	**-**	**-**	**6.95**

Note :

There is no capital work in progress pertaining to projects as of 31 March 2025 and 31 March 2024 whose completion is overdue/suspended or has exceeded its cost compared to original plan.

5 Right of use asset

The Group's leasing arrangements are in respect of Land, Building, office equipments and Motor cars. These leasing arrangements are renewable on a periodic basis by mutual consent on mutually acceptable terms.

(₹ in crores)

Cost	Land	Buildings	Office equipments	Motor cars	Total
As at 1 April 2024	5.84	114.10	0.41	1.02	121.37
Additions	-	77.69	0.14	1.99	79.82
Disposals/Reclass*	-	(15.33)	-	(0.60)	(15.93)
Translation impact	(0.13)	1.56	0.01	0.04	1.48
Balance at 31 March 2025	**5.71**	**178.02**	**0.56**	**2.45**	**186.74**
Accumulated depreciation and impairment					
As at 1 April 2024	1.00	70.65	0.15	0.56	72.36
Amortisation	0.12	21.81	0.22	0.67	22.82
Disposals/Reclass*	-	(2.04)	-	(0.32)	(2.36)
Translation impact	(0.02)	0.79	0.01	0.02	0.80
Balance at 31 March 2025	**1.10**	**91.21**	**0.38**	**0.93**	**93.62**
Carrying amounts					
As at 1 April 2024	4.84	43.45	0.26	0.46	49.01
Balance at 31 March 2025	**4.61**	**86.81**	**0.18**	**1.52**	**93.12**

** Includes movement on account of loss of control. (Refer note 50)*

Notes to the Consolidated Financial Statements
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(₹ in crores)

Cost	Land	Buildings	Office equipments	Motor cars	Total
As at 1 April 2023	5.64	107.93	-	0.43	114.00
Additions / Adjustments	-	11.70	0.41	0.52	12.63
Disposals	-	(5.83)	-	-	(5.83)
Translation impact	0.20	0.30	-	0.07	0.57
Balance at 31 March 2024	5.84	114.10	0.41	1.02	121.37
Accumulated depreciation and impairment					
As at 1 April 2023	0.85	59.28	-	0.16	60.29
Amortisation*	0.12	17.30	0.15	0.39	17.96
Disposals/Reclass	-	(6.09)	-	-	(6.09)
Translation impact	0.03	0.16	-	0.01	0.20
Balance at 31 March 2024	1.00	70.65	0.15	0.56	72.36
Carrying amounts					
As at 1 April 2023	4.79	48.65	-	0.27	53.71
Balance at 31 March 2024	4.84	43.45	0.26	0.46	49.01

** Amortisation adjustment on account of loss of control. (Refer note 50)*

Amortisation Charged	17.96
Adjustment on account of loss of control	(1.46)
	16.50

Breakdown of lease expenses

(₹ in crores)

	Year ended 31 March 2025	Year ended 31 March 2024
Short-term lease expense	14.41	9.12
Interest on lease Liability	4.96	3.56
Total lease expense	**19.37**	**12.68**

Cash outflow on leases

(₹ in crores)

	Year ended 31 March 2025	Year ended 31 March 2024
Repayment of lease liabilities (including interest)	32.41	21.74
Short-term lease expense	14.41	9.12
Total cash outflow on leases	**46.82**	**30.86**

Note :-

Average lease term of right of use asset is 6 years.

5A Operating leases

Leases as lessor

Group leases out its investment property on operating lease basis, as they do not transfer substantially all of the risk and rewards incidental to the ownership of the assets. Rental income recognised by the Company during FY 24-25 was ₹ 0.66 crores (31 March 2024: ₹ 0.63 crores). The following table sets out maturity analysis of lease payments to be received after the reporting date.

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

Future minimum lease payments

The future minimum lease payments to be received under non-cancellable operating leases are as follows:

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Receivable within one year	0.59	0.16
	0.59	**0.16**

6 Investment property

(₹ in crores)

Block of asset	Gross Block				Accumulated Depreciation				Net Block
	As at 1 April 2024	Additions during the year	Disposals/ Adjustment during the year	As at 31 March 2025	As at 1 April 2024	Charge for the year	Disposals/ Adjustment during the year	As at 31 March 2025	As at 31 March 2025
Land	0.18	-	-	0.18	0.01	-	-	0.01	0.17
Buildings	0.45	-	-	0.45	0.07	0.01	(0.01)	0.07	0.38
	0.63	**-**	**-**	**0.63**	**0.08**	**0.01**	**(0.01)**	**0.08**	**0.55**

Investment property (previous year)

(₹ in crores)

Block of asset	Gross Block				Accumulated Depreciation				Net Block
	As at 1 April 2023	Additions during the year	Disposals/ Adjustment during the year	As at 31 March 2024	As at 1 April 2023	Charge for the year	Disposals/ Adjustment during the year	As at 31 March 2024	As at 31 March 2024
Land	0.18	-	-	0.18	0.01	-	-	0.01	0.17
Buildings	0.41	-	0.04	0.45	0.02	0.01	0.04	0.07	0.38
	0.59	**-**	**0.04**	**0.63**	**0.03**	**0.01**	**0.04**	**0.08**	**0.55**

Notes:

1. Buildings are classified as Investment property by the Group in accordance with IND AS-40 "Investment Property".
2. Investment property of the Company comprise of leasehold land and residential building given on operating lease by the company.
3. The property rental income earned by the Company from its investment property all of which is leased out under operating leased amount to ₹ 0.66 Crore (previous year ₹ 0.63 Crore). There were no direct operating expenses arising from the investment property during the year.

7 Goodwill

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Balance at the beginning	304.72	302.88
Deletion due to loss of control in a subsidiary during the year	0.09	-
Translation impact	6.27	1.84
Balance at the end	**310.90**	**304.72**

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

Impairment testing of Goodwill

For the purposes of impairment testing, goodwill is allocated to the Group's operating divisions (CGU) which represent the lowest level within the Group at which goodwill is monitored for internal management purposes, which is not higher than the Group's operating segments. The aggregate carrying amounts of goodwill allocated to each unit are as follows:

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Flavour Division		
Gujarat Flavours Private Limited (Part of Keva Flavours Private Limited)	4.95	4.95
High-Tech Technologies (Part of Keva Flavours Private Limited)	8.50	8.50
Saiba Industries Private Limited (SIPL)(merged with S H Kelkar and Company Limited)	7.56	7.56
Fragrance Division		
PFW Aroma Ingredients B.V. (merged with Keva Europe B.V.)	13.15	13.15
Rasiklal Hemani Agencies Private Limited (RHAPL)(merged with S H Kelkar and Company Limited)	2.03	2.03
Keva Fragrances Industries Pte. Ltd.	0.00*	0.00*
Creative Flavors & Fragrances SpA (Nova Fragranze S.r.l. merged)	180.40	176.28
Holland Aromatics B.V.	94.31	92.16
NuTaste Food and Drink Labs Private Limited	-	0.09
	310.90	**304.72**

Amount less than ₹ 0.001 cr

The recoverable amount of a CGU is based on value in use. Value in use has been determined based on future cash flows/savings, after considering current economic conditions and trends, estimated future operating results, growth rates and anticipated future economic conditions. Value in use for CGU SIPL and RHAPL also factors the fair value of underlying building (Refer Note 4A)

Operating margins through savings and growth rates for the 5 years cash flow projections have been estimated based on past experience and after considering the financial budgets/forecasts estimated by the management. Cash flows beyond 5 years is estimated by capitalising the future maintainable cash flows by an appropriate capitalisation rate and then discounted using appropriate discount rate. Other key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been based on historical data from both external and internal sources.

(₹ in crores)

Particulars	Discount rate		Terminal value growth rate		Sales growth rate	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
PFW Aroma Ingredients B.V.(merged with Keva Europe B.V.)	8.11%	6.81%	1.00%	1.00%	3.00%	3.00%
Saiba Industries Private Limited (SIPL)	9.56%	12.53%	1.00%	1.00%	3.00%	3.00%
High-Tech Technologies and Gujarat Flavours Private Limited	11.96%	10.66%	3.00%	3.00%	9.50%	10.00%
Rasiklal Hemani Agencies Private Limited (RHAPL)	9.56%	12.53%	1.00%	1.00%	3.00%	3.00%
Creative Flavors & Fragrances SpA (Nova Fragrance S.r.l. merged)	12.00%	11.55%	3.00%	3.00%	10.80%	9.00%
Holland Aromatics B.V.	9.12%	7.90%	3.00%	3.00%	11.20%	9.00%

With regard to assessment of recoverable value, no reasonable possible change in any of the above key assumptions would cost the carrying amount of the CGU's to exceed their recoverable amount.

The Group has also performed sensitivity analysis calculations on the projections used and discount rate applied. Group has concluded that, given the significant headroom that exists, and the results of the sensitivity analysis performed, there is no significant risk that reasonable changes in any key assumptions would cause the carrying value of goodwill to exceed its value in use.

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8 Other Intangible Assets

(₹ in crores)

Block of asset	Gross Block: As at 1 April 2024	Additions during the year	Disposals / Reclassification during the year	Translation impact	As at 31 March 2025	Accumulated Depreciation: As at 1 April 2024	Charge for the year	Disposals / Reclassification during the year	Translation impact	As at 31 March 2025	Net Block: As at 31 March 2025
Computer software	19.38	0.48	(0.22)	0.13	19.77	16.66	1.43	(0.03)	0.11	18.17	1.60
Formulation	150.72	3.56	(0.74)	2.80	156.34	86.12	16.08	(21.68)	1.40	81.92	74.42
Customer Relationship	128.74	-	(0.49)	2.93	131.18	23.30	12.60	17.83	1.11	54.84	76.34
Non compete fees	19.99	-	(1.34)	0.41	19.06	15.38	2.17	1.11	0.40	19.06	-
Brand	2.00	-	-	-	2.00	2.00	-	-	-	2.00	-
Patents & Trademarks	16.60	0.26	-	0.38	17.24	1.26	2.88	-	0.08	4.22	13.02
Technical knowhow	30.00	-	-	0.45	30.45	13.44	3.14	-	0.24	16.82	13.63
Concept Development	5.19	-	(0.02)	0.19	5.36	5.19	1.03	(2.74)	0.17	3.65	1.71
Total	**372.62**	**4.30**	**(2.81)**	**7.29**	**381.40**	**163.35**	**39.33**	**(5.51)**	**3.51**	**200.68**	**180.72**

** Includes movement on account of loss of control. (Refer note 50)*

Other Intangible assets (previous year)

(₹ in crores)

Block of asset	Gross Block: As at 1 April 2023	Additions during the year	Disposals / Reclassification during the year	Translation impact	As at 31 March 2024	Accumulated Depreciation: As at 1 April 2023	Charge for the year	Disposals / Reclassification during the year	Translation impact	As at 31 March 2024	Net Block: As at 31 March 2024
Computer software	19.61	0.37	(0.64)	0.04	19.38	15.77	1.30	(0.44)	0.03	16.66	2.72
Formulation	143.33	3.62	-	3.77	150.72	62.16	23.80	-	0.16	86.12	64.60
Customer Relationship	123.91	-	-	4.83	128.74	17.03	6.27	-	-	23.30	105.44
Non compete fees	19.79	-	-	0.20	19.99	9.97	5.41	-	-	15.38	4.61
Brand	2.00	-	-	-	2.00	2.00	-	-	-	2.00	-
Patents & Trademarks	2.89	13.33	0.30	0.08	16.60	0.65	0.50	0.10	0.01	1.26	15.34
Technical knowhow	29.87	-	-	0.13	30.00	10.39	2.99	-	0.06	13.44	16.56
Concept Development	4.88	0.26	-	0.05	5.19	4.50	0.66	-	0.03	5.19	-
Total	**346.28**	**17.58**	**(0.34)**	**9.10**	**372.62**	**122.47**	**40.93**	**(0.34)**	**0.29**	**163.35**	**209.27**

** Amortisation adjustment on account of loss of control. (Refer note 50)*

Amortisation Charged	40.93
Adjustment on account of loss of control	(1.03)
	39.90

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

9A Intangible assets under development

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Opening Balance	5.83	4.20
Additions during the year	1.94	1.68
Capitalised during the year	0.22	(0.06)
Translation Impact	(0.46)	0.01
Closing Balance	**7.53**	**5.83**

9B Intangible assets under development ageing schedule as on 31 March 2025

(₹ in crores)

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	2.28	1.17	1.43	2.65	7.53
Total	**2.28**	**1.17**	**1.43**	**2.65**	**7.53**

Intangible assets under development ageing schedule as on 31 March 2024

(₹ in crores)

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	1.69	1.46	0.63	2.05	5.83
Total	**1.69**	**1.46**	**0.63**	**2.05**	**5.83**

Note :

There are no projects as of 31 March 2025 and 31 March 2024, under Intangible Assets under Development of which completion is overdue or has exceeded its cost compared to original plan.

10 (i) Non-current investments

(₹ in crores)

	Number of shares		Amount	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Equity shares designated at FVTPL				
Hico Products Limited (face value ₹ 10 per share) (Unquoted)*	19,250	19,250	-	-
Banco BPM Bank (Unquoted)	307	307	0.02	0.02
Unquoted equity shares				
Associate Companies (accounted as per equity method, refer note 50)				
NuTaste Food and Drink Labs Private Limited	4600	-	11.14	-
			11.16	**0.02**

Notes to the Consolidated Financial Statements
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The aggregate book value and market value of unquoted non-current investments are as follows:

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Aggregate value of unquoted investments	0.02	0.02
Aggregate amount of impairment in the investments	-	-

**The shares have been suspended from trading and the entity is under liquidation. The Investment has been written off in the books of the parent and the market value is considered Nil.*

10 (ii) Disclosure for Associate

Financial information of Associates that are material to the Group is provided below :

Name of the entity	Place of business	% of ownership interest as of 31 March 2025*	Carrying Amounts	Nature of business
Investment in Associate (unquoted)				
NuTaste Food and Drink Labs Private Limited. (4,600 shares held of face value @ ₹10 each)	India	40.0%	11.14	Manufacturing and selling of Flavours
Total equity accounted investments			**11.14**	

Summary financial information of NuTaste Food and Drink Labs Private Limited not adjusted for the percentage ownership held by the Company is as follows:

(₹ in crores)

Particulars	As at 31 March 2025
Current assets	24.18
Non-current assets	24.14
Total assets	48.32
Current liabilities	36.47
Non current liabilities	11.93
Total liabilities	48.40
Net assets	(0.08)
Ownership	40%
Groups' share of net assets	(0.03)
Add: Fair value adjustment	11.17
Carrying amount of Investment in Associate	11.14

(₹ in crores)

Particulars	Amount*
Revenues	62.77
Loss after tax	(3.59)
Other Comprehensive Income	0.15
Total Comprehensive loss	(3.44)
Group's share of loss	(1.38)

*During the year ended March 31, 2025, Keva Flavours Private Limited ('KFL') subsidiary of the Group has sold its 40% stake. With this disinvestment, NuTaste Food and Drink Labs Private Limited becomes an associate w.e.f. 25th July, 2024 (Refer note 50).

Notes to the Consolidated Financial Statements
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11 Loans - current

(unsecured, considered good)

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Advances to employees	2.88	3.45
Other receivables	5.36	-
	8.24	**3.45**

12 Other financial assets

(unsecured)

(₹ in crores)

	Non-current		Current	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Security deposits				
- considered good	12.80	10.60	0.91	0.10
- considered doubtful	0.46	0.26	-	-
	13.26	**10.86**	**0.91**	**0.10**
Less: Allowance for bad and doubtful deposits	(0.46)	(0.26)	-	-
	12.80	**10.60**	**0.91**	**0.10**
Interest receivable on Income tax refund	1.47	1.88	0.95	0.95
Interest accrued and due on fixed deposits	-	-	0.05	0.10
Derivatives assets - Foreign currency forward exchange contracts	-	-	0.61	0.41
Term deposits with banks with remaining maturity more than 12 months	0.04	0.31	-	-
Other receivables	1.45	1.00	97.43	1.09
	15.76	**13.79**	**99.95**	**2.65**

13 Other assets

(unsecured)

(₹ in crores)

	Non-current		Current	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Capital advances				
- considered good	6.18	2.27	1.58	0.19
- considered doubtful	0.55	0.55	-	-
	6.73	**2.82**	**1.58**	**0.19**
Less: Allowance for bad and doubtful advances	(0.55)	(0.55)	-	-
	6.18	**2.27**	**1.58**	**0.19**
Prepaid expenses	0.26	0.17	13.12	9.09
Balances with government authorities	1.40	-	114.77	67.85
VAT/Sales tax refund receivable	0.20	1.97	3.83	1.14
Advance to suppliers	-	-	23.50	18.22
Others	-	-	0.49	1.40
	8.04	**4.41**	**157.29**	**97.89**

Notes to the Consolidated Financial Statements

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14 Inventories (Current)

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Raw materials	473.02	465.14
Raw materials in transit	9.15	3.28
Work-in-progress	128.46	107.76
Finished goods	88.26	58.33
Packing materials	18.84	22.36
	717.73	**656.87**

Inventories which comprise raw materials, work-in-progress, finished goods and packing materials are carried at the lower of cost and net realisable value.

The write-down of inventories to net realisable value during the year amounted to ₹ 0.56 crores (31 March 2024: ₹ 0.57 crores). The write down of inventories are included in cost of materials consumed or changes in inventories of finished goods and work-in-progress in the consolidated statement of profit and loss.

Borrowings are secured by way of hypothecation of Inventories both in hand and transit.(Refer note 25)

15 Current investments

(₹ in crores)

	Number of units			
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Quoted mutual funds				
Aditya Birla Sun Life Overnight Fund - Growth-Regular Plan	-	31,158.52	-	4.01
UTI Overnight Reg(G)	-	12,368.69	-	4.01
Axis Overnight Fund Regular Growth	-	12,257.62	-	1.55
			-	9.57

The aggregate book value and market value of quoted current investments are as follows:

Aggregate book value of quoted investments	-	9.57
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 45.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2025

16 Trade receivables

(unsecured)

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Trade receivables considered good	512.43	503.10
Less: Allowance for expected credit loss*	(6.57)	(13.50)
Trade receivables which have significant increase in credit risk		
Trade receivables - credit impaired	15.09	9.80
Less: Allowance for credit impairment	(15.09)	(9.80)
Net trade receivables	**505.86**	**489.60**

**The loss allowance on trade receivables has been computed on the basis of Ind AS 109, Financial Instruments, which requires such allowance to be made even for trade receivables considered good on the basis that credit risk exists even though it may be very low.*

The Group's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in Note 45.

Borrowings are secured by way of hypothecation of book debts and other receivables (Refer note 25).

*** Trade receivables (unsecured, considered good) as at 31 March 2025 includes ₹ Nil crores (31 March 2024: ₹0.20 crores) due from firms, body corporates or private companies in which a director is a partner or a director or member.*

17 Cash and cash equivalents

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Balance with banks in:		
- current accounts	58.12	64.41
- exchange earners foreign currency account	28.25	35.53
Cash on hand	0.08	0.12
	86.45	**100.06**

18 Other bank balances

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Bank deposits due to mature within 12 months of the reporting date*	0.21	2.90
Current account of parent's employee benefit trust (refer note 48)	0.06	0.06
Parents' Unclaimed dividend accounts	0.06	0.05
	0.33	**3.01**

**Bank deposits of ₹ 0.20 crores (31 March 2024 : ₹1.37 crores) are pledged with bank for guarantees issued.*

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19 Equity share capital

(₹ in crores)

	Number of shares		Amount	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Authorised				
Equity shares of ₹ 10 each	15,93,14,500	15,93,14,500	159.31	159.31
Preference shares of ₹ 10 each	1,19,35,500	1,19,35,500	11.94	11.94
			171.25	**171.25**
Issued, subscribed and paid up				
Equity shares of ₹ 10 each, fully paid-up	13,84,20,801	13,84,20,801	138.42	138.42
			138.42	**138.42**

a Reconciliation of number of shares outstanding at the beginning and end of the reporting year :

(₹ in crores)

	Number of shares		Amount	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Equity share of ₹ 10 (Previous year ₹10) each fully paid-up				
Outstanding at the beginning of the year	13,84,20,801	13,84,20,801	138.42	138.42
Outstanding at the end of the year	13,84,20,801	13,84,20,801	138.42	138.42

b Terms of / Rights attached to each classes of shares

Terms of / Rights attached to Equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

Failure to pay any amount called up on shares may lead to forfeiture of the shares.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

c Shareholders holding more than 5% shares in the Company is set out below:

(₹ in crores)

	As at 31 March 2025		As at 31 March 2024	
	Number of Shares	%	Number of Shares	%
Equity shares of ₹ 10 (Previous year Rs 10) each, fully paid-up				
Ramesh Vinayak Vaze Family Trust	2,70,00,100	19.51%	2,70,00,100	19.51%
Kedar Ramesh Vaze	1,49,06,555	10.77%	1,71,93,055	12.42%
KNP Industries Pte. Ltd.	1,48,76,223	10.75%	1,48,76,223	10.75%
Firmenich Aromatics Production (India) Private Limited	1,41,17,948	10.20%	1,41,17,948	10.20%
Keva Constructions Private Limited	73,93,689	5.34%	73,93,689	5.34%

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d Shares held by promoters and promoter group in the Company at end of the year :

(₹ in crores)

	As at 31 March 2025			As at 31 March 2024		
	Number of Shares	% of total shares	% change during the year	Number of Shares	% of total shares	% change during the year
With Promoter						
Kedar Ramesh Vaze	1,49,06,555	10.77%	(1.65%)	1,71,93,055	12.42%	0.00%
Prabha Ramesh Vaze	17,97,309	1.30%	0.00%	17,97,309	1.30%	0.00%
Ramesh Vinayak Vaze	14,48,980	1.05%	0.00%	14,48,980	1.05%	0.00%
With Promoter Group						
Anagha Sandeep Nene	14,70,464	1.06%	0.00%	14,70,464	1.06%	0.00%
Nandan Kedar Vaze	12,58,098	0.91%	0.00%	12,58,098	0.91%	0.00%
Parth Kedar Vaze	12,58,098	0.91%	0.00%	12,58,098	0.91%	0.00%
Neha Kedar Karmarkar	7,30,875	0.53%	0.00%	7,30,875	0.53%	0.00%
Nishant Kedar Karmarkar	7,30,875	0.53%	0.00%	7,30,875	0.53%	0.00%
Sumedha Kedar Karmarkar	150	0.00%	0.00%	150	0.00%	0.00%
Ramesh Vinayak Vaze Family Trust	2,70,00,100	19.51%	0.00%	2,70,00,100	19.51%	0.00%
KNP Industries Pte. Limited.	1,48,76,223	10.75%	0.00%	1,48,76,223	10.75%	0.00%
Keva Constructions Private Limited	73,93,689	5.34%	0.00%	73,93,689	5.34%	0.00%
Vinayak Ganesh Vaze Charities	19,26,995	1.39%	0.00%	19,26,995	1.39%	0.00%
SKK Industries Private Limited	10,00,826	0.72%	(0.35%)	14,78,550	1.07%	0.00%
ASN Investment Advisors Private Limited	9,00,772	0.65%	(0.41%)	14,70,366	1.06%	0.00%
Kedar Ramesh Vaze Family Trust	100	0.00%	0.00%	100	0.00%	0.00%
Keva Investment Partners	91,879	0.07%	(1.06%)	15,63,681	1.13%	0.30%

e There are no shares issued for consideration other than cash as at 31 March 2025. (Nil as at 31 March 2024)

20 Other equity

A. Reserves

(₹ in crores)

	Note	As at 31 March 2025	As at 31 March 2024
Capital reserve	i.	17.07	17.07
Capital redemption reserve	ii.	6.20	6.20
Securities premium	iii.	99.70	99.70
Other reserves	iv.	8.77	8.77
General reserve	v.	104.96	104.96
Foreign currency translation reserve	vi.	15.44	17.81
Cash flow hedge reserve	vii.	(0.13)	-
STARs Shares	viii.	(21.32)	(21.32)
Retained Earnings	ix.	902.85	841.20
		1,133.54	**1,074.39**

Please refer statement of changes in equity for details.

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

B. Notes to Reserves

i. Capital reserve

Capital reserve is mainly arising on account of conversion of a subsidiary to associate.

ii. Capital redemption reserve

Capital redemption reserve is created by transferring funds from free reserves in accordance with the provisions of the Companies Act, 2013 (the 'Act') and its utilisation is also governed by the Act.

iii. Securities premium

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Act.

iv. Other reserves

The Company had received a private equity investment in the form of equity shares and preference shares. Such amounts received were classified as financial liability with reference to the terms and conditions attached with such investment. On completion of the initial public offering, the private equity investor's rights were contractually extinguished and consequently, the liability was derecognised on such date, with corresponding credit to equity share capital and other relevant components of equity (including related gain on extinguishment).

v. General reserve

General Reserve is a free reserve which is created by transferring funds from retained earnings to meet future obligations or purposes.

vi. Foreign currency translation reserve

Foreign currency translation reserve comprises of all exchange differences arising from translation of financial statements of foreign operations.

vii. Cash flow hedge reserve

The Company has designated certain hedging instruments as cash flow hedges and any effective portion of cashflow hedge is maintained in the said reserve. In case the hedging becomes ineffective, the amount is recognised in the Statement of Profit and Loss.

viii. STARs shares

The loss on sale of treasury shares and dividend earned on the same by the trust is recognised in STARs reserves. (Refer note 48)

ix. Retained earnings

Retained earnings are the profits that the Company has earned till date, less any IndAS transition adjustments, transfers to general reserve, dividends or other distributions paid to shareholders.

C. Dividends

The following dividends were declared and paid by the Company during the years ended:

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Final equity dividend of 2022-2023 paid at ₹ 2 per equity share	-	27.68
Final equity dividend of 2023-2024 paid at ₹ 0.75 per equity share	10.38	-
	10.38	**27.68**

The Board of Directors at its meeting held on 29 March 2024 has declared interim dividend of ₹ 0.75 per equity shares as final dividend for the financial year 2023-24

The Board of Directors recommended a final dividend of ₹ 1.00 for the year ended 31 March 2025 at their meeting held on 16 May 2025 subject to the approval at the annual general meeting.

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

21 Non-current Borrowings

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Term Loans (at amortised cost)		
Term loans from banks (refer note "a & b" below) -Secured	239.79	189.22
Term Loan from other (refer note "c" below) -Unsecured	74.23	73.68
	314.02	**262.90**
Less: Amount included under "current borrowings"		
Current portion of term loan (refer note 25)	(139.34)	(89.85)
	174.68	**173.05**

Terms of repayment and security

a) Term Loans from banks of ₹101.68 crores (EUR 11.01 million) includes loan taken by foreign subsidiary companies (31 March 2024 ₹189.22 crores- EUR 20.97 million), out of which ₹82.38 crores (EUR 8.92 million) (31 March 2024 ₹158.23 crores- EUR 17.54 million) is backed by the Stand by Letter of Credit (SBLC) from the Parent. The SBLC issued is backed by charge on land & building and moveable fixed assets (present and future), equity shares held in Creative Flavors & Fragrances SpA and in Provier Beheer B.V. owned by the borrower. This loan carries a floating rate of interest of Euribor + 1.60% p.a. Loan of ₹ 19.30 crores (EUR 2.09 million) (31 March 2024 ₹ 30.99 crores - EUR 3.43 million) which carries a floating rate of interest of Euribor + (1.45% to 2.90% bps) p.a. and 1.5% to 3% for fixed rate of interest during the tenor of the credit facility. Current maturity of term loan includes ₹65.11 crores (EUR 7.05 million) from banks taken by foreign subsidiary (31 March 2024 ₹89.85 crores (EUR 9.96 million)).

b) Term loan availed by Parent Company ₹138.11 crores (USD 16.14 Million) is backed by charge on land & building and moveable fixed assets (present and future). It carries interest @ overnight SOFR + 1.65% bps p.a.

c) Current maturity of term loan includes loan from others ₹74.23 crores (EUR 8 million) and carries interest of 5% p.a. payable every six months till the end of the tenor.

22 Lease Liabilities

(₹ in crores)

	Non-current		Current	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Lease Liabilities (Refer note 'a' below)	63.09	31.75	24.30	17.12
	63.09	**31.75**	**24.30**	**17.12**

a) Lease liabilities has been recognised and accounted in accordance with INDAS 116. refer note 3.13 (accounting policy) and note 5.

23 Other financial liabilities- non-current

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Security deposits	0.58	0.57
Employee benefits payable	1.31	-
	1.89	**0.57**

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

24 Provisions

(₹ in crores)

	Non-current		Current	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Provision for employee benefits				
Gratuity (Refer note 43)	-	0.66	-	0.74
Compensated absences	0.46	0.76	21.40	18.40
	0.46	**1.42**	**21.40**	**19.14**

25 Current Borrowings

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Secured		
Working capital loans (Refer note "a & b" below)	249.64	124.91
Bank over draft (Repayable on demand) (Refer note "c" below)	66.19	125.36
Pre-shipment loans (Refer note "d" below)	115.00	103.50
Current maturities of long-term debt (Refer note 21)	65.11	89.85
Unsecured		
From Related parties (Refer note 47)	-	0.25
Current maturities of long-term debt (Refer note 21)	74.23	-
	570.17	**443.87**

a) Working capital loan from banks includes loan taken by foreign subsidiaries of USD 8 million equivalent to ₹ 68.47 crores (31 March 2024 USD 4 million equivalent to ₹ 33.35 crores) carries interest rate of SOFR plus 1.25% p.a. and are secured by way of Corporate Guarantee from Parent Company. Further, working capital loan from banks includes loan taken by foreign subsidiaries of EUR 11.50 million equivalent to ₹ 106.17 crores (31 March 2024: EUR 9.50 million equivalent to ₹ 85.71 crores) is backed by the Stand by Letter of Credit (SBLC) from the Parent. The SBLC issued is backed by charge on land & building and moveable fixed assets (present and future) and carries a floating rate of interest of Euribor + 1.60% p.a.

b) Working Capital loans taken by Parent and its Indian Subsidiaries of ₹ 75 crores (31 March 2024: ₹ 5.85 crores) carry interest rate of 7.82% to 8.34% p.a. These loans are repayable within 90 to 180 days from the date of disbursement. Working capital loans from banks are secured by way of hypothecation of inventories both on hand and in transit and book debts and other receivables both present and future and Corporate Guarantee from Parent Company. The Company has filed / submitted the statements comprising (stock statements, book debt statements, statements on ageing analysis of the debtors/other receivables, and other stipulated financial information) with such banks and these statements are in agreement with the unaudited books of account of the Company of the respective quarters ended on 30 June 2024, 30 September 2024, 31 December 2024, and 31 March 2025.

c) Bank overdraft includes bank overdraft from banks by foreign subsidiaries of USD 7.73 million equivalent to ₹ 66.19 crores (31 March 2024: USD 14.44 million equivalent to ₹ 120.37 crores) carries interest rate of SOFR plus 1.55% p.a.

d) Pre-shipment loans from bank by Indian Subsidiaries ₹ 115 crores (31 March 2024: ₹ 103.50 crores) carries interest between 7.56% to 8.04% p.a. The loans are repayable within a period of 90 to 180 days from the date of disbursement. All the loans are backed by way of Corporate Guarantee from the Parent.

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

26 Trade payables

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Dues to Micro and small enterprises (refer note 41)	18.59	28.22
Due to others	381.38	326.91
	399.97	**355.13**

The Group's exposure to currency and liquidity risks related to trade payables is disclosed in Note 45.

(₹ in crores)

Category	As at 31 March 2025					
	Total	Not Due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years
Undisputed – micro and small enterprises	18.59	8.23	10.36	-	-	-
Undisputed – Others	381.38	222.93	153.76	2.28	0.68	1.73
Total	**399.97**	**231.16**	**164.12**	**2.28**	**0.68**	**1.73**

(₹ in crores)

Category	As at 31 March 2024					
	Total	Not Due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years
Undisputed – micro and small enterprises	28.22	22.25	5.93	0.03	-	0.01
Undisputed – Others	326.91	178.44	114.25	31.11	1.92	1.19
Total	**355.13**	**200.69**	**120.18**	**31.14**	**1.92**	**1.20**

27 Other financial liabilities-current

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Interest accrued but not due	3.77	4.32
Interest accrued and due under MSMED Act, 2006	3.73	2.44
Employee benefits payable	37.87	34.32
Unclaimed dividend account*	0.05	0.04
Derivative Liability	2.50	0.21
Other payables	16.90	1.35
	64.82	**42.68**

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

28 Other current liabilities

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Advances received from customers	9.91	10.27
Advances received from a related party (Refer note 47)	0.02	0.07
Other payables		
- For statutory dues**	25.79	25.83
- Others	1.99	0.66
	37.71	**36.83**

** There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.*

***Statutory dues includes dues in respect to GST, tax deducted at source, service tax, VAT/ CST tax, provident fund, ESIC, profession tax and other material statutory dues.*

29 Revenue from operations

(₹ in crores)

	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of products		
Gross sales	2,060.63	1,778.30
Less: Discounts	18.17	19.49
	2,042.46	**1,758.81**
Sales Contract Manufacturing (Refer note below)	70.26	73.83
Net sales (revenue from contracts with customers)	**2,112.72**	**1,832.64**
Other operating revenue		
Sale of scrap	4.83	5.39
Sale of services	1.63	1.45
Export incentives	4.22	1.35
	10.68	**8.19**
Total revenue from operations	**2,123.40**	**1,840.83**

Note:

The Group had acquired a customer contract whereby Creative Flavours & Fragrances SpA (CFF), a subsidiary of the Group, sells fragrance formulations to one large customer on contract manufacturing. Accordingly, CFF performs the processing of raw materials under the guidance of the customer. This activity is not part of the Group's core business and is done only for one large customer due to a past long-term agreement entered into by CFF.

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

30 Other income

(₹ in crores)

	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest income under effective interest method on:		
-Interest on deposits with bank	0.12	0.16
-Loans and other deposits at amortised cost	0.45	0.08
Interest received on tax refund	0.35	1.40
Gain on sale of investment, designated at FVTPL	0.39	1.24
Profit on sale of investment (Net)	19.93	-
Provision / liability no longer required written back	0.87	0.68
Miscellaneous income	1.74	2.30
Total other income	**23.85**	**5.86**

31 Cost of materials consumed

(₹ in crores)

	For the year ended 31 March 2025	For the year ended 31 March 2024
Opening stock:		
- Raw materials	468.42	388.54
- Packing materials	22.36	9.65
(Less): Pursuant to loss of control		
- Raw materials	(8.53)	(42.05)
- Packing materials	(2.57)	(11.20)
(Less): Pursuant to loss on account of fire		
- Raw materials	(60.73)	-
- Packing materials	(1.69)	-
Add: Purchases		
- Raw materials	1,351.76	1,078.62
- Packing materials	39.89	55.59
Closing stock		
- Raw materials	482.17	468.42
- Packing materials	18.84	22.36
Materials consumed		
- Raw materials	1,268.75	956.69
- Packing materials	39.15	31.68
	1,307.90	**988.37**
Note:		
Cost of materials consumed	1,251.00	926.37
Contract manufacturing - cost of goods sold	56.90	62.00
	1,307.90	**988.37**

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

32 Changes in inventories of finished goods, stock-in-trade and work-in-progress

(₹ in crores)

	For the year ended 31 March 2025	For the year ended 31 March 2024
Opening Stock:		
Finished goods	58.33	92.86
Work-in-progress	107.76	112.06
(Less)/Add: Pursuant to loss of control		
Finished goods	(3.00)	1.13
Work-in-progress	-	-
(Less): Pursuant to loss on account of fire		
Finished goods	(12.20)	-
Work-in-progress	(46.20)	-
Closing Stock:		
Finished goods	88.26	58.33
Work-in-progress	128.46	107.76
Changes in inventories:		
Finished goods	(45.13)	35.66
Work-in-progress	(66.90)	4.30
Changes in inventories of finished goods, stock-in-trade and work-in-progress	**(112.03)**	**39.96**

33 Employee benefits expense

(₹ in crores)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries, wages and bonus	239.31	194.14
Contribution to provident fund and other funds (Refer note 43)	32.83	28.07
Compensated absences (Refer note 43)	5.29	4.66
Staff welfare expense	12.48	11.19
Employee benefits expense	**289.91**	**238.06**

34 Finance costs

(₹ in crores)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest expense under effective interest method on:		
Term loans	16.34	16.74
Working capital loans	26.23	5.74
Lease liabilities	4.96	2.77
Interest on dues to micro and small enterprises	1.39	0.86
Other finance costs (including interest on Bank OD)	0.50	13.66
Finance costs	**49.42**	**39.77**

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

35 Depreciation and amortisation

(₹ in crores)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation of property, plant and equipment (Refer note 4A)	32.54	29.65
Depreciation of investment property (Refer note 6)	0.01	0.01
Amortisation of intangible assets (Refer note 8)	39.33	39.90
Amortisation of Right of use assets (Refer note 5)	22.82	16.50
	94.70	**86.06**

36 Other expenses

(₹ in crores)

	For the year ended 31 March 2025	For the year ended 31 March 2024
Commission and brokerage	15.85	17.27
Power and fuel	29.19	24.83
Selling and promotion expenses	14.21	15.51
Freight and forwarding	35.54	25.77
Legal and professional charges	72.95	42.65
Research and development	6.41	7.30
Repairs and maintenance:		
- Buildings	5.41	4.63
- Plant and machinery	5.17	4.18
- Others	6.84	7.30
Rent (Refer note 5)	14.41	8.80
Rates and taxes	8.46	4.85
Insurance	6.09	4.50
Stationery and printing expenses	1.71	1.19
Training expenses	1.41	1.12
Pollution control expenses	4.21	3.14
Stores and spares consumed	12.25	7.90
Loss on sale/discard of PPE	0.25	0.94
Corporate social responsibility expense	3.38	2.91
Loss allowance on trade receivables	1.15	3.28
Bad debts written off	1.94	1.11
Directors commission expenses	-	2.26
Directors sitting fees	0.66	0.79
Contract labour charges	18.41	12.04
Foreign exchange (gain)/ loss	3.08	1.91
Loss on derivative contracts, mandatorily at FVTPL	2.00	(0.49)
Information technology expenses	10.31	7.71
Works operation and other expenses	59.32	57.79
	340.61	**271.19**

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

(₹ in crores)

	For the year ended 31 March 2025	For the year ended 31 March 2024
Payment to Auditors:		
Statutory audit fees	0.85	0.71
For other services	0.25	0.09
For reimbursement of expenses	0.03	0.06
Total	**1.13**	**0.86**

37 Earnings per share (EPS)

Basic EPS is calculated by dividing the profit attributable to equity shareholders of the parent by the weighted average number of equity shares outstanding during the year.

