NOTICE OF THE 28TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GEM AROMATICS LIMITED TO BE HELD ON FRIDAY, 27TH DAY OF JUNE, 2025 AT 09:00 A.M. (IST) / 09:30 P.M. (MST - 26TH DAY OF JUNE, 2025) THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025, and the reports of the Board of Directors and the Auditors.

   To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** the audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To re-appoint M/s. Chhajed & Doshi, Chartered Accountants as the Statutory Auditors of the company.

   To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. Chhajed & Doshi, Chartered Accountants (Firm Registration No. 101794W), be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office for a second term of five 5 consecutive years from the conclusion of 28th Annual General Meeting until the conclusion of the 33rd AGM to be held in 2030, at such remuneration as may be decided by the Board of Directors in consultation with the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

SPECIAL BUSINESS:

3. To ratify the remuneration to appoint M/S. Y. R. Doshi & Associates, Cost Accountants (Membership No. FRN 000286) as the Cost Auditors of the Company.

To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration as approved by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending on 31st March 2026, amounting to Rs. 1,80,000(Rupees One Lakh Eighty Thousand) plus applicable taxes and reimbursement of actual out of pocket expenses, as may be incurred by the Cost Auditor in this behalf, be and is hereby ratified and confirmed."

4. **Granting Borrowing Powers to the Board up to 500 crore under Section 180(1)(a)&(c) of the Companies Act, 2013.**

To consider and if thought fit to pass with or without modification the following resolution as an **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or nondetachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid."

"**RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) (**Companies Act**) and any other applicable laws, and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company, consent of the Company be accorded to the Board of Directors of the Company to borrow moneys from time to time, in the Board's discretion and on such terms and conditions as may be considered suitable by the Board, from one or more of the Company's banks or any other bank, financial institutions individuals, firms, limited liability partnership, companies, body corporates and any other persons, provided that the moneys to be borrowed together with the moneys borrowed by the Company, apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business, does not exceed ₹ 500 crores over and above the aggregate paid-up share capital, free reserves and securities premium of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board, be and is hereby jointly and severally authorised to finalise, settle and execute such documents, deeds, agreements as may be required and to do all acts, deeds, matters and things as may in its discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in regard to the aforesaid.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or Company Secretary, be forwarded to concerned authorities for necessary actions."

By order of the Board
For GEM AROMATICS LIMITED

GEM AROMATICS LIMITED

KAKSHA VIPUL PAREKH
DIRECTOR
DIN: 00235998

Place: Mumbai
Date: 30th May, 2025

NOTES: -

1. Pursuant to the Ministry of Corporate Affairs ("MCA")General Circular No. 20/2020 dated 5th May 2020; General Circular No. 14/2020 dated 8th April 2020; General Circular No.17/2020 dated 13th April 2020; General circular No. 22/2021 dated 14th December 2021; General circular No. 02/2021 dated 13th January 2021, General Circular No. 2/2022 dated 5th May 2022, General Circular No. 10/2022 dated 28th December 2022, General Circular No. 09/2023 dated 25th September 2023 and General Circular No. 09/2024 dated 19th September 2024 MCA has permitted the holding of the Annual General Meeting through VC / OAVM, without physical presence of the Members at a common venue. In compliance with the Companies Act, 2013 and the above-mentioned MCA Circulars, Annual General Meeting of the Company is being held through VC / OAVM on Friday, 27th Day of June, 2025 At 09:00 A.M. (IST) / 09:30 P.M. (MST–26th Day of June, 2025)

2. As the meeting is held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), no proxies are allowed.

3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, is annexed for the matter relating to Special Business to be transacted at the Meeting.

4. Copies of profit and loss account, balance sheet, schedules and notes along with directors' and auditors' report thereon are available at the registered office of the company during working hours of on the date of annual general meeting.

5. Corporate members are required to send to the company a certified copy of the board resolution, pursuant to section 113 of the Companies act, 2013, authorising their representatives to attend and vote at the AGM.

6. Members are required to email their admission slip before the AGM to the email id – secretarial@gemaromatics.in

7. As the meeting is held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), no map is required to be annexed for the venue of the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Agenda Item No. 3

The Board of Directors at their meeting held on 30th May, 2025, approved the appointment of M/s M/S. Y R Doshi & Associates, Cost Accountants (Membership No. FRN 000286), at a remuneration of Rs 1,80,000/- (Rupees One Lakh Eighty Thosuand only) excluding applicable Tax to conduct the Cost Audit of the Company for the financial year 2025-26. In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditor Rules), 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution for your approval.

Agenda Item No. 4

Pursuant to Section 180(1)(a) & (c) of the Companies Act, 2013, the Board of Directors of a company shall exercise the power to borrow moneys where money to be borrowed together with the money already borrowed by the company will exceed aggregate of its paid up capital, securities premium and free reserves apart from temporary loans obtained from the Company's bankers in the ordinary course of business by obtaining approval of the Shareholders in a General Meeting by way of Special Resolution.

In order to further expand its business and it meet the increased financials needs, the company may be required to borrow either secured or unsecured from Bank, financial institutions, individuals, firms, limited liability partnership, companies, body corporates and any other person.

In this regard, it is proposed to grant the Board of Directors powers to borrow moneys which taken together with the moneys borrowed by the company apart from temporary loans obtained or to be obtained from the Companys Bankers in the ordinary course of business, does not exceed Rs. 500 crore over and above the aggregate paid up capital, free reserves and securities premium of the company.
The Board recommends the resolution for approval of the members of the company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolution for your approval.

For GEM AROMATICS LIMITED

GEM AROMATICS LIMITED

KAKSHA VIPUL PAREKH
DIRECTOR
DIN: 00235998

Place: Mumbai
Date: 30th May, 2025

ATTENDANCE SLIP

Regd. Folio No.: ______________________

DP ID: ____________________

Client ID/Ben. A/C: __________________

No. of shares held: _____________________

Name of the Shareholder:__________________

I certify that I am a registered shareholder for the Shareholder Meeting of the Company and hereby record my presence at the 28th Annual General Meeting of the Company on Friday, 27th Day of June, 2025 At 09:00 A.M. (IST) / 09:30 P.M. (MST–26th Day of June, 2025) through video conferencing or audio visual means.

____

Name and Signature of the Shareholder

E INVITE INSTRUCTIONS

Respected Members/Directors/Auditors/Invitees,
We are conducting the Annual General Meeting through Audio-Visual (AV) means. All the members / invitees/participants will be attending this meeting virtually from their respective residence/home.

Accordingly, kindly note the **following instructions** for the smooth flow of the meeting.

- Please join the meeting at least **10 minutes in advance** to complete all testing and logistic issues.
- The participants are requested to attend the **meeting in official attire/outfit only.**
- At the **meeting,** please keep **your video on** so that we can **complete the roll call.**
- The Company Secretary will undertake roll call to seek a **confirmation on the presence of all the participants** and **receipt of requisite papers.** The participants may please confirm the same in affirmative.
- The Notice of the meeting will be uploaded/shared on the screen and the control of the screen will be with Mrs. Pooja Bhandari.
- All the participants shall be on **mute by default at the start of the meeting** and the respective participants/members **can unmute themselves at the time of presentation / speaking.**
- Every participant/presenter **shall identify himself/herself** at the **time of making presenting/speaking** on any item of agenda.
- To ensure smooth and orderly flow of the meeting, it is recommended that **all questions/comments** may be raised **after the completion** of particular agenda item.
- All the presenter are advised to strictly follow the **sequence of agenda presentation** and flow as indicated in the timesheet to ensure timely completion of the meeting.
- Please ensure the WIFI/Dongle/hotspot/Router etc. is up and **running with good speed** during the whole duration of the meeting to enable you to participate efficiently.
- In case of any loss of signal/drop out due to any technical glitch **please re-join and confirm your presence** at the earliest.
- In case of any eventuality at our end, Mr. Vinay Mourya (Contact: +91 86042 40031) or Mr. Sunny Sobhani (+91 9320003358) will take control and run the meeting only for the technical matters.
- Please ensure that **no person other than the invited participants** should have access to this e-meeting.
- Please **do not forward this invite** to any other person. If any additional team members are to be invited, kindly inform Mr. Vinay Mourya (Contact: +91 86042 40031) and in his absence Sunny Sobhani (+91 9320003358) (IT Persons) who will send the invite.
- The meeting will be **recorded.**
- We encourage you to **download the Zoom App/ Microsoft team app** and **test the link in advance** before the start of the meeting. We recommend do not use / join through web-version because it may have voice and video quality issue.