Diluted EPS is calculated by dividing the profit attributable to equity shareholders of the parent by the weighted average number of equity shares outstanding during the year, after considering adjustment for the effects of all dilutive potential equity shares.

(₹ in crores)

		As at 31 March 2025	As at 31 March 2024
Profit attributable to equity shareholders (basic and diluted)			
Profit for the year from continuing operations attributable to equity shareholders (₹ in crores)	(A)	74.14	122.64
Profit for the year from discontinued operations attributable to equity shareholders (₹ in crores)	(B)	(0.90)	(0.22)
Weighted average number of equity shares for basic and diluted earnings per share			
Number of equity shares at beginning of the year		13,84,20,801	13,51,75,033
Equity shares held in controlled trust sold in secondary market		-	32,45,768
Number of equity shares outstanding at the end of the year		**13,84,20,801**	**13,84,20,801**
Weighted average number of equity shares for the year	**(C)**	**13,84,20,801**	**13,71,48,233**
Basic and Diluted earnings per share from continuing operations of face value of ₹ 10 each	**(D)=(A) / (C)**	**5.37**	**8.95**
Basic and Diluted earnings per share from discontinued operations of face value of ₹ 10 each	**(E)=(B) / (C)**	**(0.06)**	**(0.02)**
Basic and Diluted earnings per share from continuing and discontinued operations of face value of ₹ 10 each	**(D)+ (E)**	**5.31**	**8.93**

38 Tax expense

(a) Amounts recognised in consolidated balance sheet

(₹ in crores)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Current tax assets (net of provision)	50.37	53.31
Current tax liabilities (net of advance tax)	12.95	19.34

Note: The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities relate to income taxes levied by the same tax authority.

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

(b) Amounts recognised in consolidated statement of profit and loss

(₹ in crores)

	For the year ended 31 March 2025	For the year ended 31 March 2024
Current tax		
Current year	51.36	65.52
Earlier years	(0.14)	(0.30)
Current tax expense	**51.22**	**65.22**
Deferred tax liability / (asset), net		
Current year (refer note 39)	(10.49)	(5.74)
Tax Expenses of discontinued operations	-	(0.73)
Deferred tax expense	**(10.49)**	**(6.47)**
Tax expense for the year	**40.73**	**58.75**

(c) Amounts recognised in other comprehensive income

(₹ in crores)

	For the year ended 31 March 2025			For the year ended 31 March 2024		
	Before tax	Tax (expense)/ benefit	Net of tax	Before tax	Tax (expense) / benefit	Net of tax
Items that will not be reclassified to profit or loss						
Remeasurements of the defined benefit plans	(1.67)	0.41	(1.26)	(1.23)	0.31	(0.92)
Items that will be reclassified to profit or loss						
Exchange differences in translating the financial statements of a foreign operation	(2.55)	0.04	(2.51)	6.93	-	6.93
	(4.22)	**0.45**	**(3.77)**	**5.70**	**0.31**	**6.01**

(d) Reconciliation of effective tax rate

(₹ in crores)

	For the year ended 31 March 2025	For the year ended 31 March 2024
Profit before tax	114.81	183.28
Tax using the Parent's domestic tax rate (current and previous year 25.17%)	28.90	46.13
Tax effect of:		
Differences in tax rates of subsidiaries	1.76	2.84
Non-deductible tax expenses	4.76	3.42
Deferred tax asset not recognised	5.46	7.74
Tax impact of earlier years	(0.14)	(0.30)
Tax-exempt income	(0.01)	(6.66)
Others	-	5.58
	40.73	**58.75**

The Group's weighted average tax rates for the years ended 31 March 2025 and 2024 were 25.17% and 25.17%, respectively.

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

39 Deferred Tax

(a) Significant components of deferred tax assets and liabilities for the year ended 31 March 2025

(₹ in crores)

	Opening Balance 1 April 2024	Adjustment due to loss of control	Recognised in profit or loss	Recognised in OCI	Foreign translation	Closing Balance 31 March 2025
Deferred tax asset						
Business Loss	15.48	(0.83)	3.63	-		18.28
Others	12.91	(0.06)	3.18	0.41	-	16.44
Total	**28.39**	**(0.89)**	**6.81**	**0.41**	**-**	**34.72**
Deferred tax liabilities						
Property, plant and equipment, intangible assets and intangible assets under development	(53.94)	(0.48)	3.68	-	0.09	(50.65)
Derivative financial Instruments	-	-	-	0.04	-	0.04
Investments	(0.04)	-	0.00	-	-	(0.04)
Total	**(53.98)**	**(0.48)**	**3.68**	**0.04**	**0.09**	**(50.65)**
Net Assets/(liabilities)	**(25.59)**	**(1.37)**	**10.49**	**0.45**	**0.09**	**(15.93)**
Deferred tax assets (net)						25.09
Deferred tax liabilities (net)						41.02

Significant components of deferred tax assets and liabilities for the year ended 31 March 2024

(₹ in crores)

	Opening Balance 1 April 2023	Adjustment due to loss of control	Recognised in profit or loss	Recognised in OCI	Foreign translation	Closing Balance 31 March 2024
Deferred tax asset						
Business loss	11.02	-	4.46	-	-	15.48
Others	16.00	-	(3.40)	0.31	-	12.91
Total	**27.02**	**-**	**1.06**	**0.31**	**-**	**28.39**
Deferred tax liabilities						
Property, plant and equipment, intangible assets and intangible assets under development	(57.46)	-	5.40	-	(1.88)	(53.94)
Others	(0.01)	-	0.01	-	-	-
Investments	(0.04)	-	-	-	-	(0.04)
Total	**(57.51)**	**-**	**5.41**	**-**	**(1.88)**	**(53.98)**
Net Assets/(liabilities)	**(30.49)**	**-**	**6.47**	**0.31**	**(1.88)**	**(25.59)**
Deferred tax assets (net)						21.77
Deferred tax liabilities (net)						47.36

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off tax assets and tax liabilities and the deferred tax assets and they relate to income taxes levied by the same tax authority.

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

(b) Unrecognised deferred tax assets/ liabilities

Deferred tax assets have not been recognised in respect of these losses as they may not be used to offset taxable profits elsewhere in the Group, these losses have arisen in subsidiaries that have been loss-making for some time, and there are no other tax planning opportunities or other evidence of recoverability in the near future. If the Group were able to recognise all unrecognised deferred tax assets, the profit would increase by ₹ 6.79 crores.

(₹ in crores)

	31 March 2025	Expiry date
Year 2023	5.92	March 2028
Year 2024	15.96	March 2029
Year 2025	26.97	March 2030

40 Contingent liabilities and commitments (to the extent not provided for)

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
A. Contingent liabilities		
a. Direct and indirect taxes		
Income taxes	69.61	70.39
Excise duty & Service taxes	11.84	11.84
Sales tax	0.37	0.37
GST	15.80	-
Custom Duty	1.17	1.17
	98.79	**83.77**
B. Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for net of advances, tangible assets	59.22	7.47

41 Dues to micro and small suppliers

(₹ in crores)

Particulars	As at 31 March 2025	As at 31 March 2024
1. The amounts remaining unpaid to micro and small suppliers as at the end of the year		
Principal	19.15	28.28
Interest	0.28	0.13
2 The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006)	-	-
3 The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year	112.80	42.35
4 The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	1.05	0.82
5 The amount of interest accrued and remaining unpaid at the end of each accounting year	3.59	2.44
6 The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006	3.59	2.44

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

42 Disclosures as required under Schedule III to the Companies Act 2013 with respect to consolidated financial statements

As at 31 March 2025

S. No.	Name of the entity	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 % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated profit or loss	Amount
	Parent								
1	S H Kelkar and Company Limited	57.65%	733.57	(18.52%)	(13.52)	29.18%	(1.10)	(21.11%)	(14.62)
	Subsidiaries								
	Indian								
1	Keva Fragrances Private Limited	48.43%	616.28	95.29%	69.57	4.51%	(0.17)	100.23%	69.40
2	Keva Flavours Private Limited	12.43%	158.17	73.48%	53.65	(1.86%)	0.07	77.59%	53.72
3	NuTaste Food and Drink Labs Private Limited	-	-	(1.47%)	(1.07)	-	-	(1.55%)	(1.07)
4	Keva Ventures Private limited	(0.84%)	(10.68)	(15.07%)	(11.00)	-	-	(15.89%)	(11.00)
5	AmiKeva Private Limited	0.17%	2.12	(2.18%)	(1.59)	-	-	(2.30%)	(1.59)
	Foreign								
1	Keva UK Limited	(0.14%)	(1.76)	(2.49%)	(1.82)	1.06%	(0.04)	(2.69%)	(1.86)
2	Keva Europe B.V.	19.09%	242.88	9.92%	7.24	64.99%	(2.45)	6.92%	4.79
3	Keva Italy S.r.l	(0.19%)	(2.41)	(2.14%)	(1.56)	107.16%	(4.04)	(8.09%)	(5.60)
4	Keva Fragrance Industries Pte.Ltd.	(0.44%)	(5.63)	(18.34%)	(13.39)	66.58%	(2.51)	(22.96%)	(15.90)
5	PT SHK Keva Indonesia	4.04%	51.37	(12.37%)	(9.03)	(38.20%)	1.44	(10.96%)	(7.59)
6	Anhui Ruibang Aroma Co. Limited.	0.34%	4.34	(0.84%)	(0.61)	2.92%	(0.11)	(1.04%)	(0.72)
7	Creative Flavours & Fragrances SpA	7.41%	94.35	15.64%	11.42	(59.68%)	2.25	19.74%	13.67
8	Provier Beheer B.V. (Holding Company of Holland Aromatics B.V.)	1.76%	22.41	12.16%	8.88	(20.42%)	0.77	13.94%	9.65
9	Keva USA Inc.	0.43%	5.50	(15.71%)	(11.47)	(6.37%)	0.24	(16.22%)	(11.23)
10	Keva Germany GmbH	0.09%	1.11	1.19%	0.87	(0.53%)	0.02	1.29%	0.89
	Non-controlling interest								
1	Anhui Ruibang Aroma Co. Limited	0.03%	0.43	-	-	-	-	-	-
2	AmiKeva Private Limited	0.05%	0.63	-	-	-	-	-	-
	Associates (Investment as per the equity method)								
	Indian								
	NuTaste Food and Drink Labs Private Limited	-	-	(1.89%)	(1.38)	-	-	(1.99%)	(1.38)
	Total Eliminations/ Adjustments	(50.31%)	(640.25)	(16.66%)	(12.18)	(49.34%)	1.86	(14.91%)	(10.32)
	Total	**100.00%**	**1,272.43**	**100.00%**	**73.01**	**100.00%**	**(3.77)**	**100.00%**	**69.24**

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

43 Employee benefits

The Group contributes to the following post-employment defined benefit plans:

(i) Defined Contribution Plans:

The Group makes contributions towards provident fund, superannuation fund and other retirement benefits to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Group is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits.

Contribution to Defined Contribution Plans, recognised are charged off for the year as under :

(₹ in crores)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Group's contribution to Provident Fund/social security	2.43	2.49
Group's contribution towards foreign defined contribution plan in accordance with local laws	19.96	16.37
Group's contribution to Superannuation Fund	1.96	1.82
Group's Contribution to ESIC	0.06	0.01
Group's contribution towards National pension scheme	0.47	0.29
Group's Contribution to Maharashtra Labour Welfare Fund	*0.00	*0.00

Amount less than ₹ 0.01 crore

(ii) Defined Benefit Plan:

I. Gratuity:

The employees gratuity fund scheme for the parent and certain Indian subsidiaries is managed by "S.H.Kelkar & Co. Ltd. Employee's Gratuity Fund". The fund has the form of trust and it is governed by the Board of Trustees. The Board of Trustees is responsible for the administration of the plan assets including investment of the funds in accordance with the norms prescribed by the Government of India. The employees gratuity fund scheme for other Indian subsidiaries is managed by "LIC ".

The contribution to the fund is made based on the actuarial valuation using the "Projected Unit Credit" Method. Gratuity is payable to all eligible employees of the Company and certain Indian subsidiaries on superannuation, death, and permanent disablement, in terms of the provisions of the Payment of Gratuity Act, 1972.

These plans typically expose the Group to actuarial risk such as: investment risk, interest rate risk, longevity risk and salary risk.

Investment risk:

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create plan deficit.

Interest risk:

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the plan's assets.

Longevity Risk:

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Notes to the Consolidated Financial Statements
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Salary Risk:

The Present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at 31 March 2025. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

The Company expects to pay ₹ 1.84 crore (previous year ₹ 2.12 crore) in contributions to its defined benefit plans in 2024-25.

A. Reconciliation of the net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components

(₹ in crores)

	Defined benefit obligation		Fair value of plan assets		Net defined benefit (asset) liability	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Opening balance	23.57	20.73	22.20	19.75	1.37	0.98
Included in profit or loss						
Current service cost	1.93	1.87	-	-	1.93	1.87
Interest cost (income)	1.65	1.57	1.60	1.49	0.05	0.08
Included in OCI						-
Remeasurement loss (gain):						-
Financial assumptions	0.60	0.60	-	-	0.60	0.60
Experience adjustment	0.44	0.22	-	-	0.44	0.22
Return on plan assets excluding interest income	-	-	(0.41)	(0.40)	0.41	0.40
Contributions paid by the employer	-	-	4.13	2.78	(4.13)	(2.78)
Benefits paid	(0.96)	(1.42)	(0.96)	(1.42)	-	-
Less: Loss of control on subsidiary	(0.67)	-	-		(0.67)	-
Closing balance (Refer note 24)	**26.56**	**23.57**	**26.56**	**22.20**	**-**	**1.37**

B. Plan assets

Plan assets comprise the following:

(₹ in crores)

	31 March 2025	31 March 2024
Investment		
Investment in Government Securities	-	1%
Bank Special Deposit	1%	1%
Investment in other securities	28%	24%
Corporate Bonds	26%	31%
State Government Bonds	45%	43%
	100%	**100%**

Notes to the Consolidated Financial Statements
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The components of defined benefit plan expense are as follows:

(₹ in crores)

	For the year ended 31 March 2025	For the year ended 31 March 2024
Recognised in Consolidated Statement of Profit and Loss		
Current service cost	1.93	1.87
Interest cost	1.65	1.57
Interest income	(1.60)	(1.49)
Total	**1.98**	**1.95**
Recognised in other comprehensive income		
Remeasurement of net defined benefit liability/(asset)	1.26	0.84
Return on Plan Assets, Excluding Interest Income	0.41	0.39
Total	**1.67**	**1.23**

C. Defined benefit obligations

i. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

(₹ in crores)

	31 March 2025	31 March 2024
Discount rate	6.96%-7.03%	7%-7.24%
Salary escalation rate	5.00%	5% - 8%
Rate of Return on Plan Assets	6.96%-7.03%	5% - 7.24%
Attrition Rate	2.00%	2.00%
Mortality rate during employment	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

Gratuity is payable to all eligible employees of the Group in India on superannuation, death, and permanent disablement, in terms of the provisions of the Payment of Gratuity Act,1972.

The discount rate is based on the prevailing market yields Indian Government securities as at the balance sheet date for the estimated term of the obligations.

Estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

As at 31 March 2025, the weighted average duration of the define benefit obligation was 10 years (previous year 10 years)

ii. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

(₹ in crores)

	As at 31 March 2025		As at 31 March 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(2.03)	2.33	(1.89)	2.18
Future salary growth (1% movement)	1.95	(1.79)	1.87	(1.75)
Rate of Employee Turnover (1% movement)	0.38	(0.44)	0.38	(0.42)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

iii. Maturity profile of the defined benefit obligation

(₹ in crores)

Particulars	Up to 1 year	Between 1-2 years	Between 2-5 years	6 to 10 years	Over 10 years
31 March 2025					
Defined benefit obligations (Gratuity)	1.77	1.28	6.84	14.64	2.03
Total	**1.77**	**1.28**	**6.84**	**14.64**	**2.03**
31 March 2024					
Defined benefit obligations (Gratuity)	1.09	1.24	5.43	13.56	2.45
Total	**1.09**	**1.24**	**5.43**	**13.56**	**2.45**

II. Provident fund (Managed by the Trust set up by the parent)

The parent manages the Provident Fund plan through a Provident Fund Trust setup by the parent, for its employees which is permitted under The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and is actuarially valued. The plan envisages contribution by the employer and employees and guarantees interest at the rate notified by the Provident Fund authority. The contribution by employer and employee, together with interest, are payable at the time of separation from service or retirement, whichever is earlier.

The parent has contributed ₹ 5.97 crores (2023-24: ₹ 5.53 crores) to the Provident Fund Trust. The parent has an obligation to fund any shortfall on the yield of the trust's investments over the guaranteed interest rates on an annual basis. These administered rates are determined annually predominantly considering the social rather than economic factors and in most cases the actual returned earned by the parent has been higher in the past years. The actuary has provided a valuation for provident fund liabilities on the basis of guidance issued by Actuarial Society of India and based on the below provided assumptions there is no shortfall.

Defined benefit plans

The detail of fund and plan assets position are given below:

(₹ in crores)

Particulars	As at 31 March 2025	As at 31 March 2024
Plan assets at the period end, at fair value	95.13	79.10
Present value of benefit obligation at period end	95.84	81.03
Capital short-fall liability	**0.72**	**1.93**

Amount of ₹ Nil crores (previous rear ₹ Nil crores) towards provident fund is recognised as an expense and included in "Employee benefits expense" in the Consolidated Statement of profit and loss during the year and corresponding liability is recognised and included in "other current liability" in the Consolidated Balance sheet as on 31 March 2025.

Plan assets comprise the following

(₹ in crores)

Particulars	As at 31 March 2025	As at 31 March 2024
Investment		
Investment in Government Securities	49%	48%
Bank Special Deposit	1%	1%
Investment in other securities	9%	7%
Corporate Bonds	1%	-
Debt Securities	40%	44%
	100%	**100%**

Notes to the Consolidated Financial Statements
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Assumptions used in determining the present value obligation of the interest rate guarantee under the Deterministic Approach

(₹ in crores)

Particulars	As at 31 March 2025	As at 31 March 2024
Discount rate (%)	6.96%	7.24%
Guaranteed interest rate (%)	8.25%	8.25%
Expected average remaining working lives of employees (Years)	14	14

III. Other employee benefit plans

Compensated absences:

The obligation for leave encashment is recognised in the same manner as gratuity. The Group's liability on account of compensated absences is not funded and hence the disclosures relating to the planned assets are not applicable. Amount of ₹ 5.29 crores (previous year ₹ 4.66 crores) towards compensated absences is recognised as an expense and included in "Employee benefits expense" in the Consolidated Statement of Profit and Loss during the year.

44 Capital Management

For the purpose of the Group's capital management, capital includes issued capital and other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Group's capital management is to safeguard its ability to continue as going concern and to maintain an optimal capital structure so as to maximise shareholders value. The Group manages its capital structure and make adjustments in the light of changes in economic environment and the requirements of the financial covenants.

As at 31 March 2025, the Group has only one class of equity shares. Consequent to such capital structure, there are no externally imposed capital requirements. In order to maintain or achieve an optimal structure, the Group allocates its capital for distribution as dividend or re-investment into business based on its long term financial plans.

The Group monitors capital using adjusted net debt to equity ratio. For this purpose, adjusted net debt is defined as total debt less cash and bank balances.

(₹ in crores)

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current borrowings	174.68	173.05
Current borrowings	570.17	443.87
Gross debt	**744.85**	**616.92**
Less - Cash and cash equivalents (including other bank balances)	86.78	103.07
Adjusted net debt	**658.07**	**513.85**
Total equity attributable to owner's of the Company	**1,271.96**	**1,212.81**
Adjusted net debt to equity ratio	**0.52**	**0.42**

Notes to the Consolidated Financial Statements
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45 Financial instruments – Fair values and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹ in crores)

31 March 2025	Carrying amount			Fair value			
	Mandatorily at FVTPL	Amortised cost	Total	Level 1	Level 2	Level 3	Total
Financial assets							
Non current financial assets							
Investments*	0.02	-	0.02	-	-	0.02	0.02
Other financial assets	-	15.76	15.76	-	-	-	-
Current financial assets							
Trade receivables	-	505.86	505.86	-	-	-	-
Cash and cash equivalents	-	86.45	86.45	-	-	-	-
Other bank balances	-	0.33	0.33	-	-	-	-
Loans	-	8.24	8.24	-	-	-	-
Other financial assets	-	99.34	99.34	-	-	-	-
Derivatives	0.61	-	0.61	-	0.61	-	0.61
	0.63	**715.98**	**716.61**	**-**	**0.61**	**0.02**	**0.63**
Financial liabilities							
Non current financial liabilities							
Borrowings	-	174.68	174.68	-	-	-	-
Other financial liabilities	-	1.89	1.89	-	-	-	-
Lease Liabilities	-	63.09	63.09	-	-	-	-
Current financial liabilities							
Borrowings	-	570.17	570.17	-	-	-	-
Trade payables	-	399.97	399.97	-	-	-	-
Other financial liabilities	-	62.32	62.32	-	-	-	-
Derivatives	2.50	-	2.50	-	2.50	-	2.50
Lease Liabilities	-	24.30	24.30	-	-	-	-
	2.50	**1,296.42**	**1,298.92**	**-**	**2.50**	**-**	**2.50**

Note:

*The above does not include investment in associate accounted as per equity method

(₹ in crores)

31 March 2024	Carrying amount			Fair value			
	Mandatorily at FVTPL	Amortised cost	Total	Level 1	Level 2	Level 3	Total
Financial assets							
Non current financial assets							
Investments	0.02	-	0.02	-	-	0.02	0.02
Other financial assets	-	13.79	13.79	-	-	-	-
Current financial assets							
Investments	9.57	-	9.57	9.57	-	-	9.57
Trade receivables	-	489.60	489.60	-	-	-	-
Cash and cash equivalents	-	100.06	100.06	-	-	-	-
Other bank balances	-	3.01	3.01	-	-	-	-

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(₹ in crores)

31 March 2024	Carrying amount			Fair value			
	Mandatorily at FVTPL	Amortised cost	Total	Level 1	Level 2	Level 3	Total
Loans	-	3.45	3.45	-	-	-	-
Other financial assets		2.24	2.24	-	-	-	-
Derivatives	0.41	-	0.41	-	0.41	-	0.41
	10.00	**612.15**	**622.15**	**9.57**	**0.41**	**0.02**	**10.00**
Financial liabilities							
Non current financial liabilities							
Borrowings	-	173.05	173.05	-	-	-	-
Other financial liabilities	-	0.57	0.57	-	-	-	-
Lease Liabilities	-	31.75	31.75	-	-	-	-
Current financial liabilities							
Borrowings	-	443.87	443.87	-	-	-	-
Trade payables	-	355.13	355.13	-	-	-	-
Other financial liabilities - current	-	42.47	42.47	-	-	-	-
Derivatives	0.21	-	0.21	-	0.21	-	0.21
Lease Liabilities	-	17.12	17.12	-	-	-	-
	0.21	**1,063.96**	**1,064.17**	**-**	**0.21**	**-**	**0.21**

B. Measurement of fair values

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below.

Quoted prices in an active market (Level 1): This level of hierarchy includes financial instruments that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists quoted equity shares and mutual fund investments.

Valuation techniques with observable inputs (Level 2): This level of hierarchy includes financial assets and liabilities, measured using 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). This level of hierarchy includes Company's over-the-counter (OTC) derivative contracts.

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. The main items in this category are investments in certain unquoted equity.

C. Offsetting

Certain financial assets and financial liabilities are subject to offsetting where there is currently a legally enforceable right to set off recognized amounts and the Company intends to either settle on a net basis, or to realise the asset and settle the liability, simultaneously. Certain derivative financial assets and financial liabilities are subject to master netting arrangements, whereby in the case of insolvency, derivative financial assets and financial liabilities with the same countries will be settled on a net basis.

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The following table discloses the amounts that have been offset, in arriving at the balance sheet presentation and the amounts that are available for offset only under certain conditions as at 31 March 2025:

(₹ in crores)

	Gross amount recognised	Gross amount recognised as set off in the balance sheet	Net amount presented in the balance sheet	Financial Instruments subject to an enforceable master netting arrangement	Net amount after offsetting
Financial assets					
(a) Derivative Assets	0.61	-	0.61	(0.50)	0.11
Total	0.61	-	0.61	(0.50)	0.11
Financial liabilities					
(a) Derivative Liabilities	2.50	-	2.50	(0.50)	2.00
Total	**2.50**	**-**	**2.50**	**(0.50)**	**2.00**

The following table discloses the amounts that have been offset, in arriving at the balance sheet presentation and the amounts that are available for offset only under certain conditions as at 31 March 2024:

(₹ in crores)

	Gross amount recognised	Gross amount recognised as set off in the balance sheet	Net amount presented in the balance sheet	Financial Instruments subject to an enforceable master netting arrangement	Net amount after offsetting
Financial assets					
(a) Derivative Assets	0.41	-	0.41	(0.21)	0.20
Total	0.41	-	0.41	(0.21)	0.20
Financial liabilities					
(a) Derivative Liabilities	0.21	-	0.21	(0.21)	-
Total	**0.21**	**-**	**0.21**	**(0.21)**	**-**

D. Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

i. Risk management framework

The Parent's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework.

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The Group'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 Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

ii. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and others and investments in securities made.

The carrying amount of following financial assets represents the maximum credit exposure:

Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Group has a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, if they are available, and in some cases bank references. Sale limits are established for each customer and reviewed annually. Any sales exceeding those limits require approval as per authority matrix set by the Group.

The Group uses an allowance matrix to measure the expected credit loss of trade receivables. Loss rates are based on actual credit loss experience over the past 3 years. Trade receivables are in default (credit impaired), if the payment are more than 730 days past due.

The maximum exposure to credit risk for trade and other receivables was as follows.

(₹ in crores)

	Carrying amount	
	As at 31 March 2025	As at 31 March 2024
India	212.71	217.30
Other regions	293.15	272.30
Total Trade receivables	**505.86**	**489.60**
Total other receivables	**123.95**	**19.89**

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Ageing for trade receivables from the due date of payment for each of the category as at 31 March 2025:

(₹ in crores)

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivable Considered good	351.88	145.15	9.89	3.01	0.61	1.89	512.43
Undisputed trade receivable Credit Impaired	-	-	0.64	2.41	6.15	5.89	15.09
Total (A)	**351.88**	**145.15**	**10.53**	**5.42**	**6.76**	**7.78**	**527.52**
Allowance for expected credit loss							6.57
Allowance for credit impairment							15.09
TOTAL (B)							**21.66**
TOTAL [(A)- (B)]							**505.86**

Ageing for trade receivables from the due date of payment for each of the category as at 31 March 2024:

(₹ in crores)

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivable Considered good	234.21	231.48	21.56	15.85	-	-	503.10
Undisputed trade receivable Credit Impaired	-	-	-	-	2.69	7.11	9.80
Total (A)	**234.21**	**231.48**	**21.56**	**15.85**	**2.69**	**7.11**	**512.90**
Allowance for expected credit loss							13.50
Allowance for credit impairment							9.80
TOTAL (B)							**23.30**
TOTAL [(A)- (B)]							**489.60**

The movement in the allowance for impairment in respect of trade receivables measured at an amount equal to lifetime expected credit losses during the year was as follows.

(₹ in crores)

For trade receivable	As at 31 March 2025	As at 31 March 2024
Opening Balance	23.30	23.92
Provision for doubtful debts (net)	1.15	3.30
Written off/reversal/adjustments during the year*	(2.94)	(3.85)
Foreign exchange translation difference	0.15	(0.07)
Closing Balance	**21.66**	**23.30**

** Includes movement on account of loss of control. (Refer note 50)*

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

(₹ in crores)

For trade receivable	As at 31 March 2025	As at 31 March 2024
Opening Balance	(0.81)	(0.81)
Impairment loss/(gain) recognised	(0.20)	-
Closing Balance	**(1.01)**	**(0.81)**

Cash and cash equivalents

The Group held cash and cash equivalents of ₹ 86.45 crores at 31 March 2025 (31 March 2024: ₹ 100.06 crores). The cash and cash equivalents are held with banks with good credit ratings and financial institution counterparties with good market standing.

Other bank balances

The Group held other bank balance of ₹ 0.33 crores at 31 March 2025 (31 March 2024: ₹ 3.01 crores).

Derivatives

The derivatives are entered into with banks, financial institutions and other counterparties with good credit ratings.

Investments

The Group limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Group does not expect any losses from non-performance by these counter-parties, and does not have any significant concentration of exposures to specific industry sectors or specific country risks.

Other than trade and other receivables, the Group has no other financial assets that are past due but not impaired.

iii. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. Further the Group has accessed funds from debt market through term loans, working capital facility and overdrafts from banks and other financial institutions.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments.

(₹ in crores)

As at 31 March 2025	Carrying amount	Total	Contractual cash flows		
			Upto 1 year	1-5 years	More than 5 years
Non-derivative financial liabilities					
Non current financial liabilities					
Borrowings and interest thereon	174.68	203.82	9.29	181.33	13.21
Lease liabilities	63.09	69.86	-	56.08	13.78
Others	1.89	1.89	-	1.89	-
Current financial liabilities					
Borrowings and interest thereon	570.17	576.21	576.21	-	-
Other current financial liabilities	62.32	62.32	62.32	-	-
Lease liabilities	24.30	30.20	30.20	-	-
Trade payables	399.97	399.97	399.97	-	-

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

(₹ in crores)

At 31 March 2024	Carrying amount	Total	Contractual cash flows		
			Upto 1 year	1-5 years	More than 5 years
Non-derivative financial liabilities					
Non current financial liabilities					
Borrowings and interest thereon	173.05	183.97	-	183.97	-
Lease liabilities	31.75	36.68	-	34.01	2.67
Others	0.57	0.57	-	0.57	-
Current financial liabilities					
Borrowings and interest thereon	443.87	448.68	448.68	-	-
Other current financial liabilities	42.47	42.47	42.47	-	-
Current maturity of lease liabilities	17.12	19.88	19.88	-	-
Trade payables	355.13	355.13	355.13	-	-

The gross inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to non derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity. The disclosure shows net cash flow amounts for derivatives that are net cash-settled and gross cash inflow and outflow amounts for derivatives that have simultaneous gross cash settlement.

iv. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. We are exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of our investments. Thus, our exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs.

v. Currency risk

The Group is exposed to currency risk on account of its borrowings, trade payables and other payables in foreign currency. The functional currency of the Group is Indian Rupee. The Group uses forward exchange contracts to hedge its currency risk, most with a maturity of less than one year from the reporting date.

Group does not use derivative financial instruments for trading or speculative purposes.

Exposure to currency risk

The currency profile of financial assets and financial liabilities as at 31 March 2025 and 31 March 2024 are as below:

(₹ in crores)

	As at 31 March 2025				
	USD	EUR	SGD	CHF	Others*
Financial assets	178.40	16.35	1.28	-	0.69
Financial liabilities	(227.90)	(29.72)	(3.70)	(2.15)	(0.82)
Derivatives (net settled)	51.35	-	-	-	-
Net statement of financial position exposure	**1.85**	**(13.37)**	**(2.42)**	**(2.15)**	**(0.13)**

(₹ in crores)

	As at 31 March 2024				
	USD	EUR	SGD	CHF	Others*
Financial assets	187.73	57.41	1.00	-	15.61
Financial liabilities	(50.70)	(308.83)	(0.30)	(1.44)	(0.03)
Derivatives (net settled)	125.27	-	-	-	-
Net statement of financial position exposure	**262.30**	**(251.42)**	**0.70**	**(1.44)**	**15.58**

Others include GBP, THB, AED, HKD and LKR.

a. The forward contracts booked also includes the future purchase transaction exposure.

b. Hedged foreign currency exposure

(₹ in crores)

	As at 31 March 2025		
	No of contracts outstanding	Foreign currency in Million	Indian rupees in crores
Foreign exchange forward contracts (To hedge trade receivables)	44	USD 19.5	166.89

(₹ in crores)

	As at 31 March 2024		
	No of contracts outstanding	Foreign currency in Million	Indian rupees in crores
Foreign exchange forward contracts (To hedge trade receivables)	34	USD 41.28	125.27

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against US dollars, Euros & other currencies at 31 March 2025 would have affected the measurement of financial instruments denominated in US dollars and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

(₹ in crores)

Effect in INR	Profit or loss and Equity	
	Strengthening	Weakening
31 March 2025		
USD (2% movement)	(0.04)	0.04
EUR (2% movement)	0.27	(0.27)
SGD (2% movement)	0.05	(0.05)
CHF (3% movement)	0.06	(0.06)
	0.34	**(0.34)**

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

(₹ in crores)

Effect in INR	Profit or loss and Equity	
	Strengthening	Weakening
31 March 2024		
USD (1% movement)	(2.62)	2.62
EUR (3% movement)	7.54	(7.54)
SGD (2% movement)	(0.01)	0.01
CHF (4% movement)	0.06	(0.06)
	4.97	**(4.97)**

vi. Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

Group's interest rate risk arises from borrowings . Borrowings issued at fixed & variable rates . The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows.

(₹ in crores)

	Nominal amount	
	31 March 2025	31 March 2024
Fixed-rate instruments		
Financial assets	8.24	3.45
Financial liabilities	74.23	73.68
Variable-rate instruments		
Financial liabilities	670.62	543.24

Fair value sensitivity analysis for fixed-rate instruments

The Group does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

(₹ in crores)

INR	Profit or loss and Equity	
	100 bp increase	100 bp decrease
31 March 2025		
Variable-rate instruments	(6.71)	6.71
Cash flow sensitivity (net)	**(6.71)**	**6.71**
31 March 2024		
Variable-rate instruments	(5.43)	5.43
Cash flow sensitivity (net)	**(5.43)**	**5.43**

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

vii. Cash Flow Hedges

The objective of interest rate swaps and interest rate options is to hedge the cash flows of the foreign currency denominated debt related to variation in interest rates. The hedge provides for conversion of variable interest rate into fixed interest rate as per notional amount at agreed exchange rate. These forward contracts are designated as cash flow hedges. The Company is following hedge accounting for interest rate swaps and interest rate options based on qualitative approach.

The Company is having risk management objectives and strategies for undertaking these hedge transactions. The Company has maintained adequate documents stating the nature of the hedge and hedge effectiveness test. The Company assesses hedge effectiveness based on following criteria:

i. An economic relationship between the hedged item and the hedging instrument.

ii. The effect of credit risk.

iii. Assessment of the hedge ratio.

The Company designates interest rate swaps and interest rate options to hedge its currency and interest risk and generally applies hedge ratio of 1:1.

All these derivatives have been marked to market to reflect their fair value and the fair value differences representing the effective portion of such hedge have been taken to equity.

The fair values of the above derivatives are as under:

(₹ in crores)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Asset	Liability	Asset	Liability
Interest Rate Swaps and Interest rate Options	0.45	0.62	-	-

The movement of effective portion of cash flow hedges is shown below:

(₹ in crores)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Opening Balance	-	-
Gain/(loss) recognized on cash flow hedges	(0.17)	-
Income tax relating to gain/(loss) recognized on cash flow hedges	0.04	-
Closing Balance	**(0.13)**	

46 Segment reporting

A. General Information

(a) Factors used to identify the entity's reportable segments, including the basis of organisation

For management purposes, the Group and its associate are organised into business units based on its products and services and has two reportable segments, as follows:

- Fragrances, segment manufactures/trade in Fragrances and aroma ingredients for Fragrances
- Flavours, segment manufactures/ trade in Flavours

(b) Following are reportable segments

Reportable segment

Fragrances

Flavours

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

B. **Information about reportable segments**

(₹ in crores)

Year ended 31 March 2025		Reportable segments		
Particulars		**Fragrance**	**Flavours**	**Total Segments**
I.	**Segment revenue**			
	Total Sales	3,282.68	207.41	3,490.09
	Inter-segment	(1,355.19)	(22.18)	(1,377.37)
	Total Sales	1,927.49	185.23	2,112.72
	Other operating income	9.74	0.94	10.68
	Sales/ Income from Operations	**1,937.23**	**186.17**	**2,123.40**
II.	**Segment Results**	**131.45**	**42.76**	**174.21**
III.	**Specified amounts included in segment results**			
	Depreciation and amortisation	92.22	2.48	94.70
IV.	**Reconciliation of segment result with profit after tax**			
	Segment Results	**131.45**	**42.76**	**174.21**
	Add/ (Less):			
	Finance costs			(49.42)
	Interest income			0.92
	Tax expense			(40.73)
	Share of (Loss) in Associate - Flavours			(1.38)
	Other unallocable expenses net of unallocable income			(10.59)
	Profit after Tax			**73.01**
V.	**Segment Assets**	**2,306.95**	**222.25**	**2,529.20**
	Unallocated			**155.69**
VI.	**Segment Liabilities**	**472.15**	**23.84**	**495.99**
	Unallocated			**916.47**
VII.	**Specified amounts included in segment assets above**			
	Capital Expenditure	**97.05**	**4.80**	**101.85**

(₹ in crores)

Year ended 31 March 2024		Reportable segments		
Particulars		**Fragrance**	**Flavours**	**Total Segments**
I.	**Segment revenue**			
	Total Sales	2,175.37	154.96	2,330.33
	Inter-segment	(488.00)	(9.69)	(497.69)
	Total Sales	1,687.37	145.27	1,832.64
	Other operating income	7.90	0.29	8.19
	Sales/ Income from Operations	**1,695.27**	**145.56**	**1,840.83**

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

(₹ in crores)

Year ended 31 March 2024		Reportable segments		
Particulars		**Fragrance**	**Flavours**	**Total Segments**
II.	**Segment Results**	219.93	21.06	240.99
III.	**Specified amounts included in segment results**			
	Depreciation and amortisation	83.44	2.62	86.06
IV.	**Reconciliation of segment result with profit after tax**			
	Segment Results	219.93	21.06	240.99
	Add/ (Less):			
	Finance costs			(39.77)
	Interest income			1.64
	Tax expense			(59.48)
	Other unallocable expenses net of unallocable income			(19.83)
	Profit after tax			123.55
V.	**Segment Assets**	2,108.80	155.23	2,264.03
	Unallocated			138.42
VI.	**Segment Liabilities**	406.93	22.72	429.65
	Unallocated			758.61
VII	**Specified amounts included in segment assets above**			
	Capital Expenditure	59.31	8.27	67.58

C. **Geographic information**

The Group has identified its geographical segments as Domestic and Overseas based on location of customers.

(₹ in crores)

Geography		As at 31 March 2025	As at 31 March 2024
I	**Revenue**		
	India	1,226.06	1,008.33
	Europe	497.63	463.10
	Others	399.71	369.40
Total Revenue		**2,123.40**	**1,840.83**
II	**Non-current Assets ***		
	India	413.07	754.00
	Europe	518.32	139.70
	Others	67.23	52.35
Total Non-current Assets		**998.62**	**946.05**

**Non-current assets includes property plant and equipments, Capital work in progress, Right of use asset, Investment property, Goodwill, Other intangible asset and Intangible asset under development.*

D. **Information about major customers**

None of the customers as on 31 March 2025 and 31 March 2024 constituted 10% or more of the total revenue of the Group.

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

47 Related party disclosures

The note provides the information about the Group's structure including the details of the parent, subsidiaries and associate.

i) List of Related parties

Subsidiaries and Associates

Name of the related party	Relationship	Country of incorporation	Ownership interest	
			31 March 2025	31 March 2024
Keva Flavours Private Limited	Subsidiary	India	100%	100%
Keva Fragrances Private Limited	Subsidiary	India	100%	100%
Keva Fragrance Industries Pte.Ltd.	Subsidiary	Singapore	100%	100%
Keva Europe B.V	Subsidiary	Netherlands	100%	100%
Keva Ventures Private Limited	Subsidiary	India	100%	100%
Creative Flavours & Fragrances SpA (Subsidiary of Keva Italy Srl)	Subsidiary	Italy	100%	100%
Keva UK Limited (Subsidiary of Keva Europe B.V.)	Subsidiary	United Kingdom	100%	100%
PT SHK Keva Indonesia (Subsidiary of Keva Fragrance Industries Pte.Ltd.)	Subsidiary	Indonesia	100%	100%
Anhui Ruibang Aroma Co Ltd (Subsidiary of Keva Fragrance Industries Pte.Ltd)	Subsidiary	China	90%	90%
Keva Italy S.r.l (Subsidiary of Keva Europe B.V.)	Subsidiary	Italy	100%	100%
Amikeva Private Limited (Subsidiary of Keva Ventures Private Limited)	Subsidiary	India	70.48%	70.48%
Provier Beheer B.V. (Subsidiary of Keva Europe B.V)	Subsidiary	Netherlands	100%	100%
Holland Aromatics B.V. (Subsidiary of Provier Beheer B.V.)	Subsidiary	Netherlands	100%	100%
Keva USA Inc.	Subsidiary	USA	100%	100%
Keva Germany GmbH (w.e.f. May 07, 2024) (Subsidiary of Keva Europe B.V.)	Subsidiary	Germany	100%	-
NuTaste Food and Drink Labs Private Limited (Subsidiary of Keva Flavours Private Limited upto July 24, 2024)	Associate	India	40%	80%

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

Other related parties

Relationship		Name of the related party
a)	**Key Management Personnel (KMP) and Executive Directors**	Kedar Vaze, Director & Group Chief Executive Officer
		Rohit Saraogi (Group Chief Financial Officer) (Company Secretary and Compliance Officer) upto 30 April 2025
		Deepti Chandratre (Company Secretary and Compliance Officer) from 01 May 2025
b)	**Enterprises owned or controlled by key management personnel or their relatives**	Keva Aromatics Private Limited
		Keva Constructions Private Limited
		Keva Properties Private Limited
		Keva Biotech Private Limited
		Keva Investment Partners
		KNP Industries Private Limited
		KNP Industries Pte. Ltd
		Evolutis India Private Limited
		ASN Investment Advisors Private Limited
		Keva Industries Private Limited
		Keva Susbde Biotech Private Limited (Formerly known as RVV Nutritious Private Limited)
		Susbde LOC Nagpur Private Limited (w.e.f. 5 April 2023)
		SKK Industries Private Limited
		Sandu Homes LLP
		Ramesh Vinayak Vaze Family Trust
		Kedar Ramesh Vaze Family Trust
		Vinayak Ganesh Vaze Charities
		KNP Med Solutions Private Limited
		KNP Retail Private Limited
		KNP Labs LLP
		Novakraft Consumer Care LLP
		FAB Oils LLP
		Artisanal Innovations Private Limited (upto 30 November 2023)
		KNP Biotech NL BV (w.e.f. 2 July 2023)
		Keva Green Energy India Pvt Ltd (w.e.f. 8 May 2024)
c)	**Other entities where significant influence exist :**	
i)	Post employment-benefit plan entity:	S.H. Kelkar and Co. Ltd. Employee's Gratuity Fund
ii)	Others :	S. H. Kelkar & Co. Ltd. Employees Provident Fund
		S. H. Kelkar & Co. Ltd. Employees Superannuation Fund

Notes to the Consolidated Financial Statements
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Relationship		Name of the related party
d)	Close Member of Key Management Personnel	Anagha Sandeep Nene
		Sumedha Kedar Karmarkar
		Nandan Kedar Vaze
		Parth Kedar Vaze
		Milena Rubene
		Angelina Kedar Vaze
		Laveana Vaze
e)	Non-executive directors	Ramesh Vaze (Chairman)
		Prabha Vaze
		Deepak Raj Bindra
		Shrikant Oka
		Mark Elliott (upto 14 December 2024)
		Vasant Gujarathi
		Neela Bhattacherjee

47. Related-party disclosures

The Company's related parties principally includes subsidiaries, associates, promoter and promoter group companies. The Company routinely enters into transactions with these related parties in the ordinary course of business. Transactions and balances of the company with its own subsidiaries and the transactions among subsidiaries are eliminated on consolidation.

All transactions with related parties are conducted under normal terms of business and all amounts outstanding are unsecured and will be settled in cash.

The following table summarizes related-party transactions and balances included in the consolidated financial statements for year ended/as at 31 March 2025:

ii) Details of Related party transactions and Balances

A) With Associate

(₹ in crores)

Transactions	For the year ended 31 March 2025	For the year ended 31 March 2024
Related Party (Associate)		
NuTaste Food And Drink Labs Private Limited		
Sale of Goods	0.01	0.06
Purchase of Goods	-	0.03
Loan Given	1.00	4.00
Management fees	-	0.60
Interest on loan - Income	0.40	0.10
Reimbursement (for expenses incurred by Company on behalf of related party)	-	1.20

Notes to the Consolidated Financial Statements
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(₹ in crores)

Balances	As at 31 March 2025	As at 31 March 2024
Trade Receivables	-	0.16
Trade Payables	-	0.04
Interest Receivable	0.36	0.09
Loan Receivable	5.00	4.00
Other current financial assets	-	0.11

B) With post employment-benefit plan entity

(₹ in crores)

Transactions	For the year ended 31 March 2025	For the year ended 31 March 2024
Contributions during the year		
S.H. Kelkar and Co. Ltd. Employee's Gratuity Fund	2.64	2.14
S. H. Kelkar & Co. Ltd Employees Provident Fund	5.18	4.84
S. H. Kelkar & Co. Ltd Employees Superannuation Fund	1.64	1.53

(₹ in crores)

Balances	As at 31 March 2025	As at 31 March 2024
Other current financial liabilities		
S. H. Kelkar & Co. Ltd Employees Provident Fund	0.97	0.87

C) With Enterprises owned or controlled by key management personnel or their close member

(₹ in crores)

Transactions	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of products		
Keva Aromatics Private Limited	11.22	0.16
Rent Paid		
Keva Constructions Private Limited	6.13	5.53
Purchase of goods		
Keva Aromatics Private Limited	62.07	54.44
Reimbursement (for expenses incurred by Related party on behalf of us)		
Keva Constructions Private Limited	0.43	0.29
Kelkar Education Trust'S Scientific	0.11	0.17
Dividend paid during the year		
Ramesh Vinayak Vaze Family trust	1.82	5.40
Kedar RameshVaze Family trust*	-	0.00
KNP Industries Pte Ltd	2.34	2.98
Vinayak Ganesh Vaze Charities	0.13	0.39
SKK Industries Private Limited	0.10	0.30
ASN Investment Advisors Private Limited	0.10	0.29
Keva Constructions Private Limited	0.50	1.48
Keva Investment Partners	0.23	0.31

Notes to the Consolidated Financial Statements
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(₹ in crores)

Balances	As at 31 March 2025	As at 31 March 2024
Trade receivables		
Keva Aromatics Pvt.Ltd.*	0.00	0.21
Trade and Other payables		
Keva Constructions Private Limited	-	0.01
Kelkar Education Trust'S Scientific	0.04	-
Keva Aromatics Pvt.Ltd.	1.71	13.68

**Amount less than ₹ 0.001 crore*

D) With Key Management Personnel, Executive Directors and Close Member of KMP

(₹ in crores)

Transactions	For the year ended 31 March 2025	For the year ended 31 March 2024
Sitting fees to non-executive directors		
Ramesh V Vaze	0.05	0.06
Prabha R Vaze	0.02	0.06
Shrikant Oka	0.14	0.15
Neela Bhattacherjee	0.15	0.16
Deepak Raj Bindra	0.07	0.10
Sangeeta Singh	0.04	0.03
Mark Elliott	0.03	0.06
Vasant Gujarathi	0.16	0.17
Commission to Directors		
Kedar R.Vaze	-	1.25
Ramesh V Vaze	-	0.94
Dividend paid during the year		
Ramesh V.Vaze	0.10	0.29
Kedar R.Vaze	1.04	3.44
Prabha R. Vaze	0.12	0.36
Sumedha Kedar Karmarkar	-	0.00
Anagha Sandeep Nene	0.10	0.29
Nandan Kedar Vaze	0.08	0.25
Parth Kedar Vaze	0.08	0.25

iii) Compensation of Key management personnel

(₹ in crores)

Transactions	For the year ended 31 March 2025	For the year ended 31 March 2024
Remuneration*	2.88	4.31
Post-employment benefits**	0.35	0.41

**The managerial remuneration aggregating ₹ 3.00 crore paid to the whole time director of the parent company for the financial year ended 31 March 2025 is in excess of the limits applicable under section 197 of the Companies Act, 2013 read with Schedule V thereto by ₹ 1.79 crore. Such excess has been approved by the Board of Directors of the parent company and will be placed before the shareholders for their approval in the forthcoming Annual General Meeting, pending which, the excess amount has been disclosed as recoverable from the whole time director.*

***Excludes provision for encashable leave and gratuity for certain key management personnel as a separate actuarial valuation is not available.*

Notes to the Consolidated Financial Statements
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48 Consolidation of Trust

The Parent had formed S H Kelkar Employee Benefit Trust (Trust) through its trustees Barclays Wealth Trustees(India) Pvt. Ltd for administering and implementing S H Kelkar Stock Appreciation Rights Scheme 2017 ('the Scheme') of the Parent.

The Consolidation of the Trust financials statements with that of the Parent does not in any manner affect the independence of the trustees where the rights and obligations are regulated by the trust deed.

During FY 2023-24, the Parent sold all equity shares held by its Employee Benefit Trust (EBT) for a total consideration of ₹49.14 crores, resulting in a recognized loss of ₹21.95 crores. Following this, the Board of Directors approved the dissolution and closure of the “S H Kelkar Employee Benefit Trust” on September 7, 2023. However, the closure remains pending due to ongoing income tax assessment proceedings.

i The sources and application of funds of the Trust Consolidated as at 31 March, 2025 and 31 March, 2024 were as follows:

(₹ in crores)

Particulars	31 March 2024	31 March 2024
Sources of Funds		
Corpus	*0.00	*0.00
Reserves and Surplus	(50.43)	(50.43)
Secured Loan		
Loan	50.50	50.50
Total	**0.07**	**0.07**
Application of Funds		
Current Assets, Loans and Advances (A)		
Cash and Cash Equivalents	0.07	0.07
Loans & Advances	0.47	0.47
Less: Current Liabilities and Provisions (B)		
Tax Provisions	0.47	0.47
Net Current Assets (A- B)	**0.07**	**0.07**
Total	**0.07**	**0.07**

** Amount less than ₹ 0.01 crore*

ii Impact on the Group's profit & loss post Trust consolidation for the year 31 March 2025

(₹ in crores)

Particulars	March 31, 2025	March 31, 2024
Expenditure		
Management fees	0.03	0.03
Audit Fees*	0.00	0.00
Impact on profit before tax	**0.03**	**0.03**

** Amount less than ₹ 0.01 crore*

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

Other items adjusted owing to the Trust consolidation include:

(a) Other Non Current Financial Assets and other Income

Loans advanced to the Trust have been eliminated on consolidation amounting to ₹ 50.50 crores as at 31 March, 2025 (previous year ₹ 50.50 crores) and interest income of ₹ Nil crores (previous year ₹ 2.52 crores) on the above loan is also eliminated.

49 Exceptional items

A major fire broke out at the Vashivali plant of the Parent located at Raigad district Maharashtra on 23 April 2024. There were no injuries or loss of life and the safety of all the personnel was ensured. The Parent has incurred a loss in respect of Property, Plant & Equipment and inventories having a carrying value of ₹ 160.18 crore. Accordingly, the Parent has recognised a loss of ₹ 160.18 crore during the year. Subsequently, the Parent got an interim relief approval (on account payment) of ₹ 95 Crore towards the said claim from the insurance company on 30 March 2025. Out of the said ₹ 95 crore, the Parent has received an amount of ₹ 87.72 crore subsequent to the year end and is awaiting the balance payment from insurance company towards one-off co-insurer share. The Parent has given an undertaking to indemnify the insurance company, in case of any adverse findings in the claim which can impact the admissibility. As per information available with the Parent, there are no adverse findings which can impact the admissibility of the claim. Further to this, the Parent has also received an amount of ₹ 4.64 crore during the year towards scrap realisation. Consequently, the losses suffered on account of the fire net of the approved interim relief has been presented as an exceptional item in the Statement of Profit and Loss.

50 Keva Flavours Private Limited ('KFL') (subsidiary of the Group) entered into a Share Purchase Agreement (SPA) dated 24 June 2024 for sale of 40% stake held by KFL in its subsidiary - NuTaste Food and Drink Labs Private Limited ('NuTaste'). Consequently, the financial results of NuTaste upto the date of sale and for all comparative periods have been disclosed as results from discontinued operations. The closing date of the sale was determined as 24 July 2024. The group had recognised gain of ₹ 19.92 crore including ₹ 11.17 crore towards revaluation of remaining interest in the entity (40%).

51 There are no proceedings initiated or pending against any Indian entity of the group for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

52 The Group does not have any transaction during the year or outstanding balance as at year end with struck off companies under section 248 of companies Act'2013 or section 560 of Companies Act' 1956

53 The Parent and its subsidiaries have complied with the requirement with respect to number of layers as prescribed under section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on number of layers) Rules, 2017.

54 The Parent and its subsidiaries has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.

55 Utilisation of borrowed funds and share premium :

1. 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

Notes to the Consolidated Financial Statements
for the year ended 31 March 2025

2. 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

56 There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account.

57 The Group has not traded or invested in crypto currency or virtual currency during the year.

58 The Group does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies beyond the statutory period.

For and on behalf of the Board of Directors
S H Kelkar and Company Limited
CIN: L74999MH1955PLC009593

Ramesh Vaze Director & Chairman DIN: 00509751	**Kedar Vaze** Director & Group Chief Executive Officer DIN: 00511325
Rohit Saraogi Group Chief Financial Officer	**Deepti Chandratre** Global Legal Counsel & Company Secretary Secretary Membership No: A20759

Mumbai
16 May 2025

FORM AOC-1

Statement containing the salient features of the financial statements of subsidiaries/ associate companies/ joint ventures

[pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013, read with Rule 5 of the Companies (Accounts) Rules, 2014]

Part "A" Subsidiaries [as per section 2(87) of the Companies Act, 2013]

Amount ₹ in crores

Sr. No.	1	2	3	4	5	6	7	8	9	10	11	12	13	14
Name of the subsidiary	**Keva Fragrances Private Limited**	**Keva Flavours Private Limited**	**Keva UK Limited**	**Keva Fragrance Industries Pte Ltd**	**P T SHKKEVA Indonesia**	**Creative Flavours & Fragrances S.p.A**	**Anhui Ruibang Aroma Co. Ltd**	**Keva Europe B.V.**	**Keva Italy Srl**	**Keva Ventures Private Limited**	**Holland Aromatics BV**	**Amikeva Pvt Ltd**	**Keva Germany**	**Keva USA**
Financial Period ended	31.03.2025	31.03.2025	31.03.2025	31.03.2025	31.03.2025	31.03.2025	31.03.2025	31.03.2025	31.03.2025	31.03.2025	31.03.2025	31.03.2025	31.03.2025	31.03.2025
Reporting Currency	INR	INR	GBP	USD	IDR	Euro	RMB	Euro	Euro	INR	Euro	INR	Euro	USD
Exchange rate (year ended) (₹)			110.74	85.58	0.0052	92.32	8.98	92.32	92.32		92.32		92.32	85.58
Exchange rate (Average Rate) (₹)			107.88	84.55	0.0053	90.76	9.10	90.76	90.76		90.76		90.76	84.55
Share Capital	7.43	0.22	0.01	13.48	22.60	54.26	28.29	124.34	0.09	1.00	0.32	0.17	0.22	16.74
Reserves & Surplus	608.85	157.95	-1.77	-19.11	28.76	40.10	-23.95	118.53	-2.50	-11.682	22.09	1.96	0.89	-11.23
Total assets	848.05	259.54	1.28	164.59	98.43	231.96	4.81	469.68	164.59	0.99	54.40	2.82	36.52	28.97
Total liabilities	231.77	101.37	3.04	170.22	47.06	137.61	0.48	226.81	167.01	11.67	31.99	0.70	35.40	23.46
Investment	0.15	6.10	-	99.61	-	0.02	-	212.27	173.79	-	-	-	-	-
Turnover	976.53	405.40	-	52.11	42.55	358.03	-	64.07	-	0.87	87.25	0.74	-	-
Profit / (loss) before taxation	94.97	71.26	-1.82	-13.10	-11.29	16.65	-0.61	6.18	-2.84	-11.00	12.00	-1.59	1.11	-11.47
Provision for taxation	25.40	17.61	-	0.29	-2.26	5.23		-1.06	-1.28	-	3.12	-	0.24	-
Profit / (loss) after taxation	69.57	53.65	-1.82	-13.39	-9.03	11.42	-0.61	7.24	-1.56	-11.00	8.88	-1.59	0.87	-11.47
Proposed dividend	12.64	-	-	-	-	-	-	-	-	-	-	-	-	-
% of shareholding*	100	100	100	100	100	100	90	100	100	100	100	70.48	100	100

Note:

* Representing aggregate % of shares held by the Company and /or its subsidiaries

a) Name of the subsidiary sold during the year:

NuTaste Food and Drink Labs Private Limited

Part "B" Details of Associates [as per Section 2(6) of the Companies Act, 2013]

Sr. No.	**1**
Name of the subsidiary	NuTaste Food and Drink Labs Pvt Ltd
Latest Audited Balance sheet date	31 March 2025
Date on which associate acquired	24 July 2024
No. of shared held	4600
Amount of Investment	11.13
Extent of Holding	40%
Net worth attributable to shareholding	(0.04)
Considered in Consolidation	(1.38)
Description of how there is a significant influence	Note (a)

Note:

a) There is a significant influence due to percentage (%) of share capital

INDEPENDENT AUDITOR'S REPORT

To The Members of

S H Kelkar and Company Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **S H Kelkar and Company Limited** (the "Company"), which comprise the Balance Sheet as at 31 March 2025 and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of 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 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025 and its loss, total comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility 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 ("ICAI") 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 made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

Valuation of investments in subsidiaries (refer note 2.3 (h) and note 9 to the standalone financial statements)

The Company's assessment of valuation of investments in foreign subsidiaries namely, Keva Europe BV, Creative Flavours & Fragrances SpA (CFF) and Keva Fragrance Industries Pte Ltd., Singapore amounting to Rs. 404.87 crores involves significant management estimates and judgements relating to forecast of future revenues, operating margins and discount rates while determining the corresponding recoverable values using discounted cash flow method.

Considering the judgement required for estimating the cash flows and the key assumptions used, this has been considered as a key audit matter.

Principal audit procedures:

- Tested the design, implementation and operating effectiveness of key controls over valuation of investments in subsidiaries.
- Evaluated the reasonableness of key assumptions and inputs in the cash flow forecasts (including revenue, operating margin, discount rate) considering the current economic scenario, understanding of the business, retrospective review of prior year's forecast against actual results and inputs from internal valuation specialists.
- Assessed the sensitivity of the outcome of impairment assessment in response to changes in the said key assumptions.
- Evaluated adequacy of the related disclosures in the standalone financial statements.

Accounting for the loss on account of the fire accident and the related insurance claim (Refer Note 58 to the standalone financial statements)

On April 23, 2024, a major fire broke out at one of the manufacturing units of the Company at Vashivali which caused damage to the property, plant and equipment and inventories. As stated in the said note, the Company is insured for fire incidents including for damage to its property, plant and equipment, inventories and loss of profits. The Company has submitted its claim which has been admitted by the insurance company and an interim relief has been approved while the amount of final loss under the policy is being evaluated by the surveyor. The determination of the loss and recording of insurance claim income involves significant management judgement considering the nature and quantitative significance of the amounts involved.

Principal audit procedures:

- Obtained and examined the list of assets and inventories destroyed during the fire incident.
- Visited the plant location to physically observe the damage to the property, plant and equipment and inventories.
- Assessed completeness and accuracy of the loss accounted by comparing the list of assets and inventories damaged with the respective registers maintained in the Company's ERP system.
- Verified the Company's insurance policy and underlying documents to ascertain validity, adequacy and coverage of the claim submitted.
- Verified the Company's correspondences regarding the claim with the insurance company including the timing of intimation, amount claimed, relevant documents and reports regarding the fire incident and interim relief approval communicated by the insurance company.
- Verified the legal opinion obtained by the Company and correspondence from the insurance broker of the Company with respect to the validity and admissibility of the claim submitted.
- Verified the insurance claim recorded as income in accordance with its accounting policy.
- Assessed the appropriateness of the presentation and disclosures made in relation to the loss and the related insurance claim income in the standalone financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report, Report on Corporate Governance, Business Responsibility and Sustainability Report, but does not include the consolidated financial statements, standalone financial statements and our 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 during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, 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.

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

The Company's Board of Directors is 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 financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including 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 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, 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 intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility 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 financial controls 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 standalone 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.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company to express an opinion on the standalone financial statements.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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 financial controls 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 Section 143(3) of the Act, based on our audit 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.

   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity 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 and 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) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.

   g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its whole time director during the year is in excess of the limits laid down under section 197 of the Act read with Schedule V thereto by Rs.1.79 crore which excess has been approved by the Board of Directors of the Company and will be placed before the shareholders for their Approval in the ensuing Annual General Meeting pending which, the same has been accounted for as a recoverable from the whole time director. Refer Note 43 to the Standalone Financial Statements.

   h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 39 to the Standalone Financial Statements.

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

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

      iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in 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.

      (b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the standalone financial statements, no funds have been received 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 Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

      (c) Based on the audit procedures performed 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 (a) and (b) above, contain any material misstatement.

      v. As stated in Note 18 to the Standalone Financial Statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. Such dividend proposed is in accordance with section 123 of the Act, as applicable.

      The interim dividend paid by the Company during the year in respect of the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.

      vi. Based on our examination, which included test checks, the Company has used an accounting software for maintaining its books of account for the financial year ended 31 March 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software system.

      Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

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

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Vishal L. Parekh
Partner
Membership No. 113918
UDIN:25113918BMKWGJ6823

Place: Mumbai
Date: 16 May 2025

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

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

Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls with reference to standalone financial statements of **S H Kelkar and Company Limited** (the "Company") as at 31 March 2025 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

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

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the criteria for internal control with reference to standalone financial statements 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. 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 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 Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone 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 standalone financial statements was 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 standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone 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 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 standalone financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

A company's internal financial control with reference to standalone 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 control with reference to standalone financial statements includes 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 standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone 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 standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31 March 2025 based on the criteria for internal financial control with reference to standalone financial statements 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.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Vishal L. Parekh
Partner
Membership No. 113918
UDIN:25113918BMKWGJ6823

Place: Mumbai
Date: 16 May 2025

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

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

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that -

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

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

(i) (b) Some of the Property, Plant and Equipment were physically verified during the year by the Management in accordance with a program of verification, which in our opinion provides for physical verification of all the Property, Plant and Equipment at reasonable intervals having regard to the size of the Company and the nature of its activities. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(i) (c) With respect to immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment according to the information and explanations given to us and based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds of such immovable properties are held in the name of the Company as at the balance sheet date, except for the following:

Description of Property	Gross Carrying Value Rs. In crore (As at the Balance sheet date)	Net Carrying Value Rs. In crore (As at the Balance sheet date)	Held in the name of	Whether promoter, director or their relative or employee	Period Held	Reason for not being held in the name of Company
Building located at Mulund, Mumbai admeasuring 7,647 sft	15.67	11.48	Saiba Industries Private Limited (erstwhile company that was merged with the company under the Companies Act in terms of the approval of the NCLT)	No	From 01/04/2019, appointed date as per the approved scheme	The Title deeds to be transferred in the name of the Company with registrar.
Building located at Mulund, Mumbai admeasuring 703.56 sft	1.75	1.38	Rasiklal Hemani Agencies Private Limited (erstwhile company that was merged with the company under the Companies Act in terms of the approval of the NCLT)	No	From 01/04/2019, appointed date as per the approved scheme	The Title deeds pending to be transferred in the name of the Company with registrar.
Total	**17.42**	**12.86**				

(i) (d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year.

(i) (e) No proceedings have been initiated during the year or are pending against the Company as at 31 March 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The inventories except for goods-in-transit, were physically verified during the year by the Management at reasonable intervals. In our opinion and based on information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. In respect of goods in transit, the goods have been received subsequent to the year-end. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories, when compared with the books of account.

(ii) (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, at points of time during the year, from banks on the basis of security of inventories, book debts and other receivables. In our opinion and according to the information and explanations given to us, the statements comprising (stock statements, book debt statements, statements on ageing analysis of the debtors/other receivables, and other stipulated financial information) filed by the Company with such banks are in agreement with the unaudited books of account of the Company of the respective quarters.

(iii) (a) The Company has provided loans or advance in the nature of loans during the year and details of which are given below:

(₹ In crore)

Particulars	Loans
A. Aggregate amount loan granted and advances in the nature of loan provided during the year:	
- Subsidiaries	0.15
- Others (interest free)	2.40
B. Balance outstanding as at balance sheet date in respect of above cases	
- Subsidiaries*	9.84
- Others (interest free)	4.36

* The amounts reported are at gross amounts, without considering provisions made aggregating Rs. 9.84 crore.

The Company has not provided any guarantee or security during the year.

(iii) (b) The investments made during the year are, in our opinion not prejudicial to the Company’s interest.

(iii) (c) In respect of loans or advances in the nature of loans granted by the Company, the schedule for repayment of principal and payment of interest is as per mutually agreed terms and conditions. The receipt of interest is regular in accordance with these agreed terms. Further, the Company has made provision against the outstanding principal amounts as at the year end.

(iii) (d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted and advance in the nature of loans provided by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

(iii) (e) No loan or advance in the nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(iii) (f) According to information and explanations given to us and based on the audit procedures perform 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 during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

(iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees, and securities provided, as applicable.

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.

(vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) (a) In respect of statutory dues:

Undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees’ State Insurance, Income-tax, Sales tax, Service tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have generally been regularly deposited with the appropriate authorities in all cases during the year.

There were no undisputed amounts payable in respect of Goods and Services tax, Employees’ State Insurance, Income-tax, Sales tax, Service tax, duty of Customs, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

(vii) (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on 31 March 2025 on account of disputes are given below:

Name of Statue	Nature of the Dues	Demand Amount (₹ In crores)	Amount deposited (₹ In crores)	Period to which it relates	Forum where the dispute is pending
Income tax Act, 1961	Income-Tax	55.38	18.92	FY 2007-08 FY 2008-09 FY 2009-10 FY 2012-13 FY 2014-15 FY 2016-17 FY 2017-18 FY 2019-20 FY 2020-21 FY 2021-22	The Commissioner of Income tax (Appeals)
Income tax Act, 1961	Income-Tax	14.85	-	FY 2008-09 FY 2011-12 FY 2014-15	High Court, Mumbai
Central Excise Act, 1944	Service Tax	11.33	2.88	FY 2008-09 to 2012-13	Customs, Excise & Service Tax Appellate Tribunal (CESTAT)
Central Excise Act, 1944	Custom Duty	1.06	0.08	FY 2009-10 to 2010-11	Customs, Excise & Service Tax Appellate Tribunal (CESTAT)
Central Excise Act, 1944	Custom Duty	0.07	-	FY 2008-09 to 2011-12	Additional commissioner of customs, Appraising Gr.2 (A-F), JNCH
Central Excise Act, 1944	Custom Duty	0.05	-	FY 2011-1 FY 2011-12	Deputy Commissioner of Customs, GR-II (A-B), NS-V, JNCH
Maharashtra Value Added Tax Act, 2002	Sales Tax	0.37	-	GYDDF FY 1989-94	High Court

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix) (a) Loans amounting to Rs. 103.50 crore outstanding as at 31 March 2025 are repayable on demand and terms and conditions for payment of interest thereon have not been stipulated. According to the information and explanations given to us, such loans and interest thereon have not been demanded for repayment during the financial year. Considering the above, in our opinion, the Company has not defaulted in the repayment of such loans, or in the payment of interest thereon to such lender during the year.

In respect of working capital loans, in our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(ix) (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(ix) (c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.

(ix) (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have not been used during the year for long-term purposes by the Company.

(ix) (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. The Company does not have any associates or joint ventures during the year.

(ix) (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries. The Company does not have any associates or joint ventures during the year.

(x) (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.

(x) (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(xi) (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(xi) (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year (and upto the date of this report).

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(xiv) (b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto 31 March 2025.