- If you are unable to download the **Zoom App/ Microsoft team app**, please reach out our IT Person Mr. Vinay Mourya (Contact: +91 86042 40031) or Sunny Sobhani (+91 9320003358) for assistance at the earliest.

If you need any assistance during the meeting you can reach out to Mr. Vinay Mourya (Contact: +91 86042 40031) or Sunny Sobhani (+91 9320003358).

Since all the participants would be joining virtually from their respective residence/home, in case of any eventuality/ technical glitch, please do co-operate and support, and allow us time to recoup the system to have the meeting up and running again smoothly.

Instructions for joining the meeting through Microsoft team/ Zoom App

- In the email sent separately, there is an option to **Join Microsoft Teams Meeting/ Zoom App.** Click on the said link
- Download the Zoom App/ Microsoft team app on your PC/tablet/Phone (if not done earlier) and keep it ready.
- In case, **you have Zoom App/ Microsoft team app** on your system/device, it will **direct you to Zoom App/ Microsoft team app** to connect the meeting. Thereafter, click **Join now** tab to join the meeting.
- In you do not have/fail to configure Zoom App/ Microsoft team app on your system/device by any chance, then you can join through web page instead. Kindly click on **Join on the web.** Thereafter, a new web page will open, wherein you need to write your name and click on **Join now** tab and wait therein, we will accept and allow you to join the meeting.

We seek your co-operation for successful conduct and completion of this e-meeting.

INDEPENDENT AUDITORS' REPORT

To The Members of
Gem Aromatics Limited
(formerly known as Gem Aromatics Private Limited)

Report on the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Gem Aromatics Limited (formerly known as Gem Aromatics Private Limited) ("the Company"), which comprise the balance sheet as at March 31, 2025, and the statement of profit and loss (including other comprehensive income), statement of cash flow for the year then ended, statement of changes in equity, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

   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 Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

2. We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("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 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 we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Other Information

3. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report, but does not include the standalone and consolidated financial statements and our auditor's report thereon. The Director's Report is expected to be made available to us after the date of this auditor's report.

   Our opinion on the standalone financial statements does not cover the other information and we will 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 identified above when it becomes available and, in doing so, consider whether

CHHAJED & DOSHI MUMBAI 400 069. CHARTERED ACCOUNTANTS

the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Director's Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 "The Auditors Responsibilities Relating to Other Information".

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

4. The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

   In preparing the standalone financial statements, 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 Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the company's financial reporting process.

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

5. 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.

CHHAJED & DOSHI * CHARTERED ACCOUNTANTS * MUMBAI 400 069.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system 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 Management and Board of Directors.

- Conclude on the appropriateness of Management and Board of Director's use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 control that we identify during our audit.

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

Report on Other Legal and Regulatory Requirements

6. As required by section 143 (3) of the Act, we report that:

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

   b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books except for the matter stated in the paragraph 6(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

CHHAJED & DOSHI
MUMBAI 400 069.
CHARTERED ACCOUNTANTS

c. The balance Sheet, the Statement of profit and loss (including other comprehensive income), the cash flow statement and the 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, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

e. On the basis of written representations received from the directors as on March 31, 2025 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **"Annexure I"**.

g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, 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 directors during the year is in accordance with the provisions of Section 197 of the Act.

h. The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 6(b) above on reporting under Section 143(3)(b) of the Act and paragraph 6(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

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

   i. The Company has disclosed impact of pending litigations on its financial position in its standalone financial statements - refer note 38 to the standalone financial statement.