(xv) In our opinion during the year the Company has not entered into any non-cash transactions with any of its directors or directors of it's subsidiary company, or persons connected with such directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable. The Group does not have any CIC as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company by way of casual vacancy during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and 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 indicating that 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) (a) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

(xx) (b) The Company does not have any ongoing projects as at the end of the current or previous financial year. Hence, reporting under this clause is not applicable for the year.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Vishal L. Parekh
Partner
Membership No. 113918
UDIN:25113918BMKWGJ6823

Place: Mumbai
Date: 16 May 2025

Standalone Balance Sheet

as at 31 March 2025

(₹ in crores)

	Note	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	4A	124.36	128.28
Capital work in progress	4B	16.05	0.77
Right of use asset	5	28.03	12.42
Goodwill	6	9.59	9.59
Other intangible assets	7A	27.92	36.00
Intangible assets under development	7B	6.75	5.19
Financial assets			
Investment in subsidiaries	8	502.26	334.67
Loans	9	-	10.19
Other financial assets	10	4.25	4.22
Non Current tax assets (net)	34	25.00	20.16
Other non-current assets	11	6.90	2.43
Total non-current assets		**751.11**	**563.92**
Current assets			
Inventories	12	396.75	423.33
Financial assets			
Investments	13	-	8.02
Trade receivables	14	162.28	169.90
Cash and cash equivalents	15	13.12	21.38
Other bank balances	16	0.12	0.11
Loans	9	2.57	2.97
Other financial assets	10	102.78	4.94
Other current assets	11	10.50	6.40
Total current assets		**688.12**	**637.05**
TOTAL ASSETS		**1,439.23**	**1,200.97**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	17	138.42	138.42
Other equity	18	595.13	620.18
Equity attributable to owners of the Company		**733.55**	**758.60**
Total equity		**733.55**	**758.60**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	19	138.11	-
Lease Liabilities	20	17.57	8.58
Deferred tax liabilities (net)	35	**2.53**	**8.87**
Total non-current liabilities		158.21	17.45
Current liabilities			
Financial liabilities			
Short-term Borrowings	19	158.50	68.50
Lease Liabilities	20	11.78	6.29
Trade payables	21		
- total outstanding dues of micro enterprises and small enterprises		8.99	17.32
- total outstanding dues of creditors other than micro enterprises and small enterprises		310.59	285.19
Other financial liabilities	22	31.29	22.04
Provisions	23	11.46	9.86
Current tax liabilities (net)	34	2.18	3.85
Other current liabilities	24	12.68	11.87
Total liabilities		**705.68**	**442.37**
TOTAL EQUITY AND LIABILITIES		**1,439.23**	**1,200.97**
Material accounting policies	1-3		
The notes referred to above and other notes form an integral part of the standalone financial statements.	4-56		

As per our report of even date attached.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No: 117366W/W-10018

For and on behalf of the Board of Directors
S H Kelkar and Company Limited
CIN: L74999MH1955PLC009593

Vishal L. Parekh
Partner
Membership No: 113918

Ramesh Vaze
Director & Chairman
DIN: 00509751

Kedar Vaze
Director & Group Chief Executive Officer
DIN: 00511325

Rohit Saraogi
Group Chief Financial Officer

Deepti Chandratre
Global Legal Counsel & Company Secretary
Membership No: A20759

Mumbai
16 May 2025

Mumbai
16 May 2025

Standalone Statement of Profit and Loss

for the year ended 31 March 2025

(₹ in crores)

	Note	Year ended 31 March 2025	Year ended 31 March 2024
Income			
Revenue from operations	25	1,137.47	940.67
Other income	26	15.96	20.72
Total income		**1,153.43**	**961.39**
Expenses			
Cost of materials consumed	27	867.72	596.03
Changes in inventories of finished goods and work-in-progress	28	(73.73)	(3.76)
Employee benefits expense	29	101.50	93.90
Finance costs	30	18.75	6.82
Depreciation and amortisation expense	31	26.49	25.70
Other expenses	32	159.81	120.06
Total expenses		**1,100.54**	**838.75**
Profit before Exceptional Items and Tax		52.89	122.64
Exceptional Items	48	(71.39)	-
(Loss)/Profit before tax		(18.50)	122.64
Tax expense:	34		
Current tax		2.44	28.37
Tax adjustment for earlier year		(1.41)	0.21
Deferred tax		(5.97)	(0.27)
(Loss)/Profit for the year		**(13.56)**	**94.33**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements (losses) on defined benefit obligations		(1.31)	(0.94)
Income tax credit related to items that will not be reclassified to profit or loss		0.33	0.24
Items that will be reclassified to profit or loss			
Cash flow hedge		(0.17)	-
Income tax related to items that will be reclassified to profit or loss		0.04	-
Other comprehensive income for the year		**(1.11)**	**(0.70)**
Total Comprehensive (Loss)/Income for the year		**(14.67)**	**93.63**
Earnings per equity share (Face value of ₹ 10 each, fully paid-up)	33		
Basic earnings per share (₹)		(0.98)	6.88
Diluted earnings per share (₹)		(0.98)	6.88
Material accounting policies	1-3		
The notes referred to above and other notes form an integral part of the standalone financial statements.	4-56		

As per our report of even date attached.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No: 117366W/W-10018

For and on behalf of the Board of Directors
S H Kelkar and Company Limited
CIN: L74999MH1955PLC009593

Vishal L. Parekh
Partner
Membership No: 113918

Ramesh Vaze
Director & Chairman
DIN: 00509751

Kedar Vaze
Director & Group Chief Executive Officer
DIN: 00511325

Rohit Saraogi
Group Chief Financial Officer

Deepti Chandratre
Global Legal Counsel & Company Secretary
Membership No: A20759

Mumbai
16 May 2025

Mumbai
16 May 2025

Standalone Statement of Cash Flows

for the year ended 31 March 2025

(₹ in crores)

	Year ended 31 March 2025	Year ended 31 March 2024
A. Cash flow from operating activities		
Profit before tax	(18.50)	122.64
Adjustments for		
Exceptional items	71.39	-
Depreciation and amortisation expense	26.49	25.70
Net(Gain) / Loss on sale of property, plant and equipment, investment property and intangible assets	-	0.04
Loss / (Gain) on financials assets at FVTPL (Derivatives)	1.61	(0.63)
Gain on sale of investments at FVTPL (Mutual Fund)	(0.26)	(1.03)
Unrealised foreign exchange loss (net)	3.00	0.40
Dividend income	(11.64)	(14.58)
Inventory write down	0.42	0.35
Interest income	(0.24)	(0.81)
Guarantee commission Income	(2.92)	(2.89)
Provision of loss allowances on trade receivables	3.76	0.13
Bad debts written off	0.15	0.71
Other Liabilities written off	(0.87)	(0.57)
Interest received on income tax refund	(0.01)	(0.41)
Finance costs	18.75	6.82
Operating profit before working capital changes	**91.13**	**135.87**
Working capital adjustments		
Decrease / (increase) in trade receivables	3.66	(28.43)
(Increase) / decrease in loans and advances and other assets	(104.70)	9.45
(Increase) in inventories	(22.80)	(67.27)
Increase in trade and other payables, provisions	27.64	10.94
Net change in working capital	**(96.20)**	**(75.31)**
Cash flows (used in) / generated from operating activities before taxes	**(5.07)**	**60.56**
Direct taxes paid (Net)	(7.57)	(30.19)
Net cash flows (used in) / generated from operating activities (A)	**(12.64)**	**30.37**
B. Cash flows from investing activities		
Purchase of property, plant and equipment, investment property and intangibles (including capital work-in-progress and intangible assets under development)	(34.15)	(8.59)
Proceeds from sale of property, plant and equipment, investment property and intangible assets (net of related expenditure)	-	0.29
Investment in equity shares of subsidiaries	(168.58)	(44.07)
Loan given to subsidiary	(0.15)	(0.28)
Loan recovered from subsidiary	0.50	-
Net proceeds from sale of investment	8.29	13.02
Decrease in deposits and other bank balance	0.27	1.28
Dividend received including subsidiary	11.64	15.23
Interest received	1.40	0.07
Guarantee Commission Income	2.92	2.89
Net cash flows (used in) investing activities (B)	**(177.86)**	**(20.16)**
C. Cash flows from financing activities		
Proceeds from long term borrowings	134.77	-
Proceeds from short term borrowings	300.00	26.00
Repayment of short term borrowings	(210.00)	(32.15)
Repayment of lease obligations (including interest)	(12.23)	(8.66)
Proceeds from sale of Treasury shares by Employee Benefit Trust	-	49.14
Dividend paid (including tax thereon)	(10.38)	(27.68)
Finance costs paid	(19.92)	(2.79)
Net cash flows from financing activities (C)	**182.24**	**3.86**
Net (Decrease) / Increase in cash and cash equivalents (A + B + C)	**(8.26)**	**14.07**

Standalone Statement of Cash Flows

for the year ended 31 March 2025

(₹ in crores)

	Year ended 31 March 2025	Year ended 31 March 2024
Reconciliation of cash and cash equivalents with the balance sheet		
Cash and cash equivalents at the beginning of the year	21.38	7.31
Cash and cash equivalents at the end of the year (Refer note 15)	13.12	21.38
	8.26	(14.07)
Notes:		
Cash and cash equivalents		
Balances with banks in:		
- current accounts	9.97	18.43
- exchange earners foreign currency account	3.10	2.88
- deposits accounts (with original maturity of 3 months or less)	-	-
Cash on hand	0.05	0.07
Bank overdrafts used for cash management purposes	-	-
Cash and cash equivalents in the Statement of Cash Flows	**13.12**	**21.38**
1. Debt reconciliation statement in accordance with Ind AS 7		
Opening balances		
Lease Liabilities	14.87	20.82
Short-term borrowing	68.50	74.65
Interest expense	5.64	3.09
Cashflows		
Lease Liabilities	14.87	20.82
Short-term borrowing (net)	68.50	74.65
Interest payment	5.64	3.09
Non cash and other changes		
Net addition in lease liability	27.53	2.71
Short-term borrowing (net)	-	-
Interest expense	17.13	5.34
Closing balances		
Lease Liabilities	29.35	14.87
Short-term borrowing	158.50	68.50
Interest expense	2.85	5.64

2. The above standalone statement of cash flows has been prepared under the 'indirect method' as set out in the Indian Accounting Standard (IND AS) 7 - "Statement of cash flows".

3. Cash comprises cash on hand, current accounts, deposits with banks and bank overdraft. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition).

The notes referred to above and other notes form an integral part of the standalone financial statements. 4-56

As per our report of even date attached.
For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No: 117366W/W-10018

Vishal L. Parekh
Partner
Membership No: 113918

Mumbai
16 May 2025

For and on behalf of the Board of Directors
S H Kelkar and Company Limited
CIN: L74999MH1955PLC009593

Ramesh Vaze
Director & Chairman
DIN: 00509751

Kedar Vaze
Director & Group Chief Executive Officer
DIN: 00511325

Rohit Saraogi
Group Chief Financial Officer

Deepti Chandratre
Global Legal Counsel & Company Secretary
Membership No: A20759

Mumbai
16 May 2025

Standalone Statement of Changes in Equity

for the year ended 31 March 2025

(a) Equity share capital

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Opening balance as at	138.42	138.42
Changes in equity share capital during the year (Refer note 18)	-	-
Closing balance as at	**138.42**	**138.42**

(b) Other equity

(₹ in crores)

	Attributable to equity holders of the Company Reserves and Surplus								
	Securities Premium	Capital Redemption Reserve	General Reserve	Retained earnings	Hedge reserve after tax	STARs reserve	Other reserves	Treasury shares	Total Equity
Balance as at 01 April, 2024	**80.42**	**6.20**	**49.56**	**496.57**	**-**	**(21.33)**	**8.76**	**-**	**620.18**
Total Comprehensive Income for the period ended 31 March, 2025									
Profit for the year	-	-	-	(13.56)	-	-	-	-	(13.56)
Remeasurements (losses) on defined benefit obligations (net)	-	-	-	(0.98)	(0.13)	-	-	-	(1.11)
Total Comprehensive Income for the year	**-**	**-**	**-**	**(14.54)**	**(0.13)**	**-**	**-**	**-**	**(14.67)**
Contributions and distributions									
Dividends (refer note 18 C)	-	-	-	(10.38)		-	-	-	(10.38)
Others									
Balance at 31 March, 2025	**80.42**	**6.20**	**49.56**	**471.65**	**(0.13)**	**(21.33)**	**8.76**	**-**	**595.13**
Balance as at 01 April, 2023	80.42	6.20	49.56	430.62	-	(0.03)	8.76	(71.09)	504.44
Total Comprehensive Income for the year ended 31 March, 2024				-		-	-	-	
Profit for the year	-	-	-	94.33	-	-	-	-	94.33
Remeasurements (losses) on defined benefit obligations (net)	-	-	-	(0.70)	-	-	-	-	(0.70)
Total Comprehensive Income for the year	**-**	**-**	**-**	**93.63**	**-**	**-**	**-**	**-**	**93.63**
Contributions and distributions									
Dividends (refer note 18 C)	-	-	-	(27.68)		0.65	-	-	(27.03)
Others									
Sales of treasury shares held by the Trust during the year (Refer note 47)	-	-	-	-		-	-	71.09	71.09
Loss on treasury shares sold by the Trust (Refer note 47)	-	-	-	-		(21.95)	-	-	(21.95)
Balance at 31 March, 2024	**80.42**	**6.20**	**49.56**	**496.57**	**-**	**(21.33)**	**8.76**	**-**	**620.18**

Material accounting policies	1-3
The notes referred to above and other notes form an integral part of the standalone financial statements.	4-56

As per our report of even date attached.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No: 117366W/W-10018

Vishal L. Parekh
Partner
Membership No: 113918

Mumbai
16 May 2025

For and on behalf of the Board of Directors
S H Kelkar and Company Limited
CIN: L74999MH1955PLC009593

Ramesh Vaze
Director & Chairman
DIN: 00509751

Kedar Vaze
Director & Group Chief Executive Officer
DIN: 00511325

Rohit Saraogi
Group Chief Financial Officer

Deepti Chandratre
Global Legal Counsel & Company Secretary
Membership No: A20759

Mumbai
16 May 2025

Notes to the standalone financial statements

for the year ended 31 March 2025

1 Company Overview

S H Kelkar and Company Limited ('SHK' or 'the Company') having CIN no L74999MH1955PLC009593 was incorporated under the provisions of the Companies Act, 1913, and has its registered office at Devkaran Mansion, 36, Mangaldas Road, Mumbai – 400002. The Company has its equity shares listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India.

The Company is engaged in the manufacture, supply and exports of fragrances and aroma ingredients.

2 Basis of preparation of financial statements

2.1 Statement of compliance

These financial statements are the separate financial statements of the Company (also called as standalone financial statements), have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 ("the Act").

The standalone financial statements for the year ended 31 March 2025 have been proposed by the Audit Committee and subsequently approved by the Board of Directors at its meeting held on 16 May 2025.

2.2 Basis of measurement

(i) These standalone financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting, except for the following:

- certain financial assets and liabilities (including derivative instruments) that are measured at fair value; and
- net defined benefit (asset)/ liability that are measured at fair value of plan assets less present value of defined benefit obligations.

(ii) The accounting policies have been applied consistently over all the periods presented in these standalone financial statements.

(iii) These standalone financial statements are presented in Indian rupees, which is also the Company's functional currency. All amounts have been rounded off to two decimal places to the nearest crores, unless otherwise indicated.

2.3 Use of estimates and judgements

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in future periods affected.

In particular, information about areas of estimation uncertainty and judgments in applying accounting policies that have the effect on the amounts recognised in the financial statements are included as follows:

a. Classification of Lease under Ind AS 116

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 judgement. 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.

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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."

b. Deferred Tax Assets:

The recognition of deferred tax assets requires assessment of whether it is probable that sufficient future taxable profit will be available against which deferred tax asset can be utilized. The Company reviews at each balance sheet date the carrying amount of deferred tax assets.

c. Contingencies

The computation of a provision or contingent liability requires significant judgement by the Company because of the inherent complexity in estimating future costs. The amount recognised as a provision is the best estimate of the expenditure. The provisions and contingent liabilities are subject to changes in the outcomes of litigations and claims and the positions taken by the Company. It involves significant judgement and estimation to determine the likelihood and timing of the cash outflows and interpretations of the legal aspects, tax legislations and judgements previously made by authorities.

d. Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds/investments correspond to the probable maturity of the post-employment benefit obligations. The same is disclosed in note no 36.

e. Loss allowances on trade and other receivables

The Company makes loss allowances based on an assessment of the recoverability of trade and other receivables. The identification of loss allowance requires use of judgments and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and loss allowance expenses in the period in which such original estimate has been changed.

f. Intangible assets under development

Development expenditure is capitalised as part of the cost of the fragrance development, 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 sell the asset.

g. Impairment losses on investment

The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than it carrying amount, the impairment loss is accounted for.

h. Useful Lives of Property, Plant & Equipment and Intangible Assets

The Company uses its technical expertise along with historical and industry trends for determining the economic life of an asset/ component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the remaining useful life of the assets.

i. Impairment of Goodwill

The Company estimates the value-in-use of the cash generating units (CGUs) based on the future cash flows after considering current economic conditions and trends, estimated future operating results and growth rate and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The discount rates used for the CGUs represent the weighted average cost of capital based on the historical market returns of comparable companies.

Notes to the standalone financial statements

for the year ended 31 March 2025

2.4 Current / non-current classification

The Company presents assets and liabilities in the Balance sheet based on current/non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

A liability is treated as current when it is:

- Expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other assets and liabilities are classified as non-current assets and liabilities. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

For the purpose of current/non-current classification of assets and liabilities, the Company has ascertained its operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of assets or inventories for processing and their realization in cash and cash equivalents.

3 Material accounting policies

3.1 Revenue

Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

Revenue excludes taxes collected from customers on behalf of the government. Due to the short nature of credit period given to customers, there is no financing component in the contract."

a Sale of products

Revenue from sale of products is recognised when the control of promised goods have been transferred to the customers at an amount that reflects the consideration which the Company expects to receive in exchange for those goods. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract/agreed with parties.

Advance from customers is recognized under other liabilities and released to revenue on satisfaction of performance obligation.

b Rental income, Technical know how and Management fees

Rental income (including income from sub-leasing), included under other operating income, is recognised on a straight-line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation.

Technical know how and Management fees are recognised on accrual basis.

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c Export incentives

Export incentives principally comprises of focus market scheme, and other export incentive schemes. The benefits under these incentive schemes are available based on the guidelines formulated for respective schemes by the government authorities. These incentives are recognised as revenue on accrual basis to the extent it is probable that realisation is certain.

3.2 Foreign currency

Foreign currency transactions initial recognition:

On initial recognition, transactions in foreign currencies entered into by the Company are recorded in the functional currency (i.e. Indian Rupees), by applying to the foreign currency amount, the spot exchange rate between the functional currency and the foreign currency at the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

Measurement of foreign currency items at reporting date:

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the closing exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are not translated.

Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.

3.3 Employee benefits

Short-term employee benefits

Short-term employee benefits obligations payable wholly within twelve months of rendering the service are measured on an undiscounted basis and are recognized in the period in which the employee renders the related service. These benefits include bonus and other employee benefits.

A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the amount of obligation can be estimated reliably.

Post-employment employee benefits

i Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts

The Company makes specified monthly contributions to Employee State Insurance and Labour Welfare Fund and are recognised as an employee benefit expense in the standalone Statement of Profit and Loss on an accrual basis.

Contribution to Superannuation Fund, a defined contribution scheme, is made at pre-determined rates to the Superannuation Fund Trust and is charged to the standalone Statement of Profit and Loss. There are no other obligations other than the contribution payable to the Superannuation Fund Trust.

If the contributions payable for services received from employees before the reporting date exceeds the contributions already paid, the deficit payable is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the reporting date, the excess is recognized as an asset to the extent that the prepayment will lead to, for example, a reduction in future payments or a cash refund.

ii Defined benefit plans

A defined benefit plan is a post-employee benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

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for the year ended 31 March 2025

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Re-measurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in other comprehensive income (OCI). Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined liability (asset) after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to gratuity benefit scheme are recognised in the standalone Statement of Profit or Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in Statement of Profit or Loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Gratuity

The Company has an obligation towards gratuity, a defined benefit scheme covering eligible employees. The Company accounts for gratuity benefits payable in future based on an independent actuarial valuation method as stated above. Also, the Company's contribution paid/ payable to the Gratuity fund managed by the trust set up by the Company is recognised as expense in the standalone Statement of Profit and Loss during the period in which the employee renders the related service.

Provident fund trust

Eligible employees receive benefits from a provident fund which is a defined benefit plan and managed by the trust set up by the Company. Both the employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. The rate at which the annual interest is payable to the beneficiaries of the trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952. Accordingly, the Company has an obligation to make good the shortfall, if any, between the return from the investments of the Trust and the notified interest rate. An obligation in this respect is measured and accounted on the basis of independent actuarial valuation as stated above.

The Company presents the above liability/(asset) as current and non-current in the balance sheet as per actuarial valuation by the independent actuary; however, the entire liability towards gratuity is considered as current as the Company will contribute this amount to the gratuity fund within the next twelve months.

Other employee benefits

Entitlements to annual leave and sick leave are recognized when they accrue to employees. Sick leave can only be availed while annual leave can either be availed or encashed subject to a restriction on the maximum number of accumulation of leave. The Company determines the liability for such accumulated leaves using the Projected Accrued Benefit method with actuarial valuations being carried out at each Balance Sheet date. Expenses related to other long term employee benefits are recognized in the Statement of Profit and loss (including actuarial gain and loss).

3.4 Recognition of dividend income, interest income or expense

Interest income or expense is recognised using the effective interest rate method. 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 asset; or
- the amortised cost of the financial liability.

Notes to the standalone financial statements
for the year ended 31 March 2025

Dividend income is recognised in the standalone Statement of Profit or Loss on the date on which the Company's right to receive the payment is established.

3.5 Income tax

Income tax expense comprises current and deferred tax. It is recognised in the Statement of Profit or Loss except to the extent that it relates to a business combination, or items 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 that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities. Current tax also includes any tax arising from dividends.

Current tax assets and current tax liabilities are offset only if, the Company:

a) has a legally enforceable right to set off the recognised amounts; and

b) 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 assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets recognised or unrecognised are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted by 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.

3.6 Inventories

Inventories which comprise raw materials, packing materials, work-in-progress and finished goods are carried at the lower of cost and net realisable value. The cost of inventories is based on weighted average formula and includes expenditure incurred in acquiring the inventories, costs of production or conversion and other costs incurred in bringing the inventories to their present location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of fixed production overheads based normal operating capacity of production facilities.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

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for the year ended 31 March 2025

3.7 Property, Plant and Equipment

i Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises:

a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.

b) any directly attributable cost of bringing the asset to its location and condition necessary for it to be capable of operating in the manner intended by management.

c) the estimated costs of dismantling and removing the item and restoring the site on which it is located.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in the standalone Statement of Profit and Loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of Property, Plant and Equipment.

Any gain or loss on disposal of an item of Property, Plant and Equipment is recognised in the standalone Statement of Profit and Loss.

ii. 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.

iii. Capital work in progress and Capital advances:

Cost of assets not ready for intended use, as on the balance sheet date, is shown as capital work in progress. Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as Other Non-Current Assets.

iv. Depreciation

Depreciation is calculated using the straight-line method on cost of items of property, plant and equipment less their estimated residual values over the estimated useful lives prescribed under Schedule II of the Act.

The estimate of the useful life of the assets has been assessed based on technical advice which considers the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term, in which case the depreciation rates applicable for similar assets owned by the Company are applied.

Freehold land is not depreciated.

The estimated useful lives of items of property, plant and equipment are as follows:

Tangible assets	Life defined
Buildings	3-60 years
Research and development - equipments	10-15 years
Computers and Server	3-6 years
Office equipments	5 years
Plant and machinery	10-20 years
Electrical installation	10 years
Motor cars and vehicles	8 years
Furniture and fixtures	10 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Notes to the standalone financial statements

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3.8 Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs that are directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of that asset till the date it is ready for its intended use or sale. Other borrowing costs are recognised as an expense in the period in which they are incurred.

3.9 Investment property:

i Recognition and measurement

Property (building or part of a building or both) that is held for long term rental yields or for capital appreciation or both, rather than for:

i. use in the production or supply of goods or services or for administrative purposes; or

ii. sale in the ordinary course of business is recognised as Investment Property in the books.

Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs.

ii. Subsequent expenditure

Subsequent expenditure is capitalised to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

iii. Depreciation

Depreciation is provided on all Investment Property on straight line basis, based on useful life of the assets determined in accordance with para 3.7(iv) above. The estimated useful lives as given below, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Tangible assets	Life defined
Buildings	30 years

3.10 Intangible assets

i. Recognition and measurement

Internally generated: Research and development

Expenditure on research activities is recognised in the standalone Statement of Profit and Loss as incurred.

Development expenditure is capitalised as part of the cost of the fragrance development, 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 sell the asset. Otherwise, it is recognised in standalone Statement of profit or loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment losses.

Intangible asset under development includes formulations.

Other intangible assets

Other intangible assets, which include technical know-how, computer software and patent & trademarks, which are acquired by the Company are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in the Statement of profit or loss as incurred.

iii. Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives and is included in depreciation and amortisation in the standalone Statement of Profit and Loss.

- Computer Software	5 years
- Technical know-how	10 years
- Formulation	10 years
- Formulation (internally-generated)	3 years
- Non compete fees	non-compete period
- Patent and trademarks	5 Years

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

3.11 Financial Instruments

a. Financial assets

i. Initial Recognition and measurement

Trade receivables are initially recognised when they are originated. All other financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset is initially measured at fair value plus, for an item not at fair value through profit and loss(FVPTL), transaction cost that are directly attributable to its acquisition or issue. Trade receivables that do not contain a significant financing component are measured at transaction price.

ii. Classification

On initial recognition, a financial asset is classified as measured at

- amortised cost; or

- fair value through profit or loss (FVTPL); or

- fair value through other comprehensive income (FVOCI) - debt investment or equity investment

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

– the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

– the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

– the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

– the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment- by- investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset

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that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

iii **Subsequent measurement and gains and losses**

Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in the standalone Statement of Profit or Loss.

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. Interest income, foreign exchange gains and losses and impairment are recognised in the standalone Statement of Profit or Loss. Any gain or loss on derecognition is recognised in the standalone Statement of Profit or Loss.

Debt investments at FVOCI

These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in the standalone Statement of Profit or Loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to Statement of Profit or Loss.

Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in Statement of Profit or Loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

iv. **Derecognition**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the 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 in which 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.

On Derecognition of a financial asset, the difference between the carrying amount and the consideration received is recognized in the Statement of Profit and Loss.

v. **Impairment of financial assets:**

The Company applies expected credit losses (ECL) model for measurement and recognition of loss allowance on the following:

i. Trade receivables and lease receivables

ii. Financial assets measured at amortized cost (other than trade receivables and lease receivables)

iii. Financial assets measured at fair value through other comprehensive income (FVTOCI)

In case of trade receivables and lease receivables, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance.

In case of other assets (listed as ii and iii above), the Company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognized as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognized as loss allowance.

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognizing impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original effective interest rate.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL are a portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date.

ECL are measured in a manner that they reflect unbiased, and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

As a practical expedient, the Company uses a provision matrix to measure lifetime ECL on its portfolio of trade receivables. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward-looking estimates. At each reporting date, the historically observed default rates and changes in the forward-looking estimates are updated. ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss under the head 'Other expenses'.

b. **Financial liabilities**

i. **Initial recognition and measurement**

All financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial liability is initially measured at fair value minus, for an item not at fair value through profit and loss(FVTPL), transaction cost that are directly attributable to its acquisition or issue.

ii **Classification, subsequent measurement and gains and losses**

Financial liabilities are classified as measured at amortised cost or 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. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the standalone statement of 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 the standalone statement of profit or loss.

iii. **Derecognition**

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expire.

The Company also derecognises a financial liability when its terms are modified and the

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cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

c. **Derivative financial instruments**

The Company uses derivative financial instruments, such as foreign currency forward contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at each reporting period. Any changes therein are generally recognised in the statement of profit and loss account.

d. **Hedge Accounting**

The Company uses derivative financial instruments, such as interest rate swaps and interest rate options to hedge its interest rate risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivative is carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to statement of profit and loss, except for the effective portion of cash flow hedges which is taken in the other comprehensive income (net of tax).

The Company uses interest rate swaps and interest rate options to hedge the cash flows of the foreign currency denominated debt related to variation in foreign currency interest rates.

The Company designates these interest rate swaps and options in a cash flow hedging relationship by applying the hedge accounting principles. These derivatives are stated at fair value at each reporting date. Changes in the fair value of these derivatives that are designated and effective as hedges of future cash flows are recognized in other comprehensive income (net of tax) and the ineffective portion is recognized immediately in statement of profit and loss. Amounts accumulated in equity are reclassified to profit or loss when the hedged transaction affects the profit or loss. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting.

e. **Investment in subsidiaries**

The Company accounts for the investments in equity shares of subsidiaries at cost in accordance with Ind AS 27- Separate Financial Statements.

3.12 Provisions and contingencies

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Notes to the standalone financial statements
for the year ended 31 March 2025

3.13 Leases

i **Company as Lessee**

The Company assesses whether a contract is or contains a lease, at inception of a contract. The assessment involves the exercise of judgement about whether (i) the contract involves the use of an identified asset, (ii) the Company has substantially all of the economic benefits from the use of the asset through the period of the lease, and (iii) the Company has the right to direct the use of the asset.

The Company recognises right-of-use asset ('ROU') representing its right to use the underlying asset for the lease term 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 assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of use assets are determined on the same basis as those of property, plant and equipment. 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 Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses 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. The lease payments shall include fixed payments, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and Statement of Profit and Loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in Statement of Profit and Loss.

Lease payments included in the measurement of the lease liability include fixed payments, variable lease payments that depend on an index or a rate known at the commencement date; and extension option payments or purchase options payment which the Company is reasonable certain to exercise.

Variable lease payments that do not depend on an index or rate are not included in the measurement the lease liability and the ROU asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line "other expenses" in the Statement of Profit or Loss.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made and remeasured (with a corresponding adjustment to the related ROU asset) when there is a change in future lease payments in case of renegotiation, changes of an index or rate or in case of reassessment of options."

Short-term leases and leases of low-value assets

The Company has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months

Notes to the standalone financial statements
for the year ended 31 March 2025

or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

ii Company as Lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease.

To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not then it is an operating lease. The Company recognises lease payments received under operating leases as income on a straight- line basis over the lease term.

3.14 Impairment of non-financial assets and Goodwill

The Company's non-financial assets, other than inventories 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. Intangible assets under development is tested annually for impairment. An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognised in the standalone statement of profit and loss.

The recoverable amount 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 asset.

In respect of the 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. When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods which no longer exists or may have decreased, impairment loss is reversed to the extent the amount was previously charged to the standalone statement of Profit and Loss. In case of revalued assets, such reversal is not recognised.

Goodwill

Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognised. Goodwill is initially measured at cost, being the excess of the consideration transferred over the net identifiable assets acquired and liabilities assumed, measured in accordance with Ind AS 103 – Business Combinations

Goodwill is considered to have indefinite useful life and hence is not subject to amortization but tested for impairment at least annually.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill acquired in a business combination, is from the acquisition date, allocated to each of the Company's cash generating units (CGUs) that are expected to benefit from the combination. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of Company's assets. Each CGU or a combination of CGUs to which goodwill is so allocated represents the lowest level at which goodwill is monitored for internal management purpose and it is not larger than an operating segment of the Company.

A CGU to which goodwill is allocated is tested for impairment annually, and whenever there is an indication that the CGU may be impaired, by comparing the carrying amount of the CGU, including the goodwill, with the recoverable amount of the CGU. If the recoverable amount of the CGU exceeds the carrying amount of the CGU, the CGU and the goodwill allocated to that CGU is regarded as not impaired. If the carrying amount of the CGU exceeds the recoverable amount of the CGU, the Company recognizes an impairment loss by first reducing the carrying amount of any goodwill allocated to the CGU and then to other assets of the CGU pro-rata based on the carrying amount of each asset in the CGU. Any impairment loss on

Notes to the standalone financial statements
for the year ended 31 March 2025

goodwill is recognised in the standalone Statement of Profit and Loss. An impairment loss recognized on goodwill is not reversed in subsequent periods. On disposal of a CGU to which goodwill is allocated, the goodwill associated with the disposed CGU is included in the carrying amount of the CGU when determining the gain or loss on disposal.

3.15 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the Statement of Cash Flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

3.16 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 within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

3.17 Dividend to Equity shareholders

Dividend to equity shareholders is recognised as a liability and deducted from shareholders' Equity, in the period in which the dividends are approved by the equity shareholders in the general meeting.

3.18 Earnings per share (EPS)

Basic EPS is computed by dividing the Profit or loss attributable to the equity shareholders of the Company by the weighted average number of Ordinary shares outstanding during the year. Diluted EPS is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of ordinary equity shares, for the effects of all dilutive potential Ordinary shares.

Notes to the standalone financial statements

for the year ended 31 March 2025

4A Property, plant and equipment

(₹ in crores)

Block of asset	Gross Block: As at 1 April 2024	Gross Block: Additions during the year	Gross Block: Disposals / Reclassification during the year	Gross Block: As at 31 March 2025	Accumulated Depreciation: As at 1 April 2024	Accumulated Depreciation: Charge for the year	Accumulated Depreciation: Disposals / Reclassification during the year	Accumulated Depreciation: As at 31 March 2025	Net Block: As at 31 March 2025	Net Block: As at 31 March 2024
Freehold land	13.92	2.63	-	16.55	-		-	-	16.55	13.92
Buildings	108.54	1.32	(13.71)	96.15	28.71	3.08	(4.84)	26.95	69.21	79.83
Leasehold improvements	8.07	1.02	-	9.09	6.35	0.71	-	7.06	2.03	1.72
Research and development - equipments	17.77	3.84	(1.66)	19.95	9.21	1.42	(0.97)	9.66	10.29	8.56
Furniture and fixtures	8.37	0.21	(0.32)	8.26	5.13	0.51	(0.23)	5.41	2.85	3.24
Computers	4.29	1.37	(0.78)	4.88	3.01	0.59	(0.70)	2.90	1.98	1.28
Office equipment	4.18	0.90	(0.32)	4.76	3.18	0.36	(0.24)	3.30	1.46	1.00
Plant and machinery	31.14	9.07	(16.01)	24.20	15.66	1.32	(9.30)	7.68	16.52	15.48
Electrical equipment and installations	5.18	0.45	(1.06)	4.57	3.19	0.29	(0.86)	2.62	1.95	1.99
Motor cars and vehicles	2.41	0.54	(0.18)	2.77	1.15	0.26	(0.16)	1.25	1.52	1.26
	203.87	**21.35**	**(34.04)**	**191.18**	**75.59**	**8.54**	**(17.31)**	**66.82**	**124.36**	**128.28**

Property, plant and equipment (previous year)

(₹ in crores)

Block of asset	Gross Block: As at 1 April 2023	Gross Block: Additions during the year	Gross Block: Disposals / Reclassification during the year	Gross Block: As at 31 March 2024	Accumulated Depreciation: As at 1 April 2023	Accumulated Depreciation: Charge for the year	Accumulated Depreciation: Disposals / Reclassification during the year	Accumulated Depreciation: As at 31 March 2024	Net Block: As at 31 March 2024	Net Block: As at 31 March 2023
Freehold land	13.92	-	-	13.92	-	-	-	-	13.92	13.92
Buildings	102.80	5.74	-	108.54	25.13	3.58	-	28.71	79.83	77.67
Leasehold improvements	7.56	0.48	0.03	8.07	5.84	0.50	0.01	6.35	1.72	1.72
Research and development - equipments	17.22	0.55	-	17.77	7.87	1.34	-	9.21	8.56	9.35
Furniture and fixtures	7.74	0.55	0.08	8.37	4.55	0.55	0.03	5.13	3.24	3.19
Computers	3.99	0.29	0.01	4.29	2.43	0.53	0.05	3.01	1.28	1.56
Office equipment	3.91	0.30	(0.03)	4.18	2.89	0.37	(0.08)	3.18	1.00	1.02
Plant and machinery	31.05	0.20	(0.11)	31.14	13.90	1.79	(0.03)	15.66	15.48	17.15
Electrical equipment and installations	4.96	0.22	-	5.18	2.89	0.30	-	3.19	1.99	2.07
Motor cars and vehicles	2.65	0.20	(0.44)	2.41	1.04	0.22	(0.11)	1.15	1.26	1.61
	195.80	**8.53**	**(0.46)**	**203.87**	**66.54**	**9.18**	**(0.13)**	**75.59**	**128.28**	**129.26**

Notes to the standalone financial statements

for the year ended 31 March 2025

4A Property, plant and equipment

Note :-

1. As at 31 March 2025, property, plant and equipment have been hypothecated against corporate guarantee issued by the Company towards loan availed by its subsidiary Keva Europe B. V.
2. Title deeds of all immovable property are in the name of the Company except for few title deeds of certain building are in the process of perfection of title. Details of such buildings for current year as well as previous year are as follows:

Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, Director or relative/ employee of promoter/ director	Property held	Reason for not being held in the name of the Company
Building	15.67	Saiba Industries Private Limited (erstwhile company that was merged with the company under the Companies Act in terms of the approval of the NCLT)	No	From 01/04/2019, appointed date as per the approved scheme	The Title deeds pending to be transferred in the name of the Company with registrar.
Building	1.75	Rasiklal Hemani Agencies Private Limited (erstwhile company that was merged with the company under the Companies Act in terms of the approval of the NCLT)	No	From 01/04/2019, appointed date as per the approved scheme	The Title deeds pending to be transferred in the name of the Company with registrar.
	17.42				

4B Capital Work-in-progress

(₹ in crores)

	For the year ended 31 March 2025	For the year ended 31 March 2024
Opening balance	0.77	3.72
Addition during the year	25.09	3.26
Capitalised during the year	(9.81)	(6.21)
Closing balance	16.05	0.77

Capital work-in-progress ageing schedule as on 31 March 2025

(₹ in crores)

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	16.05	-	-	-	16.05
	16.05	-	-	-	16.05

Capital work-in-progress ageing schedule as on 31 March 2024

(₹ in crores)

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	0.77	-	-	-	0.77
	0.77	-	-	-	0.77

Note :

There is no capital work in progress pertaining to projects as of March 31, 2025 and March 31, 2024 whose completion is overdue/suspended or has exceeded its cost compared to original plan.