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

   iii. There were no amounts which were required to be 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, 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 or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, 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, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, 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; and

(c) In our opinion and based on the audit procedures, we have 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 (a) and (b) contain any material misstatement.

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

vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account 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 except at the database level to log any direct data changes to the accounting software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

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

For CHHAJED & DOSHI
Chartered Accountants
Firm Registration No.:101794W

A Chhajed

CHHAJED & DOSHI MUMBAI 400 069. CHARTERED ACCOUNTANTS

Place: Mumbai
Date: May 30, 2025

Abhinav Chhajed
Partner
Membership No. 196452
UDIN: 25196452BMNVZI3531

Annexure I to the Independent Auditors' Report
(Referred to in our report of even date)
Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. We have audited the internal financial controls over financial reporting of Gem Aromatics Limited (formerly known as Gem Aromatics Private Limited) ("the Company"), as at March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Control 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 company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, 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 over financial reporting 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, 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 system over financial reporting.

CHHAJED & DOSHI MUMBAI 400 069. CHARTERED ACCOUNTANTS

Meaning of Internal Financial Controls over Financial Reporting

4. A company's internal financial control over financial reporting 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 over financial reporting includes those policies and procedures that:
   i. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
   ii. 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
   iii. 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 over Financial Reporting

5. Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

6. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Control over Financial Reporting issued by the ICAI.

For CHHAJED & DOSHI
Chartered Accountants
Firm Registration No.: 101794W

A Chhajed

CHHAJED & DOSHI MUMBAI 400 069. CHARTERED ACCOUNTANTS

Place: Mumbai
Date: May 30, 2025

Abhinav Chhajed
Partner
Membership No.: 196452
UDIN: 25196452BMNVZI3531

Annexure II to the Independent Auditors' Report
(Referred to in our report of even date)

According to the information and explanations sought by us and given by the Company and the books of accounts 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 relevant details of right-of-use assets.

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

(b) The Company has a program for physical verification of its property, plant and equipment every year which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and based on verification of records provided to us, we report that, the title deeds of all the immovable properties disclosed in the standalone financial statements are held in the name of the Company (other than properties where the Company is the lessee and the lease arrangements are duly executed in favour of the lessee).

(d) The Company has not revalued its property, plant and equipment including right of use assets or intangible assets during the year.

(e) As per the information and explanation provided to us no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) (a) In our opinion and according to the information and explanations given to us, the inventories, except goods-in-transit, have been physically verified during the year by the management. 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. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed.

(b) The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements filed by the company with such banks and financial institutions are in agreement with the books of account of the Company.

(iii) (a) The Company has not provided any security to companies, firms, limited liability partnerships or any other parties during the year. According to the information and explanations given to us and on the basis of our examination of the records, the Company has provided guarantee and granted loans to subsidiaries. The details of the same are given below:

CHHAJED & DOSHI * MUMBAI 400 069. * CHARTERED ACCOUNTANTS

(Amt. in INR million)

Particulars	Loan Amount	Guarantee Amount
Aggregate amount during the year		
- Subsidiaries	585.59	400.00
- Associates	-	-
- Others	-	-
Balance outstanding as at Balance Sheet date		
- Subsidiaries	810.67	1283.00
- Associates	-	-
- Others	-	-

(b) The Company has not provided any security during the year. Further, in our opinion, and according to the information and explanations given to us, the terms and conditions of the guarantee and grant of all loans are, prima facie, not prejudicial to the interest of the Company.

(c) The schedule of repayment of principal and payment of interest has been stipulated and the repayments/receipts of principal and payment of interest are regular as per the terms of sanction.

(d) There is no overdue amount in respect of loans granted to such companies or other parties.

(e) There is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to same parties.