Notes to the standalone financial statements
for the year ended 31 March 2025

5 Right of use asset

A The Company's leasing arrangements are in respect of buildings. These leasing arrangements are renewable on a periodic basis by mutual consent on mutually acceptable terms.

Right-of-use assets

(₹ in crores)

Particulars	Total
Cost	
As at 1 April 2024	44.64
Additions	25.94
Disposals	3.03
Balance at 31 March 2025	**67.55**
Accumulated depreciation and impairment	
As at 1 April 2024	32.22
Amortisation	9.51
Eliminated on disposals of assets	2.21
Balance at 31 March 2025	**39.52**
Carrying amounts	
As at 1 April 2024	12.42
Balance at 31 March 2025	**28.03**

(₹ in crores)

Particulars	Total
Cost	
As at 1 April 2023	43.38
Additions	1.26
Disposals	-
Balance at 31 March 2024	44.64
Accumulated depreciation and impairment	
As at 1 April 2023	24.95
Amortisation	7.27
Eliminated on disposals of assets	-
Balance at 31 March 2024	32.22
Carrying amounts	
As at 1 April 2023	18.43
Balance at 31 March 2024	12.42

Breakdown of lease expenses

(₹ in crores)

	Year ended 31 March 2025	Year ended 31 March 2024
Short-term lease expense	1.25	1.34
Interest on lease liability	1.59	1.45
Total lease expense	**2.84**	**2.79**

Notes to the standalone financial statements
for the year ended 31 March 2025

Cash outflow on leases

(₹ in crores)

	Year ended 31 March 2025	Year ended 31 March 2024
Repayment of lease liabilities	10.64	7.22
Interest on lease liabilities	1.59	1.45
Short-term lease expense	1.25	1.34
Total cash outflow on leases	**13.48**	**10.01**

B Operating leases

Leases as lessor

The Company leases out its certain property, plant and equipments on operating lease basis, as they do not transfer substantially all of the risk and rewards incidental to the ownership of the assets. Rental income recognised by the Company during FY 24-25 was ₹ 5.90 crores (previous year ₹ 5.83 crores) of which ₹ 3.93 crores relates to sub lease (previous year ₹ 3.86 crores). The following table sets out maturity analysis of lease payments to be received after the reporting date.

Future minimum lease payments

The future minimum lease payments to be received under non-cancellable operating leases are as follows:

(₹ in crores)

	31 March 2025	31 March 2024
Receivable within one year	5.94	5.82
Receivable between one year and five years	3.94	6.09
	9.88	**11.91**

6 Goodwill

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Balance at the beginning	9.59	9.59
Business acquisition during the year	-	-
Balance at the end	**9.59**	**9.59**

Impairment testing of Goodwill

For the purposes of impairment testing, goodwill is allocated to the cash generating unit (CGU) which represent the lowest level within the Company at which goodwill is monitored for internal management purposes, which is not higher than the Company's operating segments. The aggregate carrying amounts of goodwill recognised on account of merger:

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Saiba Industries Private Limited (SIPL)	7.56	7.56
Rasiklal Hemani Agencies Private Limited (RHAPL)	2.03	2.03
	9.59	**9.59**

The recoverable amount of a CGU is based on value in use. Value in use has been determined based on future cash flows/savings, after considering current economic conditions and trends, estimated future operating results, growth rates and anticipated future economic conditions. Value in use for CGU SIPL and RHAPL also factors the fairvalue of underlying building (Refer note 4A).

Notes to the standalone financial statements

for the year ended 31 March 2025

Operating margins through savings and growth rates for the 5 year cash flow projections have been estimated based on past experience and after considering the financial budgets/forecasts estimated by the management. Cash flows beyond 5 years is estimated by capitalising the future maintainable cash flows by an appropriate capitalisation rate and then discounted using appropriate discount rate. Other key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been based on historical data from both external and internal sources.

(₹ in crores)

Particulars	Discount rate		Terminal value growth rate		Sales growth rate	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Saiba Industries Private Limited (SIPL)	9.56%	12.53%	1.00%	1.00%	3.00%	3.00%
Rasiklal Hemani Agencies Private Limited (RHAPL)	9.56%	12.53%	1.00%	1.00%	3.00%	3.00%

With regard to assessment of recoverable value, no reasonable possible change in any of the above key assumptions would cost the carrying amount of the CGU's to exceed their recoverable amount.

The Company has also performed sensitivity analysis calculations on the projections used and discount rate applied. Company has concluded that, given the significant headroom that exists, and the results of the sensitivity analysis performed, there is no significant risk that reasonable changes in any key assumptions would cause the carrying value of goodwill to exceed its value in use.

7A Other intangible assets

(₹ in crores)

Block of asset	Gross Block				Accumulated Depreciation			Net Block	
	As at 1 April 2024	Additions during the year	Disposals during the year	As at 31 March 2025	As at 1 April 2024	Charge for the year	As at 31 March 2025	As at 31 March 2025	As at 31 March 2024
Computer software	10.78	0.11	-	10.89	9.98	0.30	10.28	0.61	0.80
Technical know-how	78.53	-	-	78.53	44.32	7.85	52.17	26.36	34.21
Formulation*	12.16	-	-	12.16	11.57	0.20	11.77	0.39	0.59
Non compete fees	0.17	-	-	0.17	0.17	-	0.17	-	-
Patents & Trademarks	0.69	0.25	-	0.94	0.29	0.09	0.38	0.56	0.40
	102.33	**0.36**	**-**	**102.69**	**66.33**	**8.44**	**74.77**	**27.92**	**36.00**

Other intangible assets (previous year)

(₹ in crores)

Block of asset	Gross Block				Accumulated Depreciation			Net Block	
	As at 1 April 2023	Additions during the year	Disposals during the year	As at 31 March 2024	As at 1 April 2023	Charge for the year	As at 31 March 2024	As at 31 March 2024	As at 31 March 2023
Computer software	10.78	-	-	10.78	9.58	0.40	9.98	0.80	1.20
Technical know-how	78.53	-	-	78.53	36.47	7.85	44.32	34.21	42.06
Formulation*	12.16	-	-	12.16	10.68	0.89	11.57	0.59	1.48
Non compete fees	0.17	-	-	0.17	0.17	-	0.17	-	-
Patents & Trademarks	0.66	0.03	-	0.69	0.18	0.11	0.29	0.40	0.48
	102.30	**0.03**	**-**	**102.33**	**57.08**	**9.25**	**66.33**	**36.00**	**45.22**

**Includes internally generated assets*

Notes to the standalone financial statements

for the year ended 31 March 2025

7B Intangible assets under-development

(₹ in crores)

	For the year ended	
	31 March 2025	31 March 2024
Opening balance	5.19	4.03
Addition during the year	1.70	1.17
Capitalised during the year	(0.14)	(0.01)
Written off during the year	-	-
Closing balance	6.75	5.19

Ageing of intangible assets under development schedule

(₹ in crores)

Particulars	As at 31 March 2025				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
Projects in progress	1.62	1.15	1.41	2.57	6.75
Total	**1.62**	**1.15**	**1.41**	**2.57**	**6.75**

(₹ in crores)

Particulars	As at 31 March 2024				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
Projects in progress	1.17	1.43	0.60	1.99	5.19
Total	**1.17**	1.43	0.60	1.99	5.19

Note :

There are no projects as of 31 March 2025 and 31 March 2024, under intangible assets under development of which completion is overdue or has exceeded its cost compared to original plan.

8 Non-current investments

(₹ in crores)

	Number of shares		Amount	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
A) Investment in subsidiaries				
Unquoted equity shares at cost				
Investment in subsidiary companies				
Keva Fragrances Private Limited (face value ₹ 100 per share)	7,43,251	7,43,251	55.45	55.45
Keva Flavours Private Limited (face value ₹ 100 per share)	21,500	21,500	25.20	25.20
Keva Fragrance Industries Pte Ltd., Singapore (face value Singapore Dollar 1 per share) (Refer note a)	21,49,989	16,32,926	66.39	7.86
Creative Flavours & Fragrances SpA (face value Euro 1 per share) (Refer note b)	10,20,000	10,20,000	93.30	93.30
Keva Europe BV (face value Euro 1 per share) (Refer note c) (Refer note 45)	1,45,64,035	1,18,09,215	245.18	151.86

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(₹ in crores)

	Number of shares		Amount	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Keva Ventures Private Limited (face value ₹ 10 per share)	10,00,000	10,00,000	1.00	1.00
Keva USA INC (face value $1 per share)	20,00,000	-	16.74	
Less: Impairment for diminution in investment value (Refer note 48 (b))			(1.00)	
Total (A)			502.26	334.67
B) Other investments				
Unquoted equity shares at cost				
Equity shares, designated at FVTPL				
Hico Products Limited. (face value ₹ 10 per share) (Refer note d)	19,250	19,250	-	-
Total (B)			-	-
Total			**502.26**	**334.67**

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
The aggregate book value of unquoted non-current investments are as follows:		
Aggregate value of unquoted investments	502.26	334.67
Aggregate amount of impairment in value of investments	1.00	-

a. Keva Fragrance Industries Pte Ltd (Singapore), wholly owned subsidiary of the company has accumulated losses as at March 31, 2025. S H Kelkar and Company Limited - the Parent Company has given written confirmation and has undertaken to support the subsidiary. As per the confirmation, the Company undertakes not to divest its ownership interest directly or indirectly in the subsidiary and provide such managerial, technical and financial assistance to ensure continued successful operations of the subsidiary.

b. Investment in Creative Flavours and Fragrances SpA have been hypothecated against corporate guarantee issued by the Company towards loan availed from bank by its subsidiary Keva Europe B. V.

c. On June 21, 2024, S H Kelkar and Company Limited has further invested in equity shares amounting to ₹ 58.53 crores (equivalent USD 7.0 million) in its wholly owned subsidiary Keva Fragrance Industries Pte Ltd. On August 21, 2024, S H Kelkar and Company Limited has invested in equity shares amounting to ₹ 16.74 crores (equivalent USD 2.0 million) in its wholly owned subsidiary Keva USA Inc. On September 26, 2024, S H Kelkar and Company Limited has further invested in equity shares amounting to ₹ 93.32 crores (equivalent EUR 10.0 million) in its wholly owned subsidiary Keva Europe B.V.

d. The shares have been suspended from trading and the Hico Products Limited is under liquidation. The Investment has been provided in the books of the Company and the market value is considered Nil.

Notes to the standalone financial statements
for the year ended 31 March 2025

9 Loans

(unsecured, considered good)

(₹ in crores)

	Non-current		Current	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
To other than related parties				
Advances to employees	-	-	2.57	2.97
To related parties				
Loans to subsidiaries*	-	10.19	9.84	-
Less: Provision for Impairment of Loans (refer note 48(b))	-		**(9.84)**	-
	-	**10.19**	**2.57**	**2.97**

**Details of loans given to companies/ body corporates in which a director of the Company is a director or firms in which a director of company is a partner*

(₹ in crores)

	Non-current		Current	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Keva Ventures Private Limited (gross)	-	10.19	9.84	-
	-	**10.19**	**9.84**	**-**

10 Other financial assets

(unsecured, considered good)

(₹ in crores)

	Non-current		Current	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
To other than related parties				
Term deposits with banks with remaining maturity of more than 12 months	0.02	0.30	-	-
Interest receivable on Income tax refund	1.47	1.88	-	-
Interest accrued on fixed deposits			0.03	0.05
Security deposits				
- considered good	2.76	2.04	-	-
- considered doubtful	0.24	0.24	-	-
	3.00	**2.28**	**-**	**-**
Less: Loss Allowance for bad and doubtful deposits	(0.24)	(0.24)	-	-
	2.76	**2.04**	**-**	**-**
Other receivables	-	-	2.41	0.62
Derivative Assets			0.53	0.17
Insurance claim receivable			95.00	-
To related parties (Refer note 43)				
Other receivables (expense cross charge)	-	-	4.81	3.38
Interest accrued on loan to subsidiaries	-	-	-	**0.72**
	4.25	**4.22**	**102.78**	**4.94**

Notes to the standalone financial statements

for the year ended 31 March 2025

11 Other assets

(unsecured, considered good)

(₹ in crores)

	Non-Current		Current	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Capital advances				
- considered good	6.15	1.76	-	-
- considered doubtful	0.55	0.55	-	-
	6.70	**2.31**	**-**	**-**
Less: Loss allowance for bad and doubtful advances	(0.55)	(0.55)	-	-
	6.15	1.76	-	-
Advances other than capital advances				
To other than related parties				
Advance to suppliers	-	-	1.02	1.95
Prepaid expenses	0.12	0.04	3.71	4.01
Advance for Buy bank			-	-
Balances with government authorities	0.55	0.55	5.77	0.41
VAT/Sales tax refund receivable	0.08	0.08	-	-
Gratuity (Refer note 36)	-	-	-	0.02
To related parties				
Advance to suppliers (Refer note 43)	**-**	**-**	**-**	**0.01**
	6.90	**2.43**	**10.50**	**6.40**

12 Inventories

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Raw materials	275.73	324.70
Raw materials in transit	9.15	3.24
Work-in-progress	62.97	69.67
Finished goods	34.12	12.09
Packing materials	14.78	13.63
	396.75	**423.33**

Inventories which comprise raw materials, work-in-progress, finished goods and packing materials are carried at the lower of cost and net realisable value.

The write-down of inventories to net realisable value during the year amounted to ₹ 0.42 crores (31 March 2024: ₹ 0.35 crores). The write down of inventories are included in cost of materials consumed or changes in inventories of finished goods and work-in-progress in the Standalone Statement of Profit and Loss.

Sanctioned Borrowings Limits are secured by way of hypothecation of Inventories both in hand and transit (Refer note 19).

Notes to the standalone financial statements

for the year ended 31 March 2025

13 Current investments

(₹ in crores)

	Number of units			
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Quoted mutual funds				
Mutual funds at FVTPL				
Aditya Birla Sun Life Overnight Fund - Growth-Regular Plan	-	31,158.516	-	4.01
UTI Overnight Reg(G)	-	12,368.689	-	4.01
Axis Overnight Fund Regular Growth	-	-	-	-
			-	**8.02**

The aggregate book value and market value of quoted current investments are as follows:

(₹ in crores)

Aggregate book value of quoted investments	-	8.02
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 37.

14 Trade receivables (Unsecured unless otherwise stated)

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Trade receivables considered good- Unsecured (Refer note (a) below)	165.34	171.45
Less: Allowance for expected credit loss	(3.06)	(1.55)
Trade receivables which have significant increase in credit risk		
Trade receivables - credit impaired	2.89	0.64
Less: Allowance for credit impairment	(2.89)	(0.64)
	162.28	**169.90**

(a) Trade receivables considered good- Unsecured as at 31 March 2025 include ₹ 12.02 crores (31 March 2024: ₹ 50.98 crores) due from firms, body corporates or private companies in which a director is a partner or a director or member (Refer note 43).

(b) The loss allowance on trade receivables has been computed on the basis of Ind AS 109, Financial Instruments, which requires such allowance to be made even for trade receivables considered good on the basis that credit risk exists even though it may be very low Refer note 37D(i).

(c) The Company's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in Note 37D(i).

(d) Sanctioned Borrowings Limits are secured by way of hypothecation of book debts and other receivables (Refer note 19).

Notes to the standalone financial statements

for the year ended 31 March 2025

15 Cash and cash equivalents

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Balances with banks in:	9.97	18.43
- current accounts	3.10	2.88
- exchange earners foreign currency account	0.05	0.07
Cash on hand	13.12	21.38

16 Other bank balances

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Current account of Company's employee benefit trust (Refer note 47)	0.07	0.07
Unclaimed dividend accounts	0.05	0.04
	0.12	**0.11**

17 Equity share capital

(₹ in crores)

	Number of shares		Amount	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Authorised				
Equity shares of ₹ 10 each	15,93,14,500	15,93,14,500	159.31	159.31
Preference shares of ₹ 10 each	1,19,35,500	1,19,35,500	11.94	11.94
			171.25	171.25
Issued, subscribed and paid up				
Equity shares of ₹ 10 each, fully paid-up	13,84,20,801	13,84,20,801	138.42	138.42
			138.42	**138.42**

a Reconciliation of number of shares outstanding at the beginning and end of the reporting year :

(₹ in crores)

	Number of shares		Amount	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Equity share of ₹ 10 (Previous year ₹ 10) each fully paid-up				
Outstanding at the beginning of the year	13,84,20,801	13,84,20,801	138.42	138.42
Outstanding at the end of the year	13,84,20,801	13,84,20,801	138.42	138.42

Notes to the standalone financial statements

for the year ended 31 March 2025

b Terms of / Rights attached to each classes of shares

Terms of / Rights attached to Equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

Failure to pay any amount called up on shares may lead to forfeiture of the shares.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

c Shareholders holding more than 5% shares in the Company is set out below:

(₹ in crores)

	As at 31 March 2025		As at 31 March 2024	
	Number of Shares	%	Number of Shares	%
Equity shares of ₹ 10 (Previous year ₹ 10) each, fully paid-up				
Ramesh Vinayak Vaze Family Trust	2,70,00,100	19.51%	2,70,00,100	19.51%
Kedar Ramesh Vaze	1,49,06,555	10.77%	1,71,93,055	12.42%
KNP Industries Pte. Limited	1,48,76,223	10.75%	1,48,76,223	10.75%
Firmenich Aromatics Production (India) Private Limited	1,41,17,948	10.20%	1,41,17,948	10.20%
Keva Constructions Private Limited	73,93,689	5.34%	73,93,689	5.34%

d Shares held by promoters and promoter group in the Company at end of the year :

(₹ in crores)

	For the year ended 31 March 2025			For the year ended 31 March 2024		
	Number of Shares	% of total shares	% change during the year	Number of Shares	% of total shares	% change during the year
With Promoter						
Kedar Ramesh Vaze	1,49,06,555	10.77%	(1.65%)	1,71,93,055	12.42%	0.00%
Prabha Ramesh Vaze	17,97,309	1.30%	0.00%	17,97,309	1.30%	0.00%
Ramesh Vinayak Vaze	14,48,980	1.05%	0.00%	14,48,980	1.05%	0.00%
With Promoter Group						
Anagha Sandeep Nene	14,70,464	1.06%	0.00%	14,70,464	1.06%	0.00%
Sumedha Kedar Karmarkar	150	0.00%	0.00%	150	0.00%	0.00%
Nandan Kedar Vaze	12,58,098	0.91%	0.00%	12,58,098	0.91%	0.00%
Parth Kedar Vaze	12,58,098	0.91%	0.00%	12,58,098	0.91%	0.00%
Neha Kedar Karmarkar	7,30,875	0.53%	0.00%	7,30,875	0.53%	0.00%
Nishant Kedar Karmarkar	7,30,875	0.53%	0.00%	7,30,875	0.53%	0.00%

Notes to the standalone financial statements
for the year ended 31 March 2025

(₹ in crores)

	For the year ended 31 March 2025			For the year ended 31 March 2024		
	Number of Shares	% of total shares	% change during the year	Number of Shares	% of total shares	% change during the year
Ramesh Vinayak Vaze Family Trust	2,70,00,100	19.51%	0.00%	2,70,00,100	19.51%	0.00%
KNP Industries Pte. Limited.	1,48,76,223	10.75%	0.00%	1,48,76,223	10.75%	0.00%
Keva Constructions Private Limited	73,93,689	5.34%	0.00%	73,93,689	5.34%	0.00%
Vinayak Ganesh Vaze Charities	19,26,995	1.39%	0.00%	19,26,995	1.39%	0.00%
SKK Industries Private Limited	10,00,826	0.72%	(0.35%)	14,78,550	1.07%	0.00%
ASN Investment Advisors Private Limited	9,00,772	0.65%	(0.41%)	14,70,366	1.06%	0.00%
Kedar Ramesh Vaze Family Trust	100	0.00%	0.00%	100	0.00%	0.00%
Keva Investment Partners	91,879	0.07%	(1.06%)	15,63,681	1.13%	0.30%

e There are no shares issued for consideration other than cash as at 31 March 2025. (Nil as at 31 March 2024).

18 Other equity

A. Reserves

(₹ in crores)

	Note	As at 31 March 2025	As at 31 March 2024
Capital redemption reserve	i.	6.20	6.20
Securities premium	ii.	80.42	80.42
General reserve	iii.	49.56	49.56
Other reserves	iv.	8.76	8.76
STARs reserves	v.	(21.33)	(21.33)
Retained earnings	vi.	471.65	496.57
Cashflow hedge reserve	vii.	(0.13)	-
		595.13	**620.18**

please refer statement of change in equity for details

B. Notes to Reserves

(i) Capital redemption reserve

Capital redemption reserve is created by transferring funds from free reserves in accordance with the provisions of the Companies Act, 2013 (the 'Act') and its utilisation is also governed by the Act.

(ii) Securities premium

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Act.

(iii) General reserve

General Reserve is a free reserve which is created by transferring funds from retained earnings to meet future obligations or purposes.

Notes to the standalone financial statements
for the year ended 31 March 2025

(iv) Other reserves

The Company had received a private equity investment in the form of equity shares and preference shares. Such amounts received were classified as financial liability with reference to the terms and conditions attached with such investment. On completion of the initial public offering, the private equity investor's rights were contractually extinguished and consequently, the liability was derecognised on such date, with corresponding credit to equity share capital and other relevant components of equity (including related gain on extinguishment).

(v) STARs reserves

The loss on sale of treasury shares and dividend earned on the same by the trust is recognised in STARs reserves.

(vi) Retained earnings

Retained earnings are the profits that the Company has earned till date, less any Ind AS transition adjustments, transfers to general reserve, dividends or other distributions paid to shareholders.

(vii) Cashflow hedge reserve

The Company has designated certain hedging instruments as cash flow hedges and any effective portion of cashflow hedge is maintained in the said reserve. In case the hedging becomes ineffective, the amount is recognised in the Statement of Profit and Loss.

C. Dividends

The following dividends were declared and paid by the Company during the years ended:

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Final equity dividend of 2022-2023 paid at ₹ 2 per equity share	-	27.68
Equity dividend of 2023-2024 paid at ₹ 0.75 per equity share	10.38	-
	10.38	**27.68**

The Board of Directors at its meeting held on 29 March 2024 has declared interim dividend of ₹ 0.75 per equity shares as final dividend for the financial year 2023-24.

The Board of Directors recommended a final dividend of ₹ 1 for the year ended 31 March 2025 at their meeting held on 16 May 2025 subject to the approval at the annual general meeting.

19 Borrowings

(₹ in crores)

	Non-current		Current	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
(Secured)				
Term loan from bank in foreign currency (Refer note 'a')	138.11	-	-	-
Working capital loans (Refer note 'b')	-	-	55.00	-
Loans repayable on demand				
Loan from subsidiary (Refer note 'c')	-	-	103.50	68.50
	138.11	-	**158.50**	**68.50**

Notes to the standalone financial statements
for the year ended 31 March 2025

Notes :

a) Term Loan availed by the Company aggregating ₹ 138.11 Crs (USD 16.14 Million) Loan backed by Charge on Land & Building and Moveable Fixed Assets (Present and Future). It carries interest @ Overnight SOFR + 1.65% bps p.a.

b) Working Capital loans of ₹ 55 crores (31 March 2024: ₹ Nil crores) carrying interest at the rate of 7.82% to 8.34% p.a. are repayable within 90 to 180 days from date of disbursment. Working capital loans from banks (including the sanctioned limits) are secured by way of hypothecation of inventories both on hand and in transit and book debts, and other receivables both present and future. The Company has filed / submitted the statements comprising (stock statements, book debt statements, statements on ageing analysis of the debtors/other receivables, and other stipulated financial information) with such banks and these statements are in agreement with the unaudited books of account of the Company of the respective quarters ended on 30 June 2024, 30 September 2024, 31 December 2024, and 31 March 2025.

c) Loan from Keva Fragrances Private Limited, a subsidiary is repayable on demand and carries interest of RBI Repo rate plus 150 bps spread.

20 Lease Liabilities

(₹ in crores)

	Non-current		Current	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Lease Liabilities (Refer note 'a' below)	17.57	8.58	11.78	6.29
	17.57	**8.58**	**11.78**	**6.29**

a) Lease liabilities has been recognised and accounted in accordance with INDAS 116. Refer note 3.13 (accounting policy) and note 5.

21 Trade payables

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Total outstanding dues of micro enterprises and small enterprises (refer note 40)	8.99	17.32
Total outstanding dues of creditors other than micro enterprises and small enterprises	310.59	285.19
	319.58	**302.51**

The Company's exposure to currency and liquidity risks related to trade payables is disclosed in Note 37(c)(ii).

Aging schedule as on 31 March 2025

(₹ in crores)

Particulars	Not Due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed – micro and small enterprises	3.84	5.15	*0.00	-	*0.00	8.99
Undisputed – Others	145.56	161.40	2.17	0.04	1.40	310.59
	149.41	**166.55**	**2.17**	**0.04**	**1.41**	**319.58**

Amount less than Rs 0.01 crores

Notes to the standalone financial statements
for the year ended 31 March 2025

Aging schedule as on 31 March 2024

(₹ in crores)

Particulars	Not Due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed – micro and small enterprises	15.61	1.71	*0.00	-	-	17.32
Undisputed – Others	72.47	189.40	22.21	0.68	0.43	285.19
Total	**88.08**	**191.11**	**22.21**	**0.68**	**0.43**	**302.51**

Amount less than Rs 0.01 crores

22 Other financial liabilities - current

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Interest accrued but not due on borrowings	0.45	-
Interest accrued under MSMED Act, 2006 (Refer note 40)	1.79	1.22
Employee benefits payable	22.66	16.33
Derivative liability- Foreign currency forward contract	2.08	0.03
Unclaimed dividend account**	0.05	0.04
Other payables		
For capital goods	3.65	-
Payable to related parties		
Interest on Inter-corporate deposits (Refer note 43)	0.61	4.42
	31.29	**22.04**

23 Current provisions

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Provision for employee benefits (Refer note 36)		
Compensated absences	11.46	9.86
	11.46	**9.86**

*** There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.*

24 Other current liabilities

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Statutory dues payable	7.52	8.26
To other than related parties		
Advances received from customers	5.16	3.61
	12.68	**11.87**

Notes to the standalone financial statements
for the year ended 31 March 2025

25 Revenue from operations

(₹ in crores)

	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of products		
Gross sales (Refer note 42)	1,135.03	944.54
Less: Discounts	14.23	15.96
Net Sales (revenue from contracts with customers)	**1,120.80**	**928.58**
Other operating revenue		
Sale of scrap	1.55	2.58
Techincal Knowhow (Refer note 43)	4.00	2.48
Rental income (Refer note 43)	5.90	5.83
Export Incentive	0.52	-
Others (Refer note 43)	4.70	1.20
	16.67	**12.09**
Total revenue from operations	**1,137.47**	**940.67**

26 Other income

(₹ in crores)

	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest income under the effective interest method on:		
-Deposits with banks, at amortised cost	0.04	0.01
-Loans to subsidiary, at amortised cost (Refer note 43)	0.20	0.80
Interest received on tax refund	0.01	0.41
Dividend income from subsidiaries (Refer note 43)	11.64	14.58
Guarantee commission income (Refer note 43)	2.92	2.89
Gain on sale of investment, designated at FVTPL	0.26	1.03
Other liabilities written back	0.87	0.57
Miscellaneous income	0.02	0.43
Total Other income	**15.96**	**20.72**

27 Cost of materials consumed

(₹ in crores)

	For the year ended 31 March 2025	For the year ended 31 March 2024
Opening stock		
- Raw materials	327.94	275.87
- Packing materials	13.63	2.54
	341.57	**278.41**

Notes to the standalone financial statements
for the year ended 31 March 2025

(₹ in crores)

	For the year ended 31 March 2025	For the year ended 31 March 2024
Add: Purchases		
- Raw materials	863.84	629.79
- Packing materials	24.39	29.40
	888.23	**659.19**
Less: Closing Stock		
- Raw materials	284.88	327.94
- Packing materials	14.78	13.63
	299.66	**341.57**
Materials destroyed by fire (refer note 48(a))		
- Raw materials	60.73	-
- Packing materials	1.69	-
	62.42	**-**
Materials consumed		
- Raw materials	846.17	577.72
- Packing materials	**21.55**	**18.31**
Total cost of materials consumed	**867.72**	**596.03**

28 Changes in inventories of finished goods and work in progress

(₹ in crores)

	For the year ended 31 March 2025	For the year ended 31 March 2024
Opening Stock :		
Finished goods	12.09	9.06
Work-in-progress	69.67	68.94
Closing Stock:		
Finished goods	34.12	12.09
Work-in-progress	62.97	69.67
Materials destroyed by fire (refer note 56(a))		
Finished goods	12.20	-
Work-in-progress	46.20	-
Changes in inventories:		
Finished goods	(34.23)	(3.03)
Work-in-progress	(39.50)	(0.73)
Changes in inventories of finished goods and work in progress	**(73.73)**	**(3.76)**

Notes to the standalone financial statements
for the year ended 31 March 2025

29 Employee benefits expense

(₹ in crores)

	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries, wages and bonus	84.30	78.71
Contribution to provident and other funds (Refer note 36)	9.36	8.49
Compensated absences (Refer note 36)	2.86	2.59
Staff welfare expenses	4.98	4.11
	101.50	**93.90**

30 Finance costs

(₹ in crores)

	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest expense under effective interest method on:		
Working capital loans	3.89	-
Term Loan	5.66	-
Intercorporate loans	6.76	4.92
Lease liabilities (Refer note 5)	1.59	1.45
Interest on dues to micro and small enterprises	0.56	0.42
Standby Letter of Credit commission	0.26	-
Interest on delayed payment of TDS	0.03	0.03
	18.75	**6.82**

31 Depreciation and amortisation

(₹ in crores)

	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation of property, plant and equipment (Refer note 4A)	8.54	9.18
Amortisation of intangible assets (Refer note 7A)	8.44	9.25
Amortisation of Right of use assets (Refer note 5A)	9.51	7.27
	26.49	**25.70**

Notes to the standalone financial statements
for the year ended 31 March 2025

32 Other expenses

(₹ in crores)

	For the year ended 31 March 2025	For the year ended 31 March 2024
Stores and spares consumed	3.78	2.40
Repairs and maintenance expenses		
- Buildings	3.11	2.27
- Plant and machinery	0.83	0.64
- Others	4.55	5.13
Rent (Refer note 5A)	1.25	1.34
Rates and taxes	2.69	1.95
Insurance	2.70	1.79
Power and fuel	5.26	4.97
Selling and distribution expenses	23.31	13.25
Freight, forwarding and delivery	13.53	9.62
Legal and professional charges	29.41	15.93
Corporate social responsibility expense (Refer note 44)	1.90	1.41
Provision of loss allowances on trade receivables	3.76	0.13
Bad debts written off	0.15	0.71
Royalty expense (Refer note 43)	24.40	21.20
Director sitting fees and commission	0.60	2.93
Exchange rate difference on translation (net)	2.85	(1.56)
(Gain) / Loss on financials assets at FVTPL	1.61	(0.63)
Loss on sale of property, plant and equipment	-	0.04
Information technology expenses	4.70	4.24
Tender participation Fees	-	10.52
Works operation and other expenses (refer details below (a))	29.42	21.78
	159.81	**120.06**
(a) Payment to auditors		
Statutory audit fees	0.65	0.58
For other services	0.24	0.15
For reimbursement of expenses	0.02	-
Total (a)	**0.91**	**0.73**

33 Earnings per share (EPS)

Basic EPS is calculated by dividing the profit attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

Notes to the standalone financial statements
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Diluted EPS is calculated by dividing the profit attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year, after considering adjustment for the effects of all dilutive potential equity shares.

(₹ in crores)

		31 March 2025	31 March 2024
Profit attributable to equity shareholders (basic and diluted)			
(Loss)/Profit for the year attributable to equity shareholders	(A)	(13.56)	94.34
Weighted average number of equity shares for basic and diluted earnings per share			
Number of equity shares at beginning of the year		13,84,20,801	13,51,75,033
Equity shares held in controlled trust		-	-
Equity shared held in controlled trust sold in secondary market		-	32,45,768
Number of equity shares outstanding at the end of the year		13,84,20,801	13,84,20,801
Weighted average number of equity shares for the year	**(B)**	13,84,20,801	13,71,48,233
Basic earnings per share of face value of ₹ 10 each	**(A) / (B)**	(0.98)	6.88
Diluted earnings per share of face value of ₹ 10 each	**(A) / (B)**	**(0.98)**	**6.88**

34 Tax expense

(a) Amounts recognised in Standalone balance sheet

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Non current tax assets (net of provision ₹ 2.63 crores (31 March 2024 : ₹ 104.91 crores))	25.00	20.16
Current tax liabilities (net of advance tax Nil (31 March 2024 : ₹ 42.80 crores))	**2.18**	**3.85**

Note: The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off tax assets and tax liabilities and they relate to income taxes levied by the same tax authority.

(b) Amounts recognised in Standalone Statement of Profit and Loss

(₹ in crores)

	For the year ended 31 March 2025	For the year ended 31 March 2024
Current tax		
Current year	2.44	28.37
Previous years	(1.41)	0.21
	1.03	**28.58**
Deferred tax expense / (credit) net		
Current year	(5.97)	(0.27)
Deferred tax expense	**(5.97)**	**(0.27)**
Tax expense for the year	**(4.94)**	**28.31**

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(c) Amounts recognised in other comprehensive income

(₹ in crores)

	For the year ended 31 March 2025			For the year ended 31 March 2024		
	Before tax	Tax (expense)/ benefit	Net of tax	Before tax	Tax (expense) / benefit	Net of tax
Items that will not be reclassified to profit or loss						
Remeasurements of the defined benefit plans	(1.31)	0.33	(0.98)	(0.94)	0.24	(0.70)
Derivative financial Instrument	(0.17)	0.04	(0.13)	-	-	-
	(1.48)	**0.37**	**(1.11)**	**(0.94)**	**0.24**	**(0.70)**

(d) Reconciliation of effective tax rate

(₹ in crores)

	For the year ended 31 March 2025	For the year ended 31 March 2024
(Loss)/Profit before tax	(18.50)	122.64
Tax using the Company's domestic tax rate (Current year 25.17% and Previous Year 25.17%)	(4.66)	30.87
Tax effect of:		
Income exempt from tax	(2.93)	(3.67)
Non-deductible tax expenses	4.06	0.90
Tax adjustment for earlier years	(1.41)	0.21
	(4.94)	**28.31**

35 Deferred Tax

Significant component of deferred tax assets and liabilities for the year ended 31 March 2025 as follows :

(₹ in crores)

	Opening balance 1 April 2024	Recognised in profit or loss	Recognised in / reclassified from other comprehensive income	Closing Balance 31 March 2025
Deffered tax asset				
Trade receivables	0.56	0.94	-	1.50
Provisions	3.48	1.06	0.33	4.87
Total	**4.04**	**2.00**	**0.33**	**6.37**
Deffered tax Liability				
Property, plant and equipment, intangible assets, intangible assets under development and leases	(12.91)	3.97	-	(8.94)
Derivative financial Instruments	-		0.04	0.04
Total	**(12.91)**	**3.97**	**0.04**	**(8.90)**
Net deferred tax assets / (liabilities)	**(8.87)**	**5.97**	**0.37**	**(2.53)**

Notes to the standalone financial statements
for the year ended 31 March 2025

Significant component of deferred tax assets and liabilities for the year ended 31 March 2024 as follows :

(₹ in crores)

	Opening balance 1 April 2023	Recognised in profit or loss	Recognised in / reclassified from other comprehensive income	Closing Balance 31 March 2024
Deffered tax asset				
Trade receivables	0.90	(0.34)	-	0.56
Loans and borrowings	-	-	-	-
Provisions	3.43	(0.19)	0.24	3.48
Total	**4.33**	**(0.53)**	**0.24**	**4.04**
Deffered tax Liability				
Property, plant and equipment, intangible assets, intangible assets under development and leases	(13.71)	0.80	-	(12.91)
Total	**(13.71)**	**0.80**	**-**	**(12.91)**
Net deferred tax assets / (liabilities)	**(9.38)**	**0.27**	**0.24**	**(8.87)**

36 Employee benefits

(i) Defined Contribution Plans

The Company makes contributions towards superannuation fund and other retirement benefits to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits.