(f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 & 186 of the Companies Act, 2013 ("the Act") in respect of loans given and investments made and guarantees and security provide by it, as applicable.

(v) The Company has not accepted deposits from public hence directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under and hence reporting under clause (v) of the said Order is not applicable to the Company.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148 of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Goods & Services tax, Customs duty and other material statutory dues as applicable to the company, have generally been regularly deposited during the year by the Company with the appropriate authorities.

CHHAJED & DOSHI * MUMBAI 400 069. * CHARTERED ACCOUNTANTS

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

(b) According to the information and explanation given to us and the records of the Company, there have been no dues in respect of Sales Tax, Income Tax, Value Added Tax, Custom Duty, Excise Duty, Goods & Services tax and Service Tax etc. which have not been deposited on account of any dispute except following:

(Amt. in INR million)

Name of Statute	Nature of dues	Amount Rs.	Period to which it relates	Forum where dispute is pending
Customs Act, 1962	Customs Duty	1.38	AY 2008-09, AY 2010-11, AY 2012-13	Commissioner, Customs
		1.00	AY 2008-09 to AY 2012-13	Commissioner, Customs
		1.21	AY 2011-12 & AY 2013-14	Commissioner, Customs
		15.35	AY 2010-11 to AY 2015-16	Customs, Excise and Service Tax Appellate Tribunal
		281.73	AY 2010-11 to AY 2015-16	Customs, Excise and Service Tax Appellate Tribunal
		0.11	AY 2021-22	Commissioner, Customs
Income Tax Act, 1961	Income Tax	3.24	AY 2012-13	Commissioner of Income Tax (Appeals)
		18.78	AY 2013-14	Commissioner of Income Tax (Appeals)
		38.12	AY 2014-15	Commissioner of Income Tax (Appeals)
		2.04	AY 2018-19	Jurisdictional Assessing Officer of Income Tax
		1.40	AY 2019-20	Jurisdictional Assessing Officer of Income Tax
GST Law	Goods and Services Tax	32.79	AY 2019-20	Allahabad High Court
		2.32	AY 2020-21	Allahabad High Court
Trade Tax - Uttar Pradesh (Revenue Department)	Trade Tax	176.48	AY 1993-94 to 2007-08	Supreme Court

CHHAJED & DOSHI MUMBAI 400 069. CHARTERED ACCOUNTANTS

(viii) According to information and explanations given to us and on the basis of examination of the records of the Company, 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 during the year.

(ix) (a) The Company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.

(c) The Company has not taken any term loans during the year and there are no unutilized term loans at the beginning of the year and hence reporting under clause (ix)(c) of the Order is not applicable to the Company.

(d) In our opinion and according to the information and explanations given to us, and on an overall examination of the standalone financial statements of the Company, funds raised on short term basis have, prima facie, not been utilised during the year for long term purposes by the Company.

(e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) (a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partially or optionally) during the year and hence reporting under clause (x)(b) of Order is not applicable to the Company.

(xi) (a) During the course of our examination of the books and records of the Company carried out in accordance with generally accepted auditing practices in India and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year. We have not been informed of any such case by the management.

(b) No report under sub-section (12) of section 143 of the 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.

(c) According to information and explanation given to us by the management, no whistle blower complains were received during the year by the Company.

(xii) The company is not a Nidhi Company, thus reporting requirement under clause (xii) of the said Order is not applicable.

CHHAJED & DOSHI
MUMBAI
400 069.
CHARTERED ACCOUNTANTS

(xiii) According to the information and explanations given to us and in our opinion, all the transactions with the related parties as defined under the Act are in compliance with provisions of sections 177 and 188 of the Act where applicable and the details have been disclosed in the standalone financial statements, 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.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till the date of the audit report, in determining the nature, timing and extent of our audit procedures.

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

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

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year without a valid Certificate of Registration (CoR) from the RBI as per the Reserve Bank of India Act, 1934.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the RBI. Accordingly, reporting under Clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC, and therefore reporting under clause (xvi)(d) of the Order is not applicable to the Company.

(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 during the year and accordingly reporting under clause (xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities 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.

CHHAJED & DOSHI MUMBAI 400 069. CHARTERED ACCOUNTANTS

(xx) (a) According to the information and explanations given to us, there are no unspent amounts towards Corporate Social Responsibility ("CSR") on other than ongoing projects, requiring a transfer to a fund specified in Schedule VII to the Act in compliance with second proviso to sub-section (5) of Section 135 of the Act, and hence reporting under clause (xx)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us, there are no unspent amounts towards CSR on ongoing projects, requiring a transfer to a special account in compliance with provisions of sub-section (6) of Section 135 of the said Act, and hence reporting under clause (xx)(b) of the Order is not applicable to the Company.

For CHHAJED & DOSHI
Chartered Accountants
Firm Registration No.: 101794W

Chhajed

CHHAJED & DOSHI MUMBAI 400 069. CHARTERED ACCOUNTANTS

Place: Mumbai
Date: May 30, 2025

Abhinav Chhajed
Partner
Membership No.: 196452
UDIN: 25196452BMNVZI3531

GEM AROMATICS LIMITED
(Formerly known as Gem Aromatics Private Limited)
CIN: U24246MH1997PLC111057
STANDALONE BALANCE SHEET AS AT MARCH 31, 2025

(Amounts in ₹ million unless stated otherwise)

Particulars	*Note*	As at March 31, 2025	As at March 31, 2024
ASSETS			
(A) Non-current assets			
(a) Property, plant and equipment	*(3)(a)*	341.59	360.37
(b) Right-of-use assets	*(4)*	24.91	6.48
(c) Capital work in progress	*(3)(b)*	56.92	16.90
(d) Other intangible assets	*(3)(c)*	0.43	0.29
(e) Financial assets			
(i) Investments	*(5)*	13.22	10.55
(ii) Loans	*(7)*	810.67	190.66
(iii) Other financial assets	*(8)*	14.69	2.91
(f) Deferred tax assets (net)	*(9)*	5.21	6.73
(g) Income tax assets (net)		42.31	7.33
(h) Other non current assets	*(10)*	0.68	0.80
Total non-current assets		**1,310.63**	**603.02**
(B) Current assets			
(a) Inventories	*(11)*	1,561.64	1,690.25
(b) Financial assets			
(i) Trade receivables	*(6)*	1,369.71	426.20
(ii) Cash and cash equivalents	*(12)(a)*	1.03	157.01
(iii) Bank balances other than (ii) above	*(12)(b)*	4.95	4.75
(iv) Loans	*(7)*	1.01	0.34
(v) Other financial assets	*(8)*	0.73	138.07
(c) Other current assets	*(10)*	216.57	294.17
Total current assets		**3,155.64**	**2,710.80**
TOTAL ASSETS		**4,466.27**	**3,313.82**
EQUITY AND LIABILITIES			
(A) Equity			
(a) Equity share capital	*(13)*	93.71	93.71
(b) Other equity	*(14)*	2,745.17	2,176.76
Total equity		**2,838.88**	**2,270.47**
(B) Liabilities			
(I) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	*(15)*	0.61	1.55
(ii) Lease liabilities	*(28)*	20.70	2.85
(ii) Other financial liabilities	*(17)*	6.71	5.41
Total non-current liabilities		**28.02**	**9.81**
(II) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	*(15)*	1,420.79	839.84
(ii) Lease liabilities	*(28)*	4.11	4.90
(iii) Trade payables	*(16)*		
1. Total outstanding dues of micro enterprises and small enterprises		6.94	37.37
2. Total outstanding dues of creditors other than micro enterprises and small enterprises		152.51	110.58
(iv) Other financial liabilities	*(17)*	9.99	6.55
(b) Other current liabilities	*(18)*	4.27	33.34
(c) Provisions	*(19)*	0.76	0.96
Total current liabilities		**1,599.37**	**1,033.54**
TOTAL EQUITY AND LIABILITIES		**4,466.27**	**3,313.82**

Material accounting policies *(2)*

The accompanying notes from 1 to 43 form an integral part of the financial statements.