Contribution to defined contribution plans, recognised are charged off for the year as under :

(₹ in crores)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Employer's contribution to Superannuation Fund	1.64	1.53
Employer's contribution towards National Pension Scheme	0.41	0.25
Employer's Contribution to ESIC	*0.00	*0.00
Employer's Contribution to Maharashtra Labour Welfare Fund	***0.00**	***0.00**

Note: The Company has formed its own trust for managing superannuation fund of its employees as per the permission granted by the respective authority.

** Amount less than ₹ 0.01 crore*

(ii) Defined Benefit Plans

Gratuity:

The Employees Gratuity Fund Scheme is managed by "S.H. Kelkar and Co. Ltd. Employee's Gratuity Fund". The fund has the form of trust and it is governed by the Board of Trustees. The Board of Trustees is responsible for the administration of the plan assets including investment of the funds in accordance with the norms prescribed by the Government of India.

The contribution to the fund is made by the Company based on the actuarial valuation using the "Projected Unit Credit" Method. Gratuity is payable to all eligible employees of the Company on superannuation, death, and permanent disablement, in terms of the provisions of the Payment of Gratuity Act, 1972.

These plans typically expose the Company to actuarial risk such as: investment risk, interest rate risk, longevity risk and salary risk.

Notes to the standalone financial statements
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Investment risk:

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create plan deficit.

Interest risk:

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the plan's assets.

Longevity Risk:

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary Risk:

The Present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The Company expects to pay ₹ 1.45 crore (previous year ₹ 1.33 crore) in contributions to its defined benefit plans in 2025-26.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's standalone financial statements as at balance sheet date:

A. Reconciliation of the net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset) liability and its components

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Reconciliation of present value of defined benefit obligation		
Balance at the beginning of the year	16.37	14.36
Current service cost	1.35	1.18
Interest cost	1.18	1.09
Benefits paid	(0.56)	(0.91)
Demographic assumptions	-	-
- financial assumptions	0.44	0.44
- experience adjustments	0.57	0.21
Balance at the end of the year	**19.35**	**16.37**
Reconciliation of present value of plan assets		
Balance at the beginning of the year	16.39	14.36
Interest income	1.18	1.09
Remeasurements :	-	
Return on plan assets, excluding amount included in interest (expense)/income	(0.30)	(0.29)
Employer contributions	2.64	2.14
Benefits paid	(0.56)	(0.91)
Balance at the end of the year	**19.35**	**16.39**
Net defined benefit (asset)/ liability	**-**	**(0.02)**

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B. Plan assets

Plan assets comprise the following

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Investment		
Investment in Government Securities	-	1%
Bank Special Deposit	1%	1%
Investment in other securities	28%	24%
Corporate Bonds	26%	31%
State Government Bonds	45%	43%
	100%	**100%**

C. The components of defined benefit plan expense are as follows:

(₹ in crores)

	For the year ended 31 March 2025	For the year ended 31 March 2024
Recognised in Standalone Statement of Profit and Loss		
Current service cost	1.35	1.18
Interest cost	1.18	1.09
Interest income	(1.18)	(1.09)
Total	1.35	1.18
Recognised in other comprehensive income		
Remeasurement of net defined benefit liability/(asset)	1.01	0.65
Return on Plan Assets, Excluding Interest Income	0.30	0.29
Total	**1.31**	**0.94**

D. Defined benefit obligations

i. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
Expected return on plan assets	6.96%	7.24%
Discount rate	6.96%	7.24%
Salary escalation rate	5.00%	5.00%
Attrition rate	2.00%	2.00%
Mortality rate during employment	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)
Mortality rate after employment	N.A.	N.A.

As at 31 March 2025, the weighted average duration of the define benefit obligation was 10 years (previous year 10 years)

Notes to the standalone financial statements
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ii. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

(₹ in crores)

	As at 31 March 2025		As at 31 March 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(1.50)	1.71	(1.32)	1.51
Rate of salary increase (1% movement)	1.40	(1.28)	1.26	(1.18)
Rate of employee turnover (1% movement)	0.29	(0.33)	0.29	(0.32)

The above sensitivity analyses have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the reporting date. In practice, generally it does not occur. When we change one variable, it affects to others. In calculating the sensitivity, project unit credit method at the end of the reporting period has been applied.

Maturity profile of the defined benefit obligation

(₹ in crores)

Particulars	Up to 1 year	Between 1-2 years	Between 2-5 years	6 to 10 years	Over 10 years
31 March 2025					
Defined benefit obligations (Gratuity)	1.15	1.04	4.71	8.50	3.95
Total	**1.15**	**1.04**	**4.71**	**8.50**	**3.95**
31 March 2024					
Defined benefit obligations (Gratuity)	0.79	0.65	3.85	7.42	3.66
Total	**0.79**	**0.65**	**3.85**	**7.42**	**3.66**

Provident fund (Managed by the Trust set up by the Company)

The Company manages the Provident Fund plan through a Provident Fund Trust setup by the Company, for its employees which is permitted under The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and is actuarially valued. The plan envisages contribution by the employer and employees and guarantees interest at the rate notified by the Provident Fund authority. The contribution by employer and employee, together with interest, are payable at the time of separation from service or retirement, whichever is earlier.

The Company has contributed ₹ 5.18 crores (2023-24: ₹ 5.53 crores) to the Provident Fund Trust. The Company has an obligation to fund any shortfall on the yield of the trust's investments over the guaranteed interest rates on an annual basis. These administered rates are determined annually predominantly considering the social rather than economic factors and in most cases the actual returned earned by the Company has been higher in the past years. The actuary has provided a valuation for provident fund liabilities on the basis of guidance issued by Actuarial Society of India and based on the below provided assumptions the shortfall has been recorded in the financial statement:

The details of fund and plan assets position are given below:

(₹ in crores)

Particulars	As at 31 March 2025	As at 31 March 2024
Plan assets at the year end, at fair value	95.13	79.10
Present value of benefit obligation at year end	95.84	81.03
Capital short fall liability	**0.72**	**1.93**

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Amount of ₹ 1.02 crores (previous year ₹ Nil) towards provident fund is recognised as an expense and included in "Employee benefits expense" in the Statement of Profit and Loss during the year and corresponding liability is recognised and included in "other current liability" in the balance sheet as on 31 March 2025.

Plan assets comprise the following

(₹ in crores)

Particulars	As at 31 March 2025	As at 31 March 2024
Investment		
Investment in Government Securities	49%	48%
Bank Special Deposit	1%	1%
Investment in other securities	9%	7%
Corporate Bonds	1%	-
Debt Securities	40%	44%
	100%	**100%**

Assumptions used in determining the present value obligation of the interest rate guarantee under the Deterministic Approach

(₹ in crores)

Particulars	As at 31 March 2025	As at 31 March 2024
Discount rate (%)	6.96%	7.24%
Guaranteed Interest Rate (%)	8.25%	8.25%
Expected average remaining working lives of employees (Years)	**14**	**14**

Other employee benefit plans

Compensated absences:

Amount of ₹ 2.86 crores (previous year ₹ 2.59 crores) towards compensated absences is recognised as an expense and included in "Employee benefits expense" in the Statement of Profit and Loss during the year.

37 Financial instruments – Fair values and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹ in crores)

31 March 2025	Carrying amount			Fair value			
	Mandatorily at FVTPL	Amortised cost	Total	Level 1	Level 2	Level 3	Total
Financial assets							
Non current financial assets							
Others	-	4.25	4.25	-	-	-	-
Current financial assets							
Cash and cash equivalents	-	13.12	13.12	-	-	-	-
Other bank balances	-	0.12	0.12	-	-	-	-
Loans	-	2.57	2.57	-	-	-	-
Trade receivables	-	162.28	162.28	-	-	-	-

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for the year ended 31 March 2025

(₹ in crores)

31 March 2025	Carrying amount			Fair value			
	Mandatorily at FVTPL	Amortised cost	Total	Level 1	Level 2	Level 3	Total
Derivatives	0.53	-	0.53		0.53		0.53
Other financial assets	-	102.25	102.25	-	-	-	
	0.53	**284.59**	**285.12**	**-**	**0.53**	**-**	**0.53**
Financial liabilities							
Non current financial liabilities							
Borrowings	-	138.11	138.11	-	-	-	-
Lease Liabilities		17.57	17.57	-	-	-	-
Current financial liabilities							
Short term borrowings	-	158.50	158.50	-	-	-	-
Lease Liabilities		11.78	11.78	-	-	-	-
Trade payables	-	319.58	319.58	-	-	-	-
Derivatives	2.08	-	2.08	-	2.08	-	2.08
Other financial liabilities	-	29.21	29.21	-	-	-	-
	2.08	**674.75**	**676.83**	**-**	**2.08**	**-**	**2.08**

(₹ in crores)

31 March 2024	Carrying amount			Fair value			
	Mandatorily at FVTPL	Amortised cost	Total	Level 1	Level 2	Level 3	Total
Financial assets							
Non current financial assets							
Loans	-	10.19	10.19	-	-	-	-
Others	-	4.22	4.22	-	-	-	-
Current financial assets							
Cash and cash equivalents	-	21.38	21.38	-	-	-	-
Current investments	8.02	-	8.02	8.02	-	-	8.02
Other bank balances	-	0.11	0.11	-	-	-	-
Loans	-	2.97	2.97	-	-	-	-
Trade receivables	-	169.90	169.90	-	-	-	-
Derivatives	0.17	-	0.17		0.17		0.17
Other financial assets	-	4.77	4.77	-	-	-	
	8.19	**213.54**	**221.73**	**8.02**	**0.17**	**-**	**8.19**
Financial liabilities							
Non current financial liabilities							
Lease Liabilities	-	8.58	8.58				
Others	-	-	-	-	-	-	-
Current financial liabilities							
Short term borrowings	-	68.50	68.50	-	-	-	-
Lease Liabilities	-	6.29	6.29				
Trade payables	-	302.51	302.51	-	-	-	-
Derivatives	0.03	-	0.03		0.03	-	0.03
Other financial liabilities	-	22.01	22.01	-	-	-	-
	0.03	**407.89**	**407.92**	**-**	**0.03**	**-**	**0.03**

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B. Measurement of fair values

The above table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below.

Quoted prices in an active market (Level 1): This level of hierarchy includes financial instruments that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists quoted equity shares and mutual fund investments.

Valuation techniques with observable inputs (Level 2): This level of hierarchy includes financial assets and liabilities, measured using 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). This level of hierarchy includes Company's over-the-counter (OTC) derivative contracts.

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. The company doesn't have such financial instruments under this category.

C. Offsetting

The following table discloses the amounts that have been offset, in arriving at the balance sheet presentation and the amounts that are available for offset only under certain conditions as at March 31, 2025:

(₹ in crores)

	As at 31 March 2025			As at 31 March 2024		
	Gross amount recognised	Gross amount recognised as set off in the balance sheet	Net amount presented in the balance sheet	Gross amount recognised	Gross amount recognised as set off in the balance sheet	Net amount presented in the balance sheet
Financial assets						
(a) Trade receivables	204.01	(41.73)	162.28	179.52	(9.62)	169.90
(b) Other financial assets	110.34	(8.09)	102.25	12.27	(7.50)	4.77
Total	**314.35**	**(49.82)**	**264.53**	**191.79**	**(17.12)**	**174.67**
Financial liabilities						
(a) Trade payables	369.40	(49.82)	319.58	319.63	(17.12)	302.51
Total	**369.40**	**(49.82)**	**319.58**	**319.63**	**(17.12)**	**302.51**

D. Risk management framework

In the course of its business, the Company is exposed primarily to credit risk, liquidity risk and market risk like fluctuations in foreign currency exchange rates, interest rates and equity prices, which may adversely impact the fair value of its financial instruments.

The Company has a risk management policy which covers the credit risk and other risks associated with the financial assets and liabilities such as interest rate risks. The risk management policy is approved by the board of directors. The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

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i. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, investments and other receivable in securities made.

The carrying amount of following financial assets represents the maximum credit exposure:

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Company uses an allowance matrix to measure the expected credit loss of trade receivables. Loss rates are based on actual credit loss experience over the past 3 years. Trade receivables are in default (credit impaired), if the payment are more than 730 days past due.

The maximum exposure to credit risk for trade and other receivables was as follows :

(₹ in crores)

	Carrying amount	
	As at 31 March 2025	As at 31 March 2024
India	149.12	161.51
Other regions	13.16	8.39
Total Trade receivables	**162.28**	**169.90**
Total other receivables	**109.05**	**11.66**

Ageing for trade receivables from the due date of payment for each of the category as at 31 March 2025

(₹ in crores)

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables considered good	105.74	55.23	2.72	1.65	-	-	165.34
Undisputed trade receivables -credit impaired	-	-	-	-	2.43	0.46	2.89
TOTAL (A)	**105.74**	**55.23**	**2.72**	**1.65**	**2.43**	**0.46**	**168.23**
Allowance for expected credit loss							3.06
Allowance for credit impairment							2.89
TOTAL (B)							**5.95**
TOTAL [(A)- (B)]							**162.28**

Notes to the standalone financial statements
for the year ended 31 March 2025

Ageing for trade receivables from the due date of payment for each of the category as at 31 March, 2024

(₹ in crores)

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables considered good	85.30	82.74	0.85	2.56	-	-	171.45
Undisputed trade receivables -credit impaired	-	-	-	-	0.04	0.60	0.64
TOTAL (A)	**85.30**	**82.74**	**0.85**	**2.56**	**0.04**	**0.60**	**172.09**
Allowance for expected credit loss							1.55
Allowance for credit impairment							0.64
TOTAL (B)							**2.19**
TOTAL [(A)- (B)]							**169.90**

The movement in the allowance for impairment in respect of trade receivables measured at an amount equal to lifetime expected credit losses during the year was as follows.

(₹ in crores)

	For Trade receivable	For Other receivable
Balance as at 31 March 2023	**2.06**	**0.79**
Impairment (gain) / loss recognised	0.13	-
Balance as at 31 March 2024	**2.19**	**0.79**
Impairment recognised	3.76	9.84
Balance as at 31 March 2025	**5.95**	**10.63**

Cash and cash equivalents

The Company held cash and cash equivalents of ₹ 13.12 crores at 31 March 2025 (31 March 2024: ₹ 21.38 crores). The cash and cash equivalents are held with banks with good credit rating.

Other bank balances

The Company held other bank balance of ₹ 0.12 crores at 31 March 2025 (31 March 2024: ₹ 0.11 crores).

Other than trade and other receivables, the Company holds loan receivable from Keva Ventures Private Limited, its wholly owned subsidiary aggregating to ₹ 9.84 crores. Based on the management's assessment considering the continued operating losses, an impairment provision of ₹ 9.84 crores have been recognized in the Statement of Profit and Loss and the same has been presented as an exceptional item.

ii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company has access to fund from debt market through loans from banks and other debt instruments.

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Exposure to liquidity risk

The table below provide undiscounted contractual maturities of financial liabilities, including estimated interest payments as at March 31, 2025 :-

(₹ in crores)

Financial liabilities	Carrying amount	Total	Contractual cash flows		
			Upto 1 year	1-5 years	More than 5 years
Lease liabilities - non current	17.57	19.08	-	19.08	-
Borrowings and interest thereon	296.61	324.15	167.01	143.94	13.21
Other financial liabilities	29.21	29.21	29.21	-	-
Lease Liabilities -current	11.78	13.62	13.62		
Trade payables	319.58	319.58	319.58	-	-
Derivative financial liabilities	2.08	2.08	2.08	-	-
	676.83	**707.72**	**531.50**	**163.01**	**13.21**

The table below provide undisclosed contractual maturities of financial liabilities, including estimated interest payments as at March 31, 2024 :-

(₹ in crores)

Financial liabilities	Carrying amount	Total	Contractual cash flows		
			Upto 1 year	1-5 years	More than 5 years
Lease liabilities - non current	8.58	9.97	-	9.50	0.47
Borrowings and interest thereon	72.92	72.92	72.92	-	-
Other financial liabilities	17.48	17.48	17.48	-	-
Lease liabilities - current	6.29	7.22	7.22	-	-
Trade payables	302.51	302.51	302.51	-	-
Derivative financial liabilities	0.14	0.14	-	0.14	-
	407.92	**410.24**	**400.13**	**9.64**	**0.47**

The gross inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to non derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity. The Company has entered into forward contract, mainly to manage exposure on investment in foreign currency.

iii Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. The objective of Market risk management is to manage and control market risk exposure with in acceptable parameters, while optimising the return. Martket risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. We are exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of our investments. Thus, our exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currency.

Notes to the standalone financial statements
for the year ended 31 March 2025

(a) Currency risk

The Company is exposed to currency risk in respect of transaction in foreign currency. The functional currency of the Company is primarily the local currency in which it operates.The currencies in which these transaction are primarily denominated are Indian Rupee. The Company uses forward exchange contracts to hedge its foreign currency risk.

Exposure to currency risk

The foreign currency financial assets and financial liabilities valued in ₹ as at 31 March 2025 and 31 March 2024 are as below:

(₹ in crores)

	As at 31 March 2025				
	USD	**EUR**	**GBP**	**CHF**	**Others***
Financial assets	16.72	7.06	-	-	0.10
Financial liabilities	(183.07)	(19.19)	-	(2.05)	-
Derivatives (net settled)	109.12	-	-	-	-
Net Exposure	**(57.23)**	**(12.13)**	**-**	**(2.05)**	**0.10**

(₹ in crores)

	As at 31 March 2024				
	USD	**EUR**	**GBP**	**CHF**	**Others***
Financial assets	11.74	2.58	0.01	-	-
Financial liabilities	(39.44)	(5.99)	(0.19)	(0.97)	-
Derivatives (net settled)	234.70	-	-	-	-
Net Exposure	**207.00**	**(3.41)**	**(0.18)**	**(0.97)**	**-**

**Others includes AED, THB, HKD and LKR.*

Foreign currency exposure

(₹ in crores)

	As at 31 March 2025			As at 31 March 2024		
	No of contracts outstanding	**Foreign currency in Million**	**Indian rupees in crores**	**No of contracts outstanding**	**Foreign currency in Million**	**Indian rupees in crores**
Foreign exchange forward contracts	1	USD 12.75	109.12	2	USD 28.15	234.70

Sensitivity analysis

The Company is mainly exposed to changes in USD and Euro. A reasonably possible strengthening (weakening) of the Indian Rupee against USD and Euro at 31 March 2025 and 2024 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

(₹ in crores)

Effect in ₹	Profit or loss and Equity			
	31 March 2025		**31 March 2024**	
	Strengthening	**Weakening**	**Strengthening**	**Weakening**
USD (2% (PY 1%) movement)	1.14	(1.14)	(2.07)	2.07
EUR (2% (PY 3%) movement)	0.24	(0.24)	0.10	(0.10)
	1.38	(1.38)	(1.97)	1.97

Notes to the standalone financial statements
for the year ended 31 March 2025

(b) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

(₹ in crores)

	31 March 2025	31 March 2024
Fixed-rate instruments		
Financial assets	9.86	0.30
Financial liabilities	-	-
	9.86	**0.30**
Variable-rate instruments		
Financial assets	-	10.19
Financial liabilities	(296.61)	(68.50)
	(296.61)	**(58.31)**

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rate at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

(₹ in crores)

Particulars	**31 March 2025**		**31 March 2024**	
	Profit or loss and Equity		**Profit or loss and Equity**	
	100 bp increase	**100 bp decrease**	**100 bp increase**	**100 bp decrease**
Variable- rate instruments	(2.97)	2.97	(0.58)	0.58

c) Cash Flow Hedges

The objective of interest rate swaps and interest rate options is to hedge the cash flows of the foreign currency denominated debt related to variation in interest rates. The hedge provides for conversion of variable interest rate into fixed interest rate as per notional amount at agreed exchange rate. These forward contracts are designated as cash flow hedges. The Company is following hedge accounting for interest rate swaps and interest rate options based on qualitative approach.

The Company is having risk management objectives and strategies for undertaking these hedge transactions. The Company has maintained adequate documents stating the nature of the hedge and hedge effectiveness test. The Company assesses hedge effectiveness based on following criteria:

i. An economic relationship between the hedged item and the hedging instrument.

ii. The effect of credit risk.

iii. Assessment of the hedge ratio.

Notes to the standalone financial statements

for the year ended 31 March 2025

The Company designates interest rate swaps and interest rate options to hedge its currency and interest risk and generally applies hedge ratio of 1:1.

All these derivatives have been marked to market to reflect their fair value and the fair value differences representing the effective portion of such hedge have been taken to equity.

The fair values of the above derivatives are as under:

(₹ in crores)

Particulars	As at 31 March 2025		As at 31 March 2024	
	Asset	Liability	Asset	Liability
Interest Rate Swaps and Interest rate Options	0.45	0.62	-	-

The movement of effective portion of cash flow hedges is shown below:

(₹ in crores)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Opening Balance	-	-
Gain/(loss) recognized on cash flow hedges	(0.17)	-
Income tax relating to gain/(loss) recognized on cash flow hedges	0.04	-
Closing Balance	**(0.13)**	

38 Capital Management

For the purpose of the Company's capital management, capital includes issued capital and other equity reserves. The primary objective of the Company's capital management is to safeguard its ability to continue as going concern and to maintain and optimal capital structure so as to maximise shareholders value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

As at 31 March 2025, the Company has only one class of equity shares, long term debt, short term debts and finance lease obligations. Consequent to such capital structure, there are no externally imposed capital requirements. In order to maintain or achieve an optimal capital structure, the Company allocates its capital for distribution as dividend or re-investment into business based on its long term financial plans.

The Company monitors capital using adjusted net debt to equity ratio. For this purpose, adjusted net debt is defined as total debt less cash and bank balances and current investments.

(₹ in crores)

Particulars	As at 31 March 2025	As at 31 March 2024
Current borrowings	296.61	68.50
Less - Cash and cash equivalents (including other bank balance)	13.24	21.49
Adjusted net debt	**283.37**	**47.01**
Total equity	733.55	758.60
Adjusted net debt to equity ratio	0.39	0.06

Notes to the standalone financial statements

for the year ended 31 March 2025

39 Contingent liabilities and commitments

(₹ in crores)

	As at 31 March 2025	As at 31 March 2024
A. Contingent liabilities		
a. Direct and Indirect taxes		
Income Taxes	55.84	56.62
Custom duty	1.17	1.17
Service Taxes	11.33	11.33
Sales Tax	0.37	0.37
b. Corporate Guarantee		
Corporate guarantees given for loans taken by subsidiary companies (Refer note 43)	585.83	582.80
B. Commitments		
a. Estimated amount of contracts remaining to be executed on capital account and not provided for net of advances, tangible assets	55.58	6.68

40 Dues to micro and small suppliers

(₹ in crores)

Particulars	As at 31 March 2025	As at 31 March 2024
1. The amounts remaining unpaid to micro and small suppliers as at the end of the year		
- Principal	8.99	17.32
- Interest on the above	0.08	0.01
2. The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006	-	-
3. The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year	63.21	22.36
4. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	0.56	0.42
5. The amount of interest accrued and remaining unpaid at the end of each accounting year	1.79	1.22
6. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006	1.79	1.22

Notes to the standalone financial statements
for the year ended 31 March 2025

41 Segment reporting

A. Basis for segmentation

The Company is operating in the manufacture of fragrances. The Company has only one reportable business segment which is manufacture of fragrances.

B. Geographical information

As the Company has identified its geographical segments as Domestic and Overseas based on location of customers.

(₹ in crores)

Geography	As at 31 March 2025	As at 31 March 2024
I Revenue		
India	1,095.74	915.79
Europe	7.95	6.13
Others	31.34	22.62
Total Revenue	**1,135.03**	**944.54**
II Non-current Assets*		
India	212.70	192.25
Europe	-	-
Others	-	-
	212.70	**192.25**

**Non-current assets includes property plant and equipments, Capital work in progress, Right of use asset, Investment property, Goodwill, Other intangible asset and Intangible asset under development.*

42 Dislosure under Ind AS 115 - Revenue from contracts with customers

The Company is engaged into manufacturing of Industiral Fragrances.

Revenue from contracts with customers: Sale of products (Recoginised at point in time)

Disaggregation of revenue

(₹ in crores)

	Fragrance	
	For the year ended	
	31 March 2025	31 March 2024
Manufacturing		
India	1,095.74	915.79
South east asia	9.06	6.64
Europe	7.95	6.13
Middle East and Africa	15.02	10.48
Others	7.26	5.50
Total Sales	**1,135.03**	**944.54**

Notes to the standalone financial statements
for the year ended 31 March 2025

43 Related party disclosures

The note provides the information about the Group's structure including the details of the subsidiaries and the parent.

i) List of Related parties

Subsidiaries and Joint ventures

Name of the related party	Relationship	Country of incorporation	Ownership interest 31 March 2025	Ownership interest 31 March 2024
Keva Flavours Private Limited	Subsidiary	India	100%	100%
Keva Fragrances Private Limited	Subsidiary	India	100%	100%
Keva Fragrance Industries Pte.Ltd.	Subsidiary	Singapore	100%	100%
Keva Europe B.V	Subsidiary	Netherlands	100%	100%
Keva Ventures Private Limited	Subsidiary	India	100%	100%
Keva USA Inc. (from 28 February 2024)	Subsidiary	USA	100%	100%
Creative Flavours & Fragrances SpA (Subsidiary of Keva Italy Srl purusant to rights issue)	Subsidiary	Italy	100%	100%
Keva UK Limited (Subsidiary of Keva Europe B.V w.e.f. 12 september 2022)	Subsidiary	United Kingdom	100%	100%
PT SHK Keva Indonesia (Subsidiary of Keva Fragrance Industries Pte.Ltd.)	Subsidiary	Indonesia	100%	100%
Anhui Ruibang Aroma Co Ltd (Subsidiary of Keva Fragrance Industries Pte.Ltd)	Subsidiary	China	90%	90%
Keva Italy S.r.l (Subsidiary of Keva Europe B. V.)	Subsidiary	Italy	100%	100%
Amikeva Private Limited (Subsidiary of Keva Ventures Private Limited)	Subsidiary	India	70.48%	70.48%
Provier Beheer B.V. (Subsidiary of Keva Europe B.V)	Subsidiary	Netherlands	100%	100.0%
Holland Aromatics B.V. (Subsidiary of Provier Beheer B.V.)	Subsidiary	Netherlands	100%	100.0%
NuTaste Food and Drink Labs Private Limited (Subsidiary of Keva Flavours Private Limited upto July 24, 2024)	Subsidiary	India	40%	80.00%
Keva Germany GmbH (w.e.f. May 07, 2024) (Subsidiary of Keva Europe B.V.)	Subsidiary	Germany	100%	-

Notes to the standalone financial statements
for the year ended 31 March 2025

Other related parties

Relationship	Name of the related party
a) Key Management Personnel (KMP) and Executive Directors	Kedar R. Vaze, Director & Group Chief Executive Officer
	Rohit Saraogi (Group Chief Financial Officer)
	(Company Secretary and Compliance Officer) upto 30 April 2025
	Deepti Chandratre (Company Secretary and Compliance Officer) from 01 May 2025
b) Enterprises owned or controlled by key management personnel or their relatives	Keva Aromatics Private Limited
	Keva Constructions Private Limited
	Keva Properties Private Limited
	Keva Biotech Private Limited
	Keva Investment Partners
	KNP Industries Private. Limited
	KNP Industries Pte. Limited
	Evolutis India Private Limited
	ASN Investment Advisors Private Limited
	Keva Industries Private Limited
	Keva Susbde Biotech Private Limited (Formerly known as RVV Nutritious Private Limited)
	Susbde LOC Nagpur Private Limited (w.e.f. 5 April 2023)
	SKK Industries Private Limited
	Sandu Homes LLP
	Ramesh Vinayak Vaze Family Trust
	Kedar RameshVaze Family Trust
	Vinayak Ganesh Vaze Charities
	KNP Med Solutions Private Limited
	KNP Retail Private Limited
	KNP Labs LLP
	Novakraft Consumer Care LLP
	FAB Oils LLP
	KNP Biotech NL BV (w.e.f. 2 July 2023)
	Keva Green Energy India Pvt Ltd (w.e.f. 8 May 2024)
	Artisanal Innovations Private Limited (upto 30 November 2023)
c) Other entities where significant influence exist :	
i) Post employment-benefit plan entity:	S.H. Kelkar and Co. Ltd. Employee's Gratuity Fund
ii) Others :	S. H. Kelkar & Co Ltd Employees Provident Fund
	S. H. Kelkar & Co Ltd Employees Superannuation Fund

Notes to the standalone financial statements
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Relationship	Name of the related party
d) Close Member of Key Management Personnel	Anagha Sandeep Nene
	Sumedha Kedar Karmarkar
	Nandan Kedar Vaze
	Parth Kedar Vaze
	Milena Rubene
	Angelina Kedar Vaze
	Laveana Kedar Vaze
e) Non-executive Directors	Ramesh V Vaze (Chairman)
	Prabha R Vaze
	Deepak Raj Bindra
	Shrikant Oka
	Vasant Gujarathi
	Neela Bhattacherjee
	Mark Elliott (upto 14 December 2024)

ii) Details of Related party transactions and Balances

(A) With Subsidiaries

(₹ in crores)

Transactions	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of products		
Keva Fragrances Private Limited	475.10	73.14
Keva Flavours Private Limited	197.16	145.94
PT SHK Keva Indonesia	5.79	2.67
Keva Ventures Pvt Ltd	0.05	0.17
Creative Flavours & Fragrances SPA	0.04	-
Purchase of goods		
Keva Fragrances Private Limited	517.51	110.24
Keva Flavours Private Limited	13.82	7.05
PT SHK Keva Indonesia	0.15	-
Keva Fragrance Industries Pte. Limited	2.49	7.86
Creative Flavours & Fragrances Spa	0.05	0.14
Amikeva Private Limited	0.35	-
Keva Europe B V	6.37	-
Rent income		
Keva Fragrances Private Limited	4.67	4.62
Keva Flavours Private Limited	1.20	1.20
Keva Ventures Private Limited	0.02	-
Interest income		
Keva Ventures Private Limited	0.78	0.80
Techincal know how income		
Keva Fragrances Private Limited	3.99	2.47

Notes to the standalone financial statements
for the year ended 31 March 2025

(₹ in crores)

Transactions	For the year ended 31 March 2025	For the year ended 31 March 2024
Royalty income		
Amikeva Private Limited	0.01	0.01
Commission on guarantee given		
Keva Flavours Private Limited	0.08	0.08
Keva Fragrance Industries Pte. Limited	0.87	0.94
Keva Fragrances Private Limited	0.48	0.49
Keva Europe B V	1.50	1.38
Interest expense		
Keva Fragrances Private Limited	6.76	4.92
Legal and professional charges (Research & Recharge cost)		
Keva Europe B.V	9.95	5.29
Keva Fragrance Industries Pte. Limited	0.75	0.64
Keva USA Inc.	1.48	-
Job Work Charges		
Keva Fragrances Private Limited	2.54	0.74
Keva Flavours Private Limited	6.41	-

ii) **Details of Related party transactions and Balances**

(₹ in crores)

Transactions	For the year ended 31 March 2025	For the year ended 31 March 2024
Royalty expense		
Keva Fragrances Private Limited	24.40	21.20
Reimbursement of Market development expenses		
Keva USA Inc.	9.14	0.19
Keva Fragrance Industries Pte. Limited	1.86	1.22
Other Support Services		
Keva Fragrances Private Limited	4.70	-
Nutaste Food And Drink Labs Private Limited	-	1.20
Reimbursement of expenses		
Keva Fragrances Private Limited	17.71	8.67
Keva Flavours Private Limited	2.72	2.30
Fixed assets sold		
Keva Germany GmBH	0.48	-
Keva Flavours Private Limited	0.96	-
Loan given		
Keva Ventures Private Limited	0.15	0.28
Advances given for supplies and services		
Keva Ventures Pvt Ltd	-	0.01
Loan repayment receipt		
Keva Ventures Private Limited	0.50	-

Notes to the standalone financial statements
for the year ended 31 March 2025

(₹ in crores)

Transactions	For the year ended 31 March 2025	For the year ended 31 March 2024
Loan taken		
Keva Fragrances Private Limited	35.00	26.00
Loan repayment		
Keva Fragrances Private Limited	-	32.15
Investment made		
Keva Europe B V	93.32	44.07
Keva USA Inc.	16.74	-
Keva Fragrance Industries Pte Ltd.	58.53	-
Dividend received during the year		
Creative Flavours & Fragrances Spa	1.24	0.46
Keva Fragrances Private Limited	10.41	14.12
Guarantee given/ (revoked)		
Keva Fragrance Industries Pte. Limited	-	(3.92)
Keva Europe B V	-	6.95

ii) **Details of Related party transactions and Balances**

(₹ in crores)

Balances	As at 31 March 2025	As at 31 March 2024
Trade receivables		
Keva Flavours Private Limited	6.16	47.90
Keva Fragrances Private Limited	-	-
PT SHK Keva Indonesia	5.83	2.68
Keva Ventures Pvt Ltd	0.03	0.20
Trade and Other payables		
Keva Fragrances Private Limited	111.16	137.54
Keva Fragrance Industries Pte. Limited	2.99	8.92
Keva Europe B.V	15.59	3.60
Creative Flavours & Fragrances Spa	0.05	0.14
PT SHK Keva Indonesia	0.15	-
Keva USA Inc	10.47	-
Amikeva Private Limited	0.10	-
Other current financial assets		
Keva Flavours Private Limited	3.69	2.30
Keva Fragrance Industries Pte. Limited	0.21	0.21
Keva Germany GmBH	0.48	-
Keva Europe B.V	0.38	0.75
Nutaste Food And Drink Labs Private Limited	-	0.11
Amikeva Private Limited	0.01	-
Keva Ventures Pvt Ltd	0.02	-
Interest receivable on Loan		
Keva Ventures Pvt Ltd	-	0.72

Notes to the standalone financial statements

for the year ended 31 March 2025

(₹ in crores)

Balances	As at 31 March 2025	As at 31 March 2024
Interest payable		
Keva Fragrances Private Limited	0.61	4.42
Amounts payable in respect of loans and interest thereon		
Keva Fragrances Private Limited	103.50	68.50
Amount receivable in respect of Loans and interest thereon		
Keva Ventures Private Limited#	9.84	10.19
Corporate guarantees		
Keva Fragrances Private Limited	95.00	95.00
Keva Fragrance Industries Pte. Ltd.	171.16	175.08
Keva Flavours Private Limited	15.00	15.00
Keva Europe B V	304.67	297.72

(B) With Post employment-benefit plan entity

(₹ in crores)

Transactions	For the year ended 31 March 2025	For the year ended 31 March 2024
Contributions during the year		
S.H. Kelkar and Co. Ltd. Employee's Gratuity Fund	2.64	2.14
S. H. Kelkar & Co. Ltd Employees Provident Fund	5.18	4.84
S. H. Kelkar & Co. Ltd Employees Superannuation Fund	1.64	1.53

(₹ in crores)

Balances	As at 31 March 2025	As at 31 March 2024
Other current financial liabilities		
S. H. Kelkar & Co Ltd Employees Provident Fund	0.97	0.87

(C) With Enterprises owned or controlled by key management personnel or their close member

(₹ in crores)

Transactions	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of products		
Keva Aromatics Private Limited	11.18	0.14
Purchase of goods		
Keva Aromatics Private Limited	33.90	48.48
Rent Paid		
Keva Constructions Private Limited	6.13	5.53
Reimbursement for expenses		
Keva Constructions Private Limited	0.43	0.29
Kelkar Education Trust'S Scientific	0.11	0.17
Dividend paid during the year		
Ramesh Vinayak Vaze Family trust	1.82	5.40

Notes to the standalone financial statements

for the year ended 31 March 2025

(₹ in crores)

Transactions	For the year ended 31 March 2025	For the year ended 31 March 2024
Kedar RameshVaze Family trust	-	0.00
KNP Industries Pte Ltd	2.34	2.98
Vinayak Ganesh Vaze Charities	0.13	0.39
SKK Industries Private Limited	0.10	0.30
ASN Investment Advisors Private Limited	0.10	0.29
Keva Constructions Private Limited	0.50	1.48
Keva Investment Partners	0.23	0.31

(₹ in crores)

Balances	As at 31 March 2025	As at 31 March 2024
Trade receivables		
Keva Aromatics Pvt.Ltd.	-	0.20
Trade and Other payables		
Keva Constructions Private Limited	-	0.01
Kelkar Education Trust'S Scientific	0.04	-
Keva Aromatics Pvt.Ltd.	1.43	13.66

(D) With Key Management Personnel, Executive Directors and Close Member of Key Management Personnel

(₹ in crores)

Transactions	For the year ended 31 March 2025	For the year ended 31 March 2024
Sitting fees to non-executive directors		
Ramesh V Vaze	0.05	0.06
Prabha R Vaze	0.02	0.06
Shrikant Oka	0.14	0.15
Dalip Sehgal	-	-
Neela Bhattacherjee	0.13	0.14
Deepak Raj Bindra	0.07	0.10
Sangeeta Singh	-	*0.00
Mark Elliott	0.03	0.06
Vasant Gujarathi	0.16	0.17
Commission to Directors		
Kedar R.Vaze	-	1.25
Ramesh V Vaze	-	0.94
Dividend paid during the year		
Ramesh V.Vaze	0.10	0.29
Kedar R.Vaze	1.04	3.44
Prabha R. Vaze	0.12	0.36
Sumedha Kedar Karmarkar	-	0.00
Anagha Sandeep Nene	0.10	0.29
Nandan Kedar Vaze	0.08	0.25
Parth Kedar Vaze	0.08	0.25

Notes to the standalone financial statements
for the year ended 31 March 2025

(iii) Compensation of Key management personnel :

(₹ in crores)

Transactions	For the year ended 31 March 2025	For the year ended 31 March 2024
Short-term benefits	2.88	4.31
Post-empolyement benefits**	0.35	0.41

Terms and conditions of transactions with related parties

a. All the transactions with the related parties were made on normal commercial terms and conditions and at market rates.

b. The Company has processed goods amounting to ₹ 381.75 crores through its wholly owned subsidiary, during the year ended 31 March 2025 (previous period ₹ Nil)

c. All the outstanding balances are unsecured and repayable in cash and on demand.

d. The managerial remuneration aggregating ₹ 3.00 crore paid to the whole time director for the financial year ended 31 March 2025 is in excess of the limits applicable under section 197 of the Companies Act, 2013 read with Schedule V thereto by ₹ 1.79 crore. Such excess has been approved by the Board of Directors and will be placed before the shareholders for their approval in the forthcoming Annual General Meeting, pending which, the excess amount has been disclosed as recoverable from the whole time director.

** Amount less than ₹ 0.01 crore*

***Excludes provision for encashable leave and gratuity for certain key management personnel as a seperate acturial valuation is not available.*

 # The loan given to the subsidiary has been fully impaired during the year. Refer note 48 (b).

44 Corporate social responsibility

As per Section 135 of the Act, a CSR committee has been formed by the Company. The funds are utilised during the year on the activities which are specified in Schedule VII of the Companies Act 2013. The utilisation is done by way of direct contribution towards various activities. Gross amount required to be spent by the Company during the year: ₹ 1.70 crores (previous year: ₹ 1.41 crores).

The areas of CSR activities and contributions made thereto are as follows:

(₹ in crores)

Amount spent during the year on ;	For the year ended	
	31 March 2025	31 March 2024
Promotion of education	0.83	1.34
Safeguarding and strengthening environmental sustainability	1.07	-
Promoting healthcare	-	0.06
Training to promote sports	-	0.01
Total	**1.90**	**1.41**

Notes to the standalone financial statements
for the year ended 31 March 2025

Excess amount set-off if any

(₹ in crores)

	For the year ended	
	31 March 2025	31 March 2024
Two percent of average net profit of the company as per section 135(5)	1.70	1.54
Total amount spent for the Financial Year	1.90	1.41
Excess spend carry forward from previous year	0.20	0.13
Excess amount spend during the year	-	-
Setoff during the year		(0.13)
Excess amount carry forward	0.20	-

The Company does not carry any provisions for corporate social responsibility expenses for the current year and the previous year.

45 Disclosures required by schedule V regulation 34(3) of SEBI (Listing Obligations And Disclosure Requirements) regulations, 2015 and section 186 (4) of the Companies Act, 2013

a) Amount of loans / advances in nature of loans outstanding from subsidiaries as at 31 March, 2025, on a standalone basis.

(₹ in crores)

Name of party	Relationship	Opening balance (excluding accrued interest)	Loan given	Loan repaid/ adjusted	Closing balance (excluding accrued interest)	Maximum balance outstanding during the year 31 March 2024
Keva Ventures Private Limited (Unsecured loans given @ month end bank repo rate + 1.5% spread for the purpose of financial support to subsidiary for investment in business which is repayable in 3 years) (excluding interest)	Wholly Owned Subsidiary Company	10.19	0.15	(10.34)	-	-

Amount of loans / advances in nature of loans outstanding from subsidiaries as at 31 March, 2024, on a standalone basis.

(₹ in crores)

Name of party	Relationship	Opening balance (excluding accrued interest)	Loan given	Loan repaid/ adjusted	Closing balance (excluding accrued interest)	Maximum balance outstanding during the year 31 March 2024
Keva Ventures Private Limited (Unsecured loans given @ month end bank repo rate + 1.5% spread (wef 01 October 2022) until 01 October 2022 7% p.a. for the purpose of financial support to subsidiary for investment in business which is repayable in 3 years) (excluding interest)	Wholly Owned Subsidiary Company	9.91	0.28	-	10.19	10.19

Notes to the standalone financial statements

for the year ended 31 March 2025

b) Details of guarantees given:

The Company has provided following corporate guarantees for the loans taken by certain subsidiary companies as set out below:

(₹ in crores)

Name of the entity	For the year ended 31 March 2025				
	Opening balance	Corporate guarantee given	Corporate guarantee revoked	Non cash changes	Closing Balance
Keva Fragrances Private Limited	95.00	-	-	-	95.00
Keva Fragrance Industries Pte. Ltd.	175.08	-	-	(3.92)	171.16
Keva Flavours Private Limited	15.00	-	-		15.00
Keva Europe B V	297.72	-	-	6.95	304.67
	582.80	**-**	**-**	**3.03**	**585.83**

(₹ in crores)

Name of the entity	As at 31 March 2024				
	Opening balance	Corporate guarantee given	Corporate guarantee revoked	Non cash changes	Closing Balance
Keva Fragrances Private Limited	115.00	2.50	(22.50)		95.00
Keva Fragrance Industries Pte. Ltd.	205.55	8.34	(41.69)	2.88	175.08
Keva Flavours Private Limited	15.00				15.00
Keva Europe B V	250.91	45.11		1.70	297.72
	586.46	**55.95**	**(64.19)**	**4.58**	**582.80**

c) Details of investments made:

(₹ in crores)

Entity	For the year ended 31 March 2025							
	Opening		Investment made		Sale of Investment		Closing	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Keva Fragrance Industries Pte Ltd.	16,32,926	7.86	5,17,063	58.53	-	-	21,49,989	66.39
Keva Europe B V	1,18,09,215	151.86	27,54,820	93.32	-	-	1,45,64,035	245.18
Keva USA Inc	-	-	20,00,000	16.74	-	-	20,00,000	16.74

(₹ in crores)

Entity	For the year ended 31 March 2024							
	Opening		Investment made		Sale of Investment		Closing	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Keva Europe BV	1,04,16,458	107.79	13,92,757	44.07	-	-	1,18,09,215	151.86

Notes to the standalone financial statements

for the year ended 31 March 2025

46 Ratios

Sr No.	Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024	% Variance	Reason for Change
1	Current Ratio (number of times) [Current Assets / Current Liabilities]	1.26	1.50	(16.16%)	NA
2	Debt Equity Ratio (number of times) [Total Debt / Shareholder's Equity]	0.40	0.09	347.79%	Company has taken long term loan for capital infusion in Subsidiaries
3	Debt service coverage ratio (number of times) [Earnings available for debt service / Debt Service]	5.91	23.35	(74.68%)	The debt service coverage ratio has decreased due to the additional loan taken to support business operation
4	Return on Equity (%) [Net Profits after taxes – Preference Dividend (if any) / Average Shareholder's Equity]	-1.82%	13.46%	(113.50%)	There was an business interruption due to fire which has resulted in increase cost of manufacturing impacting returns on equity
5	Inventory turnover ratio (number of times) [Cost of goods sold / Average Inventory]	1.94	1.52	27.46%	Revenue growth has led to improvement in inventory turnover ration
6	Trade receivables turnover ratio (number of times) [Net sales / Average Accounts Receivable]	6.75	5.95	13.47%	NA
7	Trade payables turnover ratio (number of times) [Net Purchases / Average Trade Payables]	2.86	2.23	28.07%	Increase in purchase has led to increase in trade payable ratio
8	Net capital turnover ratio (number of times) [Net Sales / Working Capital]	7.97	4.38	82.04%	Increase in revenue from operation led to improvement in Net capital turnover ratio
9	Net profit ratio (%) [Net Profit / Net Sales]	-1.21%	10.16%	(111.91%)	There was an business interruption due to fire which has resulted in increase cost of manufacturing impacting net profit
10	Return on capital employed (%) [Earning before interest and taxes / Capital Employed]	7.25%	16.49%	(56.04%)	There was an business interruption due to fire which has resulted in increase cost of manufacturing impacting return on capital employed

Notes :

1. Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.
2. Debt service = Interest & Lease Payments + Principal Repayments
3. Average inventory = (Opening inventory balance + Closing inventory balance) / 2
4. Average trade receivables = (Opening trade receivables balance + Closing trade receivables balance) / 2
5. Average trade payables = (Opening trade payables balance + Closing trade payables balance) / 2
6. Working capital = Current assets - Current liabilities
7. Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability

Notes to the standalone financial statements
for the year ended 31 March 2025

47 Consolidation of Trust

The Company had formed S H Kelkar Employee Benefit Trust through its trustees Barclays Wealth Trustees(India) Private Limited for administering and implementing S H Kelkar Stock Appreciation Rights Scheme 2017 ('the Scheme') of the Company.

The Consolidation of the Trust financials statements with that of the Company does not in any manner affect the independence of the trustees where the rights and obligations are regulated by the trust deed.

During FY 2023-24, the Company sold all equity shares held by its Employee Benefit Trust (EBT) for a total consideration of ₹ 49.14 crores, resulting in a recognized loss of ₹21.95 crores. Following this, the Board of Directors approved the dissolution and closure of the "S H Kelkar Employee Benefit Trust" on September 7, 2023. However, the closure remains pending due to ongoing income tax assessment proceedings.

i The sources and application of funds of the Trust Consolidated as at 31 March 2025 were asfollows:

(₹ in crores)

Particulars	As at 31 March 2025	As at 31 March 2024
Sources of Funds		
Corpus	*0.00	*0.00
Reserves and Surplus	(50.43)	(50.43)
Secured Loan		
Loan from the company	50.50	50.50
Total	**0.07**	**0.07**
Application of Funds		
Current Assets, Loans and Advances (A)		
Cash and Cash Equivalents	0.07	0.07
Non-Current tax assets (net)	0.47	0.47
Less: Current Liabilities and Provisions (B)		
Tax Provisions	0.47	0.47
Net Current Assets (A- B)	**0.07**	**0.07**
Total	**0.07**	**0.07**

** Amount less than ₹ 0.01 crore*

ii Impact on the Company's profit and loss post the Trust consolidation for the year ended 31 March 2025

(₹ in crores)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Expenditure		
Management fees	0.03	0.03
Audit Fees	*0.00	*0.00
Impact on profit before tax	**0.03**	**0.03**

** Amount less than ₹ 0.01 crore*

Other items adjusted owing to the Trust consolidation include:

(a) Other Non Current Financial Assets and other Income

Loans advanced to the Trust have been eliminated on consolidation amounting to ₹ 50.50 crores as at 31 March, 2025 (previous year ₹ 50.50 crores) and interest income of Nil crores (previous year ₹ 2.52 crores) on the above loan is also eliminated.

Notes to the standalone financial statements
for the year ended 31 March 2025

48 (a) A major fire broke out at the Vashivali plant of the Company located at Raigad district Maharashtra on 23 April 2024. There were no injuries or loss of life and the safety of all the personnel was ensured. The Company has incurred a loss in respect of Property, Plant & Equipment and inventories having a carrying value of ₹160.18 crore. Accordingly, the Company has recognised a loss of ₹160.18 crore during the year. Subsequently, the Company got an interim relief approval (on account payment) of ₹ 95 Crore towards the said claim from the insurance company on March 30, 2025. Out of the said ₹ 95 Crore, the Company has received an amount of ₹ 87.72 crore subsequent to the year end and is awaiting the balance payment from insurance company towards one off co-insurer share. The Company has given an undertaking to indemnify the insurance company, in case of any adverse findings in the claim which can impact the admissibility. Per information available with the Company, there are no adverse findings which can impact the admissibility of the claim. Further to this, the Company has also received an amount of ₹ 4.64 Crore during the year towards scrap realisation. Consequently, the losses suffered on account of the fire net of the approved interim relief has been presented as an exceptional item in the Statement of Profit and Loss.

48 (b) The Company holds an investment in equity shares and a loan receivable from its wholly owned subsidiary, Keva Ventures Private Limited. Due to indicators of impairment such as continued operating losses and the subsidiary's recognition for impairment losses for its investment in the subsidiary, the Company has carried out an assessment of the carrying value of its investment in the equity shares of the Subsidiary and loan receivable as at 31 March 2025. The assessment was conducted internally using the Discounted Cash Flow (DCF) method, based on the subsidiary's latest business forecasts. Accordingly, the said investment and loan receivable have been considered as fully impaired as at 31 March 2025 and an impairment loss of ₹ 10.84 crores has been recognized as an exceptional item in the Statement of Profit and Loss for the year ended 31 March 2025. Management believes the assumptions used in the valuation are reasonable and reflect current economic conditions. The impairment assessment will be reviewed periodically.

49 The Company does not have any benami property held in its name. 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 there under.

50 The Company has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.

51 The Company has complied with the requirement with respect to number of layers as prescribed under section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on number of layers) Rules, 2017.

52 Utilisation of borrowed funds :

1. The Company 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 Company (Ultimate Beneficiaries) or

   b. Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

2. The Company 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 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

Notes to the standalone financial statements
for the year ended 31 March 2025

53 There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account.

54 The Company has not traded or invested in crypto currency or virtual currency during the year.

55 The Company does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies beyond the statutory period.

56 The Company do not have any transactions with struck off companies under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 for the year end 31 March 2025.

For and on behalf of the Board of Directors
S H Kelkar and Company Limited
CIN: L74999MH1955PLC009593

Ramesh Vaze
Director & Chairman
DIN: 00509751

Kedar Vaze
Director & Group Chief Executive Officer
DIN: 00511325

Rohit Saraogi
Group Chief Financial Officer

Deepti Chandratre
Global Legal Counsel & Company Secretary
Secretary Membership No: A20759

Mumbai
16 May 2025

NOTICE

S H KELKAR AND COMPANY LIMITED
Registered Office: Devkaran Mansion, 36, Mangaldas Road, Mumbai – 400 002
Corporate Office: Lal Bahadur Shastri Marg, Mulund (West), Mumbai – 400 080
CIN: L74999MH1955PLC009593
Tel No: +91 22 6606 7777; Fax No: +91 22 6606 7726
Website: www.keva.co.in; **Email ID:** investors@keva.co.in

NOTICE

NOTICE is hereby given that the 69th Annual General Meeting of the Members of S H Kelkar and Company Limited (the "Company") will be held on Tuesday, 12 August 2025 at 4:30 p.m. Indian Standard Time (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2025 together with the Reports of the Board of Directors and Auditors thereon.

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2025 together with the Report of the Auditors thereon.

3. To appoint a Director in place of Mrs. Prabha Vaze (DIN: 00509817), Non-Executive and Non-Independent Director, who retires by rotation and being eligible offers herself for re-appointment.

4. To declare final dividend of Re. 1 (10%) per equity share on 13,84,20,801 fully paid-up equity shares of face value of ₹ 10/- each for the Financial Year ended 31 March 2025.

SPECIAL BUSINESS

5. To pay remuneration by way of commission to Mr. Ramesh Vaze (DIN: 00509751) as a Non-Executive Director and Chairman of the Board and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder read with Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and further to the approval of the Members of the Company at the Annual General Meeting held on 22 August 2024 approving the payment of remuneration by way of commission to Mr. Ramesh Vaze (DIN: 00509751) as Non-Executive Director and Chairman of the Board for the period from 01 September 2024 to 31 August 2025 (which included the period from 01 April 2025 to 31 August 2025 pertaining to the Financial Year 2025-26), the approval of the Members of the Company be and is hereby accorded for payment of remuneration by way of commission to Mr. Ramesh Vaze as Non-Executive Director and Chairman of the Board for the period from 01 September 2025 to 31 March 2026 at the rate of 1% of the standalone net profits of the Company, the total commission payable to Mr. Ramesh Vaze for the Financial Year 2025-26 being an amount exceeding fifty percent of the total annual remuneration payable to all the Non Executive Directors of the Company for the Financial Year 2025-26 and the said commission shall be paid in addition to the sitting fees for attending the meetings of the Board and its Committees.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary for the purpose of giving effect to this resolution."

6. To re-appoint Mr. Kedar Vaze (DIN: 00511325) as a Whole-time Director of the Company, designated as Whole-time Director & Group Chief Executive Officer, for a period of 3 (three) years with effect from 01 September 2025 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

   "**RESOLVED THAT** in accordance with the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, Mr. Kedar Vaze (DIN: 00511325), Whole-time Director of the Company designated as Whole-time Director & Group Chief Executive Officer, whose period of office is liable to expire on 31 August 2025, be and is hereby re-appointed as Whole-time Director of the Company designated as Whole-time Director & Group Chief Executive Officer, not liable to retire by rotation, to hold office for a period of 3 (three) years from 01 September 2025 to 31 August 2028 upon the terms and conditions of appointment including the payment of remuneration, perquisites and other benefits as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with authority to the Board of Directors (including its Committee thereof) to revise the terms and conditions of the said appointment and remuneration from time to time to the extent the Board of Directors may deem appropriate provided that the remuneration payable (including the salary, perquisites, performance pay etc.) does not exceed the limits laid down in Section 197 and computed in the manner laid down in Section 198 of the Act, including any statutory modifications or re-enactment thereof.

   RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Kedar Vaze, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Kedar Vaze, the remuneration, as specified in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, as minimum remuneration under Section II of Part II of Schedule V of the Act by way of salary, perquisites, other allowances, benefits, performance pay etc. for a period not exceeding 3 (three) years or such other period as may be statutorily permitted, subject to receipt of the requisite approvals, if any notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary in connection therewith including seeking all necessary approvals to give effect to this Resolution and to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

7. To waive the recovery of excess remuneration paid to Mr. Kedar Vaze, Whole-Time Director and Group Chief Executive Officer of the Company for the Financial Year 2024-25 as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for waiver of the recovery of the remuneration amounting to ₹ 1.79 Crore paid to Mr. Kedar Vaze, Whole-Time Director and Group Chief Executive Officer of the Company, for the Financial Year 2024-25 which is in excess of the limits prescribed under Section 197 read with Schedule V of the Act in view of the loss sustained by the Company as reflected in Profit & Loss Account on a standalone basis for the Financial Year 2024-25 and which is within the limit as approved by the Members of the Company at the Annual General Meeting held on 01 September 2020.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

8. To approve payment of Commission for the Financial Year 2024-25 and remuneration for the period from 01 April 2025 to 31 August 2025 to Mr. Kedar Vaze, Whole-Time Director and Group Chief Executive Officer of the Company payable as a **Special Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto and (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for payment to Mr. Kedar Vaze, Whole-Time Director and Group Chief Executive Officer of the Company of: a) commission at the rate of 1% of the consolidated profits of the Company for the Financial Year 2024-25 which is in excess of the limits prescribed under Section 197 read with Schedule V of the Act in view of the loss sustained by the Company as reflected in Profit & Loss Account on a standalone basis for the Financial Year 2024-25 and is within the limit as approved by the Members of the Company at the Annual General Meeting held on 01 September 2020; and b) payment of remuneration of ₹ 1.84 Crore for the period from 01 April 2025 to 31 August 2025 (being the remainder period of his current tenure as Whole-Time Director and Group Chief Executive Officer of the Company) as minimum remuneration under Section II of Part II of Schedule V of the Act subject to receipt of the requisite approvals, if any, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

9. To appoint Ms. Pallavi Gokhale (DIN: 00036369) as Non – Executive and Non - Independent Director on the Board of Directors of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 152, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Ms. Pallavi Gokhale (DIN: 00036369) who has been appointed by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee as an Additional Director (Non – Executive Non – Independent) of the Company with effect from 01 July 2025 under Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

10. To appoint M/s. Mehta and Mehta, Practicing Company Secretaries as Secretarial Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act 2013 ("the Act"), if any read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the provisions of Regulation 24A and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and based on the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Mehta & Mehta, Peer Reviewed Firm of Company Secretaries in Practice (ICSI Firm Registration No. P1996MH007500), be and are hereby appointed as the Secretarial Auditors of the Company to conduct the Secretarial Audit of the Company for first term of 5 (five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30 on such terms and conditions including remuneration, as may be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the secretarial audit.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised on behalf of the Company, including but not limited to determine role and responsibilities/ scope of work of the Secretarial Auditor, to negotiate, finalise, amend, sign, deliver and execute the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendments to the Act or the Listing Regulations and such other requirements without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

11. To ratify the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants, appointed as Cost Auditors of the Company for the Financial Year 2025-26 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294), appointed by the Board of Directors of the Company on the recommendation of Audit Committee as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2025-26, amounting to ₹ 2,40,000/- per annum plus applicable taxes and out of pocket expenses as may be incurred by them during the course of the audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

By Order of the Board of Directors
of **S H KELKAR AND COMPANY LIMITED**
CIN: L74999MH1955PLC009593

Deepti Chandratre
Global Legal Counsel & Company Secretary
Membership No.: A20759

Date: 16 May 2025
Place: Mumbai
Registered Office: Devkaran Mansion, 36,
Mangaldas Road, Mumbai – 400002
CIN: L74999MH1955PLC009593
e-mail: investors@keva.co.in
Website: www.keva.co.in
Tel: +91 22 6606 7777

NOTES

1. Pursuant to General Circular No. 20/2020 dated 05 May 2020 issued by the Ministry of Corporate Affairs ("MCA") read together with MCA General Circular Nos. 14 & 17/2020 dated 08 April 2020 and 13 April 2020 respectively and MCA General Circular No. 09/2024 dated 19 September 2024 ("MCA Circulars"), the Company will be conducting this Annual General Meeting ("AGM" or "Meeting") through Video Conferencing/Other Audio Visual Means ("VC"/"OAVM").

   Central Depository Services (India) Limited ("CDSL") shall be providing facility for voting through remote e-voting for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the Meeting through VC/OAVM is explained at Note No. 25 below.

2. Pursuant to the MCA Circulars, physical attendance of the Members is not required at the AGM and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ("the Act").

3. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15 April 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being through VC/OVAM pursuant to the applicable MCA Circulars read with Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07 October 2023, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the proxy form and attendance slip are not annexed to this Notice.

5. Members can login and join 30 (thirty) minutes prior to the scheduled time of Meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time. Members are allowed to participate on first come first serve basis. The facility for participating through VC / OAVM will be made available to atleast 1000 members. The Members holding 2% or more, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. are allowed to participate without restriction on first come first serve basis.

6. Pursuant to Section 113 of the Act, Institutional Investors and Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, by e-mail before e-voting / attending AGM, to investors@keva.co.in. Institutional Shareholders (i.e. other than individuals, HUF's, NRI's etc.) can also upload their Board Resolution /Power of Attorney/Authority Letter etc. by clicking on 'Upload Board Resolution/Authority Letter' displayed under 'e-voting' tab in their login.

7. The Explanatory Statement pursuant to Section 102 of the Act is annexed herewith. Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - 2 on General Meetings in respect of Directors seeking appointment / re-appointment at AGM is also annexed.

8. In accordance with the MCA General Circular No. 20/2020 dated 05 May 2020, MCA General Circular No. 09/2024 dated 19 September 2024, and SEBI Circular No. SEBI/HO/CFD/PoD-2PCIR/2024/133 dated 03 October 2024, the Annual Report for Financial Year 2024-25, which inter-alia comprises of the Audited Standalone Financial Statements along with the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements along with the Reports of the Auditors thereon for the Financial Year ended 31 March 2025 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed thereunder are being sent only through electronic mode to those Members whose email IDs are registered with the Company / RTA / Depositories. The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same. A copy of the Notice of this AGM along with Annual Report for the FY 2024-25 is available on the website of the Company www.keva.co.in, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and Notice of AGM shall be available on the website of CDSL www.evotingindia.com.

9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available for electronic inspection without any fee upon request received in writing to the Company at investors@keva.co.in .

10. The Company's Registrar and Transfer Agent ("RTA") for its Share Registry Work is MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) having their office at C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai-400083.

11. The final dividend if approved and declared at the AGM will be paid, subject to deduction of tax at source (TDS), on or after Tuesday, 12 August 2025 within the stipulated timelines in permitted modes to those Members or their mandates whose names appear as Beneficial Owners as at the end of the business hours on **Friday, 01 August 2025** in the list of Beneficial Owners to be furnished by National Securities Depository Limited and CDSL.

12. As mandated by SEBI, the Company shall use the bank account details furnished by the Depositories / RTA for payment of dividend to Members electronically.

13. Members are requested to note that dividends that are unclaimed / unpaid for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company are required to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also required to be transferred to the demat account of the IEPF Authority. Members are requested to claim their dividends from the Company within the stipulated timeline. The details of dividend and shares transferred to IEPF during FY 2024-25 are mentioned in the Corporate Governance Report forming part of the Annual Report of the Company. The Members whose unclaimed dividends/shares have been transferred to IEPF may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

14. The Company has uploaded the details of unpaid and unclaimed dividend lying with the Company on the website of the Company www.keva.co.in. Members who have not encashed their dividend warrants pertaining to earlier declared dividends are requested to lodge their claims to MUFG Intime India Pvt Ltd., the RTA's portal – SWAYAM or through email, at the earliest for obtaining payments thereof. Members are advised that no claim shall lie with respect to unclaimed dividend after it is transferred to the IEPF. Due dates for transfer of unclaimed/unpaid dividend to IEPF are mentioned in the Corporate Governance Report forming part of the Annual Report of the Company.

15. SEBI vide Circular no. SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/131 dated 31 July 2023 (updated as on 04 August 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same.

16. The RTA of the Company has launched a unified platform "SWAYAM" for the benefit of shareholders. SWAYAM is a self service portal that enables the shareholders to effortlessly access various services for their portfolios and check details like dividend status, make request for annual reports, change of address, update bank mandate, download standard forms, etc. The portal can be accessed at https://swayam.in.mpms.mufg.com/. For more assistance on SWAYAM, shareholders may contact customer service team of the RTA.

17. SEBI has mandated the submission of Permanent Account Number (''PAN'') by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

18. Members are requested to intimate immediately the change of address or demise of any Member, if any, to the Company's RTA to prevent frauds.

19. For receiving all communications (including Annual Report) from the Company electronically, Members are requested to register / update their email IDs with the relevant Depository Participant.

20. The recorded transcript of the AGM will be uploaded on the website of the Company.

21. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company would be entitled to vote at the Meeting.

22. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations, and the Secretarial Standards on General Meetings (''SS-2'') issued by the Institute of Company Secretaries of India (''ICSI'') and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 2020 in relation to e-voting facility provided by listed entities, the Company is pleased to offer facilities for remote e-voting (refer instructions at point no. 23) and voting during the AGM by electronic means (refer instructions at point no. 26) to all Members in proportion to their shareholding as at the close of business hours on **Tuesday, 05 August 2025.** Any person who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the AGM by email and holds shares as on the cut-off date i.e. **Tuesday, 05 August 2025,** may cast their vote and attend AGM as per the steps mentioned below. Members are eligible to cast vote only if they are holding shares as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

23. **The instructions for Members for e-voting are as under:**

i) The remote e-voting period begins on **Friday, 08 August 2025 (9:00 am IST)** and ends on **Monday, 11 August 2025 (5:00 pm IST)**. During this period, Members of the Company holding shares as on the cut-off date i.e. Tuesday, 05 August 2025 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

ii) Members who have cast their votes using remote e-voting facility prior to the AGM may attend the AGM but shall not be entitled to cast their votes again at the AGM.

iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 2020 on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote by way of a single login credential through their demat account maintained with Depositories and Depository Participants.

iv) Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

v) **Login method for e-voting and joining AGM for Individual Shareholders holding securities in Demat mode:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing User ID and Password. An option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL's website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining AGM & voting during the AGM. Additionally, there are links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and Permanent Account Number ('PAN') from e-voting link available on homepage of www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	**NSDL IDeAS facility** **A. If you are already registered for NSDL IDeAS facility,** 1. Please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services Section. 4. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. 5. Click on company name or e-voting service provider name - CDSL and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining AGM & voting during the AGM. **B. If you are not registered for IDeAS services, follow the steps below:** 1. Option to register is available at https://eservices.nsdl.com. 2. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. After registration, please follow steps given above in points 1-5. **C. For OTP based Login, follow the steps below:** 1. Click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp 2. Enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP 3. Enter the OTP received on registered email id/mobile number and click on login. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 5. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining AGM & voting during AGM.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining AGM & voting during the AGM.

Important note: Members who are unable to retrieve User ID/Password are advised to use "Forgot User ID" and "Forgot Password" option available at the above-mentioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depositories i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

vi) **Login method for remote e-voting and joining AGM for shareholders other than individual shareholders:**

a) Log on to the e-voting website: www.evotingindia.com.

b) Click on "Shareholders" module.

c) Enter your User ID

For CDSL: 16 digits beneficiary ID

For NSDL: 8 Character DP ID followed by 8 Digits Client ID

d) Enter the Image Verification as displayed and Click on Login.

e) If you had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

f) If you are a first time user, follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number (EVSN) sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member ID in the Dividend Bank details field.

g) After entering these details appropriately, click on "SUBMIT" tab.

h) Members will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used for voting on resolutions of any other company on which they are eligible to vote provided that such company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

i) Click on Electronic Voting Sequence Number ("EVSN") for **S H Kelkar and Company Limited.**

j) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES / NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.

k) Click on the "RESOLUTIONS FILE LINK", if you wish to view the entire Resolution details.

l) After selecting the resolution you have decided to vote, now click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

m) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

n) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.

o) If you have forgotten the changed password then enter the User ID, Image Verification Code and click on Forgot Password & enter the details as prompted by the system.

p) There is also an optional provision to upload Board Resolution / Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.

vii) **Additional Facility for Non–Individual Members and Custodians – for remote e-voting only:**

a) Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates in the "Corporates" Module.

b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

c) After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

d) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same. The authorization in respect of Representative(s) of the Corporation shall be received by the scrutinizer/Company before close of e-voting.

f) Alternatively, Non-Individual Members are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address viz. investors@keva.co.in, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

24. **Process for those Members whose email IDs / Mobile Number are not registered with the Depositories:**

Please update your Email ID and Mobile Number with your respective Depository Participants (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

25. **The details of the process and manner for participating in AGM through VC/OAVM are explained herein below:**

i) Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.

ii) Members are encouraged to join the Meeting through Laptops / I-Pads for better experience.

iii) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.

iv) Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v) Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request on or before **Tuesday, 05 August 2025** mentioning their name, demat account number/folio number, email ID, mobile number at investors@keva.co.in. The Members who do not wish to speak during the AGM but have queries may send their queries on or before **Tuesday, 05 August 2025** mentioning their name, demat account number/folio number, Email ID, mobile number at investors@keva.co.in. These queries will be replied to by the Company suitably by email.

vi) Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the Meeting. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the AGM.

26. **Instructions for shareholders for e-voting during the AGM are as under:**

The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

Only those Members who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting facility and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.

If any votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the AGM through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the Meeting is available only to the Members attending the Meeting.

Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote again at the AGM.

27. If you have any queries or issues regarding attending AGM and e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 21 09911.

28. **Details of Scrutinizer and result of e-voting:**

The Company has appointed Mr. Dinesh Trivedi (Membership No. A23841/ C.P.No. 22407) or failing him Mr. Sachin Sharma (Membership No. 46900/CP. No. 20423) or failing him Mr. Vishwanath (Membership No. A14521/ C.P. No. 25099), Designated Partners of M/s. Sharma and Trivedi LLP, Company Secretaries, Mumbai (LLPIN: AAW-6850) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The Scrutinizer shall submit his report to the Chairman of the Meeting or any person authorised by him within 48 hours of the conclusion of the AGM. The Results declared along with the report of Scrutiniser shall be placed on the website of the Company www.keva.co.in and on website of CDSL immediately after declaration of results by the Chairman or person authorised by him in this behalf. The Company shall simultaneously submit the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM.

By Order of the Board of Directors
of **S H KELKAR AND COMPANY LIMITED**
CIN: L74999MH1955PLC009593

Deepti Chandratre
Global Legal Counsel & Company Secretary
Membership No.: A20759

Date: 16 May 2025
Place: Mumbai
Registered Office: Devkaran Mansion, 36,
Mangaldas Road, Mumbai – 400002
CIN: L74999MH1955PLC009593
e-mail: investors@keva.co.in
Website: www.keva.co.in
Tel: +91 22 6606 7777

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 5:
Mr. Ramesh Vaze (DIN: 00509751) transitioned from the role of Managing Director to that of Non-Executive Chairman of the Board on 01 September 2019. As Non-Executive Director and Chairman, Mr. Ramesh Vaze has been guiding the Company and mentoring the leadership team especially in the areas of perfumery, business development and strategic planning. He provides strategic counsel and feedback to the Whole-time Director & Group Chief Executive Officer as well as the Senior Management on key matters pertaining to the Company.

Mr. Ramesh Vaze has been instrumental in driving the Group's ("Keva") efforts to become a leading Fragrances & Flavours (F&F) player in India as also popularizing Keva in international market as a reliable quality supplier of fragrances. With his vast knowledge and experience in the field of perfumery, Mr. Ramesh Vaze, a Master Perfumer, has been instrumental in expanding Keva's fragrance library. His experience continues to contribute to the Company's success and growth.

The Members of the Company at the Annual General Meeting held on 22 August 2024 had approved, by way of a special resolution, the payment of remuneration by way of commission to Mr. Ramesh Vaze as Non-Executive Director and Chairman of the Board for the period from 01 September 2024 to 31 August 2025 (which included the period from 01 April 2025 to 31 August 2025 pertaining to the Financial Year 2025-26).

Mr. Ramesh Vaze continues to guide the Company and mentoring the leadership team. Pursuant to the provisions of Regulation 17(6)(ca) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Board at its Meeting held on 16 May 2025, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, has approved payment of remuneration by way of commission to Mr. Ramesh Vaze as Non-Executive Director and Chairman of the Board for the period from 01 September 2025 to 31 March 2026 at the rate of 1% of the standalone net profits of the Company the total commission payable to Mr. Ramesh Vaze for the Financial Year 2025-26 being an amount which is likely to exceed fifty percent of the total annual remuneration payable to all the Non Executive Directors of the Company for the Financial Year 2025-26 . The said commission shall be paid in addition to the sitting fees for attending the meetings of the Board and its Committees.

Accordingly, approval of Members is being sought for payment of the commission as aforementioned to Mr. Ramesh Vaze. Mr. Ramesh Vaze did not receive any commission for the Financial Year 2024-25 on account of loss incurred by the Company on a standalone basis during the Financial Year ended 31 March 2025.

Brief resume of Mr. Ramesh Vaze, age, qualification, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding in the Company and the number of Meetings of the Board attended during the year as stipulated under the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are given in **Annexure 1** to the Notice.

Mr. Ramesh Vaze is interested in the Special Resolution set out at Item No. 5 of the Notice with respect to his remuneration. Mrs. Prabha Vaze – Non-Executive, Non-Independent Director and Mr. Kedar Vaze – Whole-time Director & Group Chief Executive Director, who are related to Mr. Ramesh Vaze, may be deemed to be interested in the said Resolution. Other relatives of Mr. Ramesh Vaze may be deemed to be interested in the said Resolution to the extent of their shareholding interest in the Company, if any.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out in Item No. 5 of the Notice.

The Board recommends the Special Resolution as set out in Item No. 5 of the Notice for the approval of the Members.

Item No. 6:
The Members, at the 64th Annual General Meeting ("AGM") of the Company held on 01 September 2020, had, by way of an Ordinary Resolution, approved the re-appointment of Mr. Kedar Vaze (DIN: 00511325) as Whole-time Director of the Company designated as Whole-time Director & Group Chief Executive Officer of the Company for a term of 5 (five) years from 01 September 2020 to 31 August 2025 on the terms and conditions inter alia including payment of remuneration as mentioned therein.

Mr. Kedar Vaze has been a key architect of the Keva Group's strategy and transformation in the last decade. He has made significant contribution to the Company as the Group Chief Executive Officer of the Company with his strategic vision and decisive action. By prioritizing the continuity and stability of our current leadership, the best interests of the Company and its stakeholders are effectively safeguarded. Maintaining a steady hand at the helm ensures consistency in strategic direction and operational execution, which in turn fosters confidence and trust among stakeholders of the Company. He has effectively steered the Company through the challenging times as is seen by the growth of 15.35% in the consolidated revenues in the Financial Year 2024-25 over the previous Financial Year despite the disruption in the manufacturing at the facility at Vashivali - the Company's biggest manufacturing facility - for almost the entire Financial Year on account of major fire. His continued commitment to long-term value creation for the shareholders is also evidenced by the growth in the consolidated profits in the Financial Year 2024-25 over the previous Financial Year when looked at before the impact of the fire.

Considering the above factors and role, experience, leadership and contribution of Mr. Kedar Vaze as the Whole-time Director & Group Chief Executive Officer to the Company, in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, has approved the re-appointment of

Mr. Kedar Vaze as a Whole time Director designated as Whole-time Director & Group Chief Executive Officer for a period of 3 (three) years from 01 September 2025 on the terms and conditions including remuneration, as contained in this explanatory statement.

Brief resume of Mr. Kedar Vaze, age, qualification, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, along with disclosure pertaining to his resignation from listed entities in the past three years, as stipulated under the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are given in **Annexure 1** to the Notice.

The principal terms and conditions of re-appointment of Mr. Kedar Vaze as the Whole-time Director and Group Chief Executive Officer are as follows:

A. Period of appointment: 01 September 2025 to 31 August 2028

B. Remuneration:

i. Fixed Compensation:

Fixed Compensation shall include Basic Salary and Employees' Contribution to Provident Fund. The Basic Salary shall be in the range of ₹ 10.34 Lacs and ₹ 19.11 Lacs payable monthly. The increments if any will be decided by the Board of Directors and will be merit based and take into account other relevant factors including performance of the Company. The Company's contribution to Gratuity shall be according to the rules of the Company, in force from time-to-time.

ii. Commission:

A commission of 1% of the consolidated net profits of the Company for each Financial Year.

iii. Variable Compensation:

Performance Linked Variable Remuneration relating to the financial years during the period of appointment shall be according to the applicable scheme of the Company and as may be decided by the Board of Directors.

iv. Allowances, Perquisites and Benefits:

In addition to the fixed compensation and variable compensation, Mr. Kedar Vaze will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called "perquisites and allowances") in such form and manner as the Board may decide.

- House Rent Allowance as per the Company's rules
- Special Allowance
- Employer's Contribution to Employee Provident Fund (EPF)
- Employer's Contribution to Superannuation Fund
- Payment of Gratuity
- Fully Paid Earned Leave (Privilege Leave) of 22 working days per Calendar Year
- Fully Paid Exigency Leave of 8 working days per Calendar year (Jan – Dec)
- Company Maintained Car
- Group Mediclaim coverage (Health Insurance)
- Group Personal Accident Coverage
- Keyman Insurance cover
- Such other perquisites and allowances as per the policy/ rules of the Company in force and/or as may be approved by the Board from time to time

C. Overall Remuneration:

The aggregate of the remuneration as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion may pay to Mr. Kedar Vaze from time to time, shall not exceed the limits laid down under Section 197 of the Act and computed in the manner laid down in Section 198 of the Act including any statutory modifications or re-enactment thereof.

D. Minimum Remuneration:

Notwithstanding the foregoing, where in any financial year during the currency of the term of re-appointment, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Kedar Vaze, the above remuneration as minimum remuneration under Section II of Part II of Schedule V of the Act by way of salary, perquisites, other allowances, benefits and Performance Pay as specified above, for a period not exceeding 3 (three) years or such other period as may be statutorily permitted subject to receipt of the requisite approvals, if any.

The remuneration as previously approved by the Members of the Company and payable to Mr. Kedar Vaze is justified in terms of his key role within the Company.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Kedar Vaze under Section 190 of the Act.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Act, the proposal for re-appointment and remuneration payable to Mr. Kedar Vaze is now being placed before the Members at the Annual General Meeting for their approval by way of a Special Resolution. Information as required under Schedule V to the Act is given in **Annexure 2** to the Notice.

Mr. Kedar Vaze satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his appointment. Mr. Kedar Vaze is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Mr. Kedar Vaze is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority and has given all the necessary declarations and confirmation including his consent to be re-appointed as a Whole-time Director designated as Whole-time Director & Group Chief Executive Officer. Mr. Kedar Vaze possesses the core skills/expertise/competencies identified in the Company's business and sectors for it to function effectively.

The Company has received a notice from a Member under Section 160 of the Act proposing the re-appointment of Mr. Kedar Vaze as a Whole-time Director designated as Whole-time Director & Group Chief Executive Officer. The Board is of the view that Mr. Kedar Vaze's knowledge and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, recommends his re-appointment to the Members. The Articles of Association of the Company are available for inspection by the Members in electronic form as per the instructions provided in the Notes to this Notice.

Mr. Kedar Vaze is interested in the Resolution set out at Item No. 6 of the Notice, which pertains to approval of his re-appointment. Mr. Ramesh Vaze – Non-Executive Chairman and Mrs. Prabha Vaze – Non-Executive Director, who are related to Mr. Kedar Vaze, may be deemed to be interested in the said Resolution. Other relatives of Mr. Kedar Vaze may be deemed to be interested in the resolution set out at Item No. 6 of the Notice to the extent of their shareholding interest in the Company, if any.

Save and except the above, none of the Director(s), Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 6.

The Board of Directors recommends the Special Resolution as set out in Item No. 6 of the Notice for the approval of the Members.

Item Nos. 7 and 8:

The Members, at the 64th Annual General Meeting ("AGM") of the Company held on 01 September 2020, had, by way of an Ordinary Resolution, approved the re-appointment of Mr. Kedar Vaze (DIN: 00511325) as Whole-time Director of the Company designated as Whole-time Director & Group Chief Executive Officer of the Company for a term of 5 (five) years from 01 September 2020 to 31 August 2025 on the terms and conditions inter alia including payment of remuneration as mentioned therein.

During the term of his re-appointment, the Company had adequate profits until the Financial Year 2023-24 and the remuneration paid / payable to Mr. Kedar Vaze was well within the limits prescribed under the Companies Act, 2013 ("the Act") and the limits approved by the Members of the Company at the Annual General Meeting held on 01 September 2020.

However, during the Financial Year 2024-25, the Company incurred a loss of ₹ 13.56 Crore as reflected in Profit & Loss Account on a standalone basis as the Company's standalone profitability was severely impacted due to a major fire at its facility at Vashivali, Raigad

District, Maharashtra at the very start of the Financial Year 2024-25, on 23 April 2024 (detailed reason provided in Point No. III (i) of Annexure 2 to the Notice pertaining to the information required under Schedule V to the Act). Despite this, the Company reported a healthy profit of ₹ 73.01 Crore on a consolidated basis during the Financial Year 2024-25 even after accounting for loss to extra-ordinary event/fire during the Financial Year 2024-25.

As a result of the above, the remuneration paid / payable to Mr. Kedar Vaze for the Financial Year 2024-25, which was in the same scale as approved by the Members of the Company earlier, exceeded the limits specified under Section 197 of the Companies Act, 2013 ("the Act") read with Schedule V thereto.

A snapshot of the financial performance and remuneration paid is furnished below:

Amount (₹ in Crores)

Particulars	FY 2024-25		FY 2023-24	
	Standalone	Consolidated	Standalone	Consolidated
Gross Turnover & Income	1,137.47	2,123.40	940.67	1,840.83
Profit before Exceptional Items and Tax	52.89	174.29	122.64	182.3
Exceptional Profit / (Loss)	(71.39)	(60.55)	-	-
Net Profit / (Loss) as per Statement of Profit & Loss (After Tax)	(13.56)	73.01	94.33	123.55
Remuneration paid/payable to Mr. Kedar Vaze	3.73	-	3.89	-

The total remuneration payable to Mr. Kedar Vaze for Financial Year 2024-25 was ₹ 3.73 Crore comprising of salary of ₹ 3 Crore (including allowances and retirals) and commission of ₹ 0.73 Crore payable at the rate of 1% of the consolidated profit of the Company for the Financial Year 2024-25. The same was in accordance with the terms of re-appointment of Mr. Kedar Vaze as Whole-time Director & Group Chief Executive Officer of the Company including remuneration as approved by the Members of the Company at the Annual General Meeting held on 01 September 2020.

Of the total remuneration of ₹ 3.73 Crore as aforementioned, the remuneration to the extent of ₹ 2.52 Crore is in excess of the limits specified under Section 197 of the Act read with Schedule V thereto. Of the said excess remuneration of ₹ 2.52 Crore, an amount of ₹ 1.79 Crore has already been paid and pursuant to the provisions of Section 197 (10) of the Act, the recovery of the same can be waived by the Members of the Company way of passing of special resolution.

Pursuant to the provisions of Section 197 and 198 of the Act read with Schedule V of the Act, a company having inadequate / nil profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.

The Company has reported a profit of ₹ 73.01 Crore on a consolidated basis despite the fire incident. Accordingly, approval of the Members is sought for payment of commission of ₹ 0.73 Crore at the rate of 1% of the consolidated profit of the Company for the Financial Year 2024-25 to Mr. Kedar Vaze notwithstanding that the same is in excess of the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 in view of the loss as reflected in Profit & Loss Account on a standalone basis for the Financial Year 2024-25.

The proposed remuneration paid / to be paid to Mr. Kedar Vaze for the period from 01 April 2025 to 31 August 2025 is ₹ 1.84 Crore which includes a Fixed Compensation of ₹ 1.29 Crore for the said period comprising of Basic Salary, allowances and retirals and Performance Pay as per the Company's policy which is expected to be an amount not exceeding ₹ 0.55 Crore.

The payment of commission for the Financial Year 2024-25 as well as aforementioned remuneration paid / payable for the period from 01 April 2025 to 31 August 2025 are in accordance with terms of remuneration approved by the Members of the Company at the Annual General Meeting held on 01 September 2020.

Mr. Kedar Vaze effectively steered the Company through the challenging times as is evidenced in the table above by the growth of 15.35% in the consolidated revenues in the Financial Year 2024-25 over the previous Financial Year despite the disruption in the manufacturing at the facility at Vashivali - the Company's biggest manufacturing facility - for almost the entire Financial Year on account of major fire. His continued commitment to long-term value creation for the shareholders is also evidenced by the growth in the consolidated profits in the Financial Year 2024-25 over the previous Financial Year when looked at before the impact of this fire. The loss caused by the fire at the facility is fully covered by the property insurance as well as loss of profit insurance covers already available with the Company and hence, the loss arising due to this fire is expected to be almost fully wiped out when insurance claim proceeds are obtained.

In view of the above, the Nomination and Remuneration Committee has recommended and the Board of Directors of the Company has approved: a) the waiver of the recovery of Rs. 1.79 Crore paid to Mr. Kedar Vaze that is appearing to be excess due to the loss in standalone Profit & Loss Account on account of the impact of loss from fire, which is a transient effect as explained above; and b) payment of commission to him for the Financial Year 2024-25 as also for payment of remuneration to him for the period from 01 April 2025 to 31 August 2025 (the said period being the remainder term of his current tenure).

Accordingly, it is proposed to seek approval of the Members by way of a Special Resolutions for: a) waiver of recovery of Rs. 1.79 Crore being the excess remuneration already paid to Mr. Kedar Vaze for the Financial Year 2024-25 as set out in Item No. 7 of the Notice; and b) payment of commission to Mr. Kedar Vaze for the Financial Year 2024-25 as also for payment of remuneration to him for the period from 01 April 2025 to 31 August 2025 (the said period being the remainder term of his current tenure) as minimum remuneration as set out in Item No. 8 in the Notice.

The remuneration as previously approved by the Members of the Company and paid/payable to Mr. Kedar Vaze is justified in terms of his key role within the Company.

Brief profile of Mr. Kedar Vaze is provided in **Annexure 1** to the Notice. Information as required under Schedule V to the Act is given in **Annexure 2** to the Notice.

The Articles of Association of the Company are available for inspection by the Members in electronic form as per the instructions provided in the Notes to this Notice.

Mr. Kedar Vaze is interested in the Resolutions set out at Item Nos. 7 and 8 of the Notice, which pertain to his remuneration. Mr. Ramesh Vaze – Non-Executive Chairman and Mrs. Prabha Vaze – Non-Executive Director, who are related to Mr. Kedar Vaze, may be deemed to be interested in the Resolutions set out at Item Nos. 7 and 8 of the Notice. Other relatives of Mr. Kedar Vaze may be deemed to be interested in the Resolutions set out at Item Nos. 7 and 8 of the Notice to the extent of their shareholding interest in the Company, if any.

Save and except the above, none of the Director(s), Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions mentioned at Item Nos. 7 and 8.

The Board of Directors recommends the Special Resolutions as set out in Item Nos. 7 and 8 of the Notice for the approval of the Members.

Item No. 9:

The Board of Directors of the Company at its Meeting held on 16 May 2025, pursuant to the recommendation of the Nomination and Remuneration Committee has approved the appointment of Ms. Pallavi Gokhale (DIN: 00036369) as an Additional Director (Non-Executive Non-Independent) of the Company with effect from 01 July 2025 to hold office up to the date of the ensuing Annual General Meeting of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act") and thereafter, subject to the approval of the Members of the Company, as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

The Company has received notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company.

Brief resume of Ms. Pallavi Gokhale, age, qualification, nature of her expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which she holds directorships and memberships/ chairmanships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year along with disclosure pertaining to her resignation from listed entities in the past three years as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are given in **Annexure 1** to the Notice.

Ms. Pallavi Gokhale is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as a Director. She is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. Ms. Pallavi Gokhale is not related to any Director of the Company. The Board is of the view that Ms. Gokhale's knowledge and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the Nomination and Remuneration Committee recommends her appointment to the Members.

The Articles of Association of the Company are available for inspection by the Members in electronic form as per the instructions provided in the Notes to this Notice.

None of the Director(s), Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 9.

The Board recommends the Ordinary Resolution as set out in Item No. 9 of the Notice for the approval of the Members.

Item No. 10:
As per Section 204 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board's Report, a secretarial audit report issued by a Practising Company Secretary.

Further, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), requires every listed entity to undertake secretarial audit by a secretarial auditor who shall be a peer reviewed company secretary and shall annex a secretarial audit report with the annual report of the listed entity.

Under the Listing Regulations, every listed entity shall based on the recommendation of the Board of Directors appoint / re-appoint an individual as a secretarial auditor for not more than one term of five consecutive years or a secretarial audit firm as secretarial auditor for not more than two terms of five consecutive years subject to approval of the Members at the Annual General Meeting. Further, the secretarial auditor should not have incurred any of the disqualifications as specified by the Securities and Exchange Board of India ("SEBI").

Accordingly, the Board at its meeting held on 16 May 2025, based on the recommendation of the Audit Committee, after evaluating and considering various factors such as fulfilment of eligibility criteria, capability, knowledge, expertise, industry experience, audit methodology, time and efforts required to be put in and reputation of the Firm, has approved the appointment of M/s. Mehta & Mehta, Peer Reviewed Firm of Company Secretaries in Practice (ICSI Firm Registration No. P1996MH007500) as the Secretarial Auditors of the Company for first term of 5 (five) consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30, subject to approval of the Members at this Annual General Meeting.

M/s. Mehta & Mehta is over 25-year-old firm promoted by Mr. Atul Mehta and Ms. Dipti Mehta. The firm started out as a practicing company secretaries' firm and today, the bouquet of services includes Management, Mentoring, Strategizing, Finance, Legal, Compliance, HR, Secretarial, Marketing, Operations, Sustainability and so on.

M/s. Mehta & Mehta have provided their consent to act as the Secretarial Auditors of the Company and have confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the Listing Regulations. They have confirmed that they are not disqualified and are eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the Listing Regulations.

The proposed remuneration payable to the Secretarial Auditors to conduct the Secretarial Audit for the Financial Year 2025-26 shall be ₹ 3,50,000/- alongwith reimbursement of out of pocket expenses and applicable service tax, if any. The remuneration proposed to be paid to the Secretarial Auditors for the Financial Year 2026-27 till the Financial Year 2029-30 will be determined by the Board of Directors of the Company, basis the recommendation of the Audit Committee and in consultation with the Secretarial Auditors, which will be commensurate with the scope of work and other requirements as mutually agreed.

The Company may also obtain the Annual Secretarial Compliance Report and such other certifications as may be mandatory or permitted to be sought from Secretarial Auditors under the applicable laws and engage with them on the other services which are not prohibited by SEBI or any other authority for which they will be remunerated separately on mutually agreed terms as approved by the Board of Directors in consultation with the Audit Committee.

None of the Director(s), Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 10.

The Board recommends the Ordinary Resolution as set out in Item No. 10 of the Notice for the approval of the Members.

Item No. 11:
Pursuant to Section 148 of the Companies Act, 2013 ("the Act") read with Companies (Cost Records and Audit) Rules, 2014, the Company is required to have audit of its cost records and in this regard, appoint a Cost Auditor to audit the cost records for applicable products of the Company.

The Board at its meeting held on 16 May 2025, based on the recommendation of the Audit Committee, considered and approved the appointment of M/s. Kishore Bhatia & Associates, Cost Accountants, as the Cost Auditor for the Financial Year 2025-26 at a remuneration of ₹ 2,40,000/- plus applicable taxes and reimbursement of out-of-pocket expenses.

M/s. Kishore Bhatia and Associates is a firm of Practising Cost accountants based in Mumbai offering a wide spectrum of Services to its esteemed clientele. The firm has handled various assignments in Costing such as Cost audit, Certifications, Setting up costing systems, Cost consultancy, Costing-based turnaround strategies, etc. across diverse industry and client base viz. Pharmaceuticals, Chemicals, Real Estate, Steel, Telecommunications, Petroleum, FMCG, etc. M/s. Kishore Bhatia and Associates have furnished a certificate regarding their eligibility for appointment as the Cost Auditors of the Company.

Pursuant to the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor needs to be ratified by the Members of the Company. Accordingly, approval of the Members is sought for ratification of the remuneration payable to the Cost Auditor for the Financial Year 2025-26.

None of the Director(s), Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 11.

The Board recommends the Ordinary Resolution as set out in Item No. 11 of the Notice for the approval of the Members.

By Order of the Board of Directors
of **S H KELKAR AND COMPANY LIMITED**
CIN: L74999MH1955PLC009593

Deepti Chandratre
Global Legal Counsel & Company Secretary
Membership No.: A20759

Date: 16 May 2025
Place: Mumbai
Registered Office: Devkaran Mansion, 36,
Mangaldas Road, Mumbai – 400002
E-mail: investors@keva.co.in
Website: www.keva.co.in
Tel No: +91 22 6606 7777

ANNEXURE 1

DETAILS OF THE DIRECTORS PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS WITH RESPECT TO DIRECTORS' APPOINTMENT/RE-APPOINTMENT AND REMUNERATION

Name of Director	Mrs. Prabha Vaze	Mr. Ramesh Vaze	Mr. Kedar Vaze	Ms. Pallavi Gokhale
Designation	Non-Executive Director	Non-Executive Director	Executive Director	Non-Executive Director
Director Identification Number (DIN)	00509817	00509751	00511325	00036369
Date of Birth and Age	19 June 1946, 78 years	30 April 1941, 84 years	12 November 1973, 51 years	22 October, 1971, 53 years
Qualification	Bachelor of Science from University of Mumbai	Bachelor of Science	Bachelor of Science from University of Mumbai Master of Science in organic chemistry from Indian Institute of Technology, Mumbai	Chartered Accountant and Cost Accountant
Nature of Expertise/ Experience	Business Development and Management & CSR Skills	Perfumery / F & F (Fragrances & Flavours) Business	Perfumery / F & F (Fragrances & Flavours) Business	Risk Management, Process and controls optimization, digitization, driving sustainable governance
Brief Resume	Appended at the end of this table	Appended at the end of this table	Appended at the end of this table	Appended at the end of this table
First Appointment on the Board	29 October 1980	01 February 1981	27 August 2010	01 July 2025
Terms & Conditions of Appointment/re-appointment	Re-appointment as a Non-Executive, Non-Independent Director liable to retire by Rotation	Re-appointed as a Non-Executive, Non-Independent Director in the AGM of the Company held on August 22, 2024 liable to retire by Rotation. He is Chairman of the Board of Directors.	Re-appointment as a Whole-Time Director & Group Chief Executive Director for a term of 3 years from September 01, 2025	Appointment as a Non-Executive, Non-Independent Director liable to retire by Rotation
Last Drawn remuneration	Details of remuneration have been provided in the Corporate Governance Report forming part of the Annual Report 2024-25	Mr. Ramesh Vaze did not receive any commission for the Financial Year 2024-25 on account of loss incurred by the Company on a standalone basis during the Financial Year ended 31 March 2025. Details of sitting fees have been provided in the Corporate Governance Report forming part of the Annual Report 2024-25	Details of remuneration have been provided in the Corporate Governance Report forming part of the Annual Report 2024-25	Not Applicable
Details of Remuneration sought to be paid	Sitting Fees	Sitting Fees & commission at 1% of standalone net profit of the company	Details of Remuneration sought to be paid are mentioned in the Explanatory Statement to Item Nos. 6 & 8.	Sitting Fees
No. of shares held in the Company as at 31 March 2025	17,97,309	14,48,980	1,49,06,555	650
Relationship with Directors/Manager/KMP	Spouse of Mr. Ramesh Vaze & Mother of Mr. Kedar Vaze	Spouse of Mrs. Prabha Vaze & Father of Mr. Kedar Vaze	Son of Mr. Ramesh Vaze and Mrs. Prabha Vaze	Not Related
No. of Board meetings attended out of 5 meetings held during the year	2 Mrs. Prabha Vaze could not attend 3 out of 5 Board Meetings on account of medical issues.	4	5	Not Applicable
Directorship Details	**Listed Company:** - S H Kelkar and Company Limited **Private / Public Companies:** - Keva Biotech Private Limited - Keva Fragrances Private Limited - Keva Flavours Private Limited - Keva Aromatics Private Limited - Keva Properties Private Limited - ASN Investment Advisors Private Limited - SKK Industries Private Limited - Keva Constructions Private Limited - Keva Industries Private Limited - Keva Ventures Private Limited - Keva Green Energy India Private Limited	**Listed Company:** - S H Kelkar and Company Limited **Private / Public Companies:** - Keva Fragrances Private Limited - Keva Flavours Private Limited - Keva Biotech Private Limited - Keva Aromatics Private Limited - Keva Properties Private Limited - Keva Susbde Biotech Private Limited - Keva Fragrance Industries Pte Limited - KNP Industries Pte Limited - PT SHK Keva Indonesia - KNP Retail Private Limited - KNP Industries Private Limited - Keva Constructions Private Limited - Keva Industries Private Limited - Keva Ventures Private Limited - Keva Green Energy India Private Limited	**Listed Company:** - S H Kelkar and Company Limited **Private / Public Companies:** - Keva Flavours Private Limited - Keva Fragrances Private Limited - Keva Constructions Private Limited - Keva Aromatics Private Limited - Keva Industries Private Limited - Keva Properties Private Limited - Evolutis India Private Limited - Keva Biotech Private Limited - Keva Susbde Biotech Private Limited - KNP Med Solutions Private Limited - KNP Retail Private Limited - Susbde Loc Nagpur Private Limited - Keva Ventures Private Limited - KNP Industries Private Limited - Keva Green Energy India Private Limited - Nutaste Food and Drink Labs Private Limited	**Listed Company:** - None **Private / Public Companies:** - Gokhale Charity Foundation

Name of Director	Mrs. Prabha Vaze	Mr. Ramesh Vaze	Mr. Kedar Vaze	Ms. Pallavi Gokhale
			- Keva UK Ltd - Keva Europe B. V. - Keva Italy S.r.l. - Anhui Ruibang Aroma Co Ltd - Creative Flavours & Fragrances SpA - Provier Beheer BV - KNP Biotech NL BV - Keva USA Inc. - KNP Industries Pte. Ltd.	
Listed entities from which the person has resigned in the past 3 years	Nil	Nil	Nil	Nil
Committee Positions	**S H Kelkar and Company Limited:** - Corporate Social Responsibility Committee (Member)	**S H Kelkar and Company Limited:** - Audit Committee (Member) - Corporate Social Responsibility Committee (Chairman) **Keva Fragrances Private Limited:** - Nomination & Remuneration Committee (Member)	**S H Kelkar and Company Limited:** - Audit Committee (Member) **Keva Fragrances Private Limited:** - Audit Committee (Member) - Nomination and Remuneration Committee (Member) - Corporate Social Responsibility Committee (Member)	-
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements (Applicable in case of appointment of Independent Directors)	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Brief Profile of Mrs. Prabha Vaze:

Mrs. Prabha Vaze is a Non-Executive, Non-Independent Director of our Company. She holds a degree of Bachelor of Science from University of Mumbai. She has a rich experience of over 40 years in the Company. She is actively involved in various CSR (Corporate Social Responsibility) activities of Keva group.

Mrs. Prabha Vaze is also one of the 2 (two) women directors currently on the Board of the Company who brings in gender diversity to the Board.

Brief Profile of Mr. Ramesh Vaze:

Known for his proficiency in perfumery and in-depth knowledge of customers and geographies, Mr. Ramesh Vaze has a rich industrial experience of 64 years. Mr. Ramesh Vaze, Master Perfumer, joined S H Kelkar's (Keva) family business in 1961 and is one of the promoters of the Company. He was instrumental in popularising Keva in international market as a reliable quality supplier of fragrances. Realising that automation would lead to faster output with almost 100% accuracy, Mr. Ramesh Vaze, an avant-garde visionary in the Fragrances & Flavours industry, brought automation in compounding of fragrances to India. Under his able leadership, Keva commissioned India's first automated plant for compounding of fragrances in 1994. He also introduced the concept of plantation of aromatic plants such as vetiver, lavender, patchouli, geranium, etc. to the farmer community in India. Mr. Ramesh Vaze has been a Director on the Board of the Company since 1981. He is also a trustee of Kelkar Education Trust.

Brief Profile of Mr. Kedar Vaze:

Mr. Kedar Vaze, a visionary leader born into an entrepreneurial lineage, excels in the realms of fragrance and flavours. His academic prowess, culminating in an MSc. In Chemistry from IIT Mumbai and further enriched by Stanford University's Global Managers Program, laid the foundation for his journey with Keva Group ("Keva") in 1996.

Rising from Chief Technology Officer to Group Chief Executive Officer, Kedar's strategic acumen propelled Keva to unprecedented heights, culminating in a successful IPO in 2015. Being a Master Perfumer and a Scientist, he today, also leads a team of Discovery and R&D. Under his able guidance, Keva became the only company of Indian origin to file patents in the field of fragrance and novel aroma ingredients. Kedar currently holds more than 30 patents to his name.

Beyond corporate success, Kedar's passion for perfumery and science and out of box thinking drives ground-breaking advancements, solidifying Keva's position as an industry trailblazer. Committed to upholding his family's entrepreneurial legacy, Kedar's leadership ensures Keva's continued growth and innovation in fragrance, poised to redefine industry standards.

Brief Profile of Ms. Pallavi Gokhale:

Ms. Pallavi Gokhale is a Chartered Accountant and Cost Accountant with over two decades of experience in consulting. Through her twenty plus years of professional services experience, Pallavi has supported large Indian organisations and multi-nationals across chemicals, automotive, industrial products and metals and mining sectors, in ensuring high levels of corporate governance while achieving business objectives.

Pallavi comes with deep experience in risk management, process and controls optimization, digitization and driving sustainable governance frameworks. Pallavi has been a partner at a large consulting organisation and has successfully executed several complex reengineering programs for multi-location, multi-business organizations contributing to operational efficiencies and creating long term value. With a strong track record of collaborating with leadership teams, she has been instrumental in partnering with organisations in setting up robust risk management practices.

ANNEXURE 2

ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013

I. General Information:

i. **Nature of Industry:** The Company is, inter alia, in the business of manufacturing, supplying and exporting fragrances, flavours and aroma ingredients.

ii. **Date or expected date of commencement of commercial production:** The Company was incorporated on 01 July 1955 and started commencement of production in the same year.

iii. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

iv. **Financial performance based on given indicators:**

Amount (₹ in Crores)

Particulars	FY 2024-25		FY 2023-24	
	Standalone	Consolidated	Standalone	Consolidated
Gross Turnover & Income	1,137.47	2,123.40	940.67	1,840.83
Profit before Exceptional Items and Tax	52.89	174.29	122.64	182.3
Exceptional Profit / (Loss)	(71.39)	(60.55)	-	-
Net Profit / (Loss) as per Statement of Profit & Loss (After Tax)	(13.56)	73.01	94.33	123.55
Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013	(4.64)	Not Applicable	122.05	Not Applicable
Net Worth	733.55	1,272.43	758.60	1,214.19

v. **Foreign investments or collaborators, if any: Not Applicable**

II. Information about the appointee:

i. **Background details:** Refer Brief Profile as annexed to the Notice.

ii. **Past remuneration during the financial year ended 31 March 2025:** The total remuneration payable to Mr. Kedar Vaze for the financial year ended 31 March 2025 is Rs. 3.73 Crore comprising of salary of Rs. 3 Crore (including allowances and retirals) and commission of Rs. 0.73 Crore payable at the rate of 1% of the consolidated profit of the Company for the FY 2024-25.

iii. **Recognition or awards:** NA

iv. **Job Profile and his suitability:** Refer proposal section stated above.

v. **Remuneration proposed:**

Scale of Salary: The Basic Salary shall be in the range of ₹ 10.34 Lacs and ₹ 19.11 Lacs payable monthly.

Perquisites and Performance Pay: As stated in Point B (iii) & (iv) of the Explanatory Statement to Item No. 6.

A commission of 1% of the consolidated net profits of the Company for each Financial Year will be paid.

It is proposed to authorize the Board to revise the terms of remuneration from time to time to the extent the Board may deem appropriate on the basis of performance of the appointee. Notice period is three months. There is no separate provision for payment of Severance Fees.

vi. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the Company, the profile of Mr. Kedar Vaze, the responsibilities shouldered by him, growth in Keva Group's turnover and profits and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

vii. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Besides the remuneration proposed to be paid to him, Mr. Kedar Vaze does not have any other pecuniary relationship with the Company. Mr. Kedar Vaze is son of Mr. Ramesh Vaze – Non-Executive Chairman and Mrs. Prabha Vaze – Non-Executive Director.

III. Other Information:

i. **Reasons of loss or inadequate profits:**

The Company's ("the Company" / "SHK") standalone profitability for FY 2024-25 was significantly impacted due to a major fire incident at its facility at Vashivali, Raigad District, Maharashtra on 23 April 2024. The Company reported a book loss of ₹ 160.18 crores comprising of inventory, property – plant & machinery. The Company has a comprehensive coverage from the insurance company and has got an interim relief of ₹ 95 crore during the year.

Vashivali was the only fragrance blending operation facility catering to domestic demand at standalone SHK. With the impact of fire, the Company had given a contract to Keva Fragrance Private Limited, wholly owned subsidiary to manufacture on behalf of the Company to maintain continuous service to its customers. The contract was made at cost plus mark-up in line with transfer pricing guidelines. This led to increase in cost of the Company on a standalone basis impacting its gross margin. Further, the Company had to incur incremental expenses to reinstate its operations at alternative site, part of which will get recovered from the insurance company under loss of profit policy.

Including the aforementioned exceptional items, the Company reported a standalone net loss of ₹13.56 crore for the Financial Year ended 31 March 2025. However, profit before exceptional items and tax stood at ₹52.89 crore on a standalone basis.

On a consolidated basis, the Company reported a profit of ₹ 73.01 crore for Financial Year ended 31 March 2025 and excluding an exceptional loss due to the fire, reported a profit of ₹ 174.29 crores even after accounting for loss to extra-ordinary event/fire during the Financial Year 2024-25.

ii. **Steps taken or proposed to be taken for improvement:**

The Company has ensured supplies to its customers without losing out on any major orders and has reported a revenue of ₹ 2,123.40 crores reflecting a 15.35% year on year growth despite the fire incident. The Company is in the process of reinstatement of its facility at Vashivali and setting up a facility at Vanavate which is expected to be operational in the Financial Year 2025-26. The new / reinstated facilities will ensure the desired profitability for the Company. Further, the Company is liasoning with the insurance company towards settlement of claim to recover the loss amount.

iii. **Expected increase in productivity and profits in measurable terms:**

The new / reinstated facilities with upgraded technology will enhance productivity and efficiencies to drive profitability and for supporting future growth. However, it is extremely difficult to forecast any profit numbers at this stage.

IV. Disclosures:

The information and disclosures of the remuneration package of all Directors for FY 2024-25 have been mentioned in the Corporate Governance Report forming part of the Annual Report as per the requirements of Section II of Part II of Schedule V of the Act. Mr. Kedar Vaze has not received any remuneration or commission from any of the subsidiaries of the Company.

Corporate Information

Board of Directors

Mr. Ramesh Vaze
Chairman & Non-Executive Director

Mr. Kedar Vaze
Whole-Time Director & Group CEO

Mrs. Prabha Vaze
Non-Executive Director

Mr. Deepak Raj Bindra
Independent Director

Mr. Shrikant Oka
Independent Director

Mr. Vasant Gujarathi
Independent Director

Ms. Neela Bhattacherjee
Independent Director

Group Chief Financial Officer

Mr. Rohit Saraogi

Global Legal Counsel and Company Secretary

Ms. Deepti Chandratre

Board Committees

Audit Committee
Mr. Vasant Gujarathi (C)
Mr. Shrikant Oka
Mr. Kedar Vaze
Ms. Neela Bhattacherjee

Nomination and Remuneration Committee
Ms. Neela Bhattacherjee (C)
Mr. Deepak Raj Bindra
Mr. Vasant Gujarathi

Corporate Social Responsibility Committee
Mr. Ramesh Vaze (C)
Mrs. Prabha Vaze
Mr. Shrikant Oka

Stakeholders' Relationship Committee
Mr. Vasant Gujarathi (C)
Mr. Deepak Raj Bindra
Mr. Shrikant Oka

Risk Management Committee
Mr. Shrikant Oka (C)
Mr. Vasant Gujarathi
Mr. Kedar Vaze
Mr. Rohit Saraogi

Auditors

Deloitte Haskins & Sells LLP,
Chartered Accountants

Subsidiaries

Domestic
Keva Fragrances Private Limited
Keva Flavours Private Limited
Keva Ventures Private Limited
Amikeva Private Limited

Overseas
Keva UK Ltd.
(England)

Keva Fragrance Industries Pte. Ltd.
(Singapore)

PT SHKKEVA Indonesia
(Indonesia)

Anhui Ruibang Aroma Company Ltd
(China)

Keva Europe B.V.
(The Netherlands)

Creative Flavours & Fragrances S.p.A.
(Italy)

Keva Italy Srl
(Italy)

Provier Beheer B.V.
(The Netherlands)

Holland Aromatics B.V.
(The Netherlands)

Keva USA Inc.
(United States of America)

Keva Germany GmbH
(Germany)

Associate Company

NuTaste Food & Drink Labs Private Limited

Registered Office

Devkaran Mansion, 36, Mangaldas Road,
Mumbai – 400 002

Corporate Office

S H Kelkar and Company Limited
LBS Marg, Mulund (West),
Mumbai – 400 080

Website

www.keva.co.in

Keva

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