As per our report of even date

For CHHAJED & DOSHI
Chartered Accountants
Firm's Registration No.: 101794W

ABHINAV UTTAMCHAND CHHAJED
Digitally signed by ABHINAV UTTAMCHAND CHHAJED
Date: 2025.05.30 23:46:00 +05'30'

CA Abhinav Chhajed
Partner
Membership Number: 196452
Place : Mumbai
Date : May 30, 2025

For and on behalf of the Board of Directors of
Gem Aromatics Limited
(Formerly known as Gem Aromatics Private Limited)
CIN: U24246MH1997PLC111057

KAKSHA VIPUL PAREKH

Kaksha Vipul Parekh
Whole Time Director & CFO
DIN : 00235998
Place : Mumbai
Date : May 30, 2025

YASH PAREKH

Yash Parekh
Managing Director & CEO
DIN : 03514313
Place : New Jersey, USA
Date : May 30, 2025

POOJA PADAM BHANDARI

Pooja Padam Bhandari
Company Secretary
Membership Number: 73944
Place : Mumbai
Date : May 30, 2025

GEM AROMATICS LIMITED
(Formerly known as Gem Aromatics Private Limited)
CIN: U24246MH1997PLC111057
STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

(Amounts in ₹ million unless stated otherwise)

Particulars	*Note*	Year ended March 31, 2025	Year ended March 31, 2024
(1) INCOME			
(a) Revenue from operations	*(20)*	4,969.56	4,474.81
(b) Other income	*(21)*	52.35	29.00
TOTAL INCOME		**5,021.91**	**4,503.81**
(2) EXPENSES			
(a) Cost of materials consumed	*(22)*	3,638.96	3,442.46
(b) Changes in inventories of finished goods and work-in-progress	*(23)*	130.89	(21.17)
(c) Employee benefits expense	*(24)*	124.53	107.66
(d) Finance costs	*(25)*	70.65	58.98
(e) Depreciation and amortisation expenses	*(26)*	66.46	61.29
(f) Other expenses	*(27)*	217.56	188.22
TOTAL EXPENSES		**4,249.05**	**3,837.44**
(3) Profit before tax (1-2)		**772.86**	**666.37**
(4) Tax expenses	*(36)*		
(a) Current tax		197.00	176.50
(b) Deferred tax		1.56	(4.22)
(c) Tax relating to prior years		5.76	(0.54)
Total Tax expense		**204.32**	**171.74**
(5) Profit for the year (3-4)		**568.54**	**494.63**
(6) Other comprehensive income			
(a) Items that will not be reclassified to profit / (loss)			
(i) Remeasurement of defined employee benefit plans		(0.17)	0.58
(b) Income tax relating to items that will not be reclassified to profit / (loss)			
(i) Deferred tax on remeasurement of defined employee benefit plans		0.04	(0.15)
Total other comprehensive income for the year		**(0.13)**	**0.43**
(7) Total comprehensive income for the year (5+6)		**568.41**	**495.06**
Earnings per equity share of face value of Rs. 2 each	*(35)*		
(1) Basic		*12.13*	*10.56*
(2) Diluted		*12.13*	*10.56*

Material accounting policies *(2)*

The accompanying notes from 1 to 43 form an integral part of the financial statements.

As per our report of even date

For CHHAJED & DOSHI
Chartered Accountants
Firm's Registration No.: 101794W

ABHINAV UTTAMCHAND CHHAJED
Digitally signed by ABHINAV UTTAMCHAND CHHAJED
Date: 2025.05.30 23:46:25 +05'30'

CA Abhinav Chhajed
Partner
Membership Number: 196452
Place : Mumbai
Date : May 30, 2025

For and on behalf of the Board of Directors of
Gem Aromatics Limited
(Formerly known as Gem Aromatics Private Limited)
CIN: U24246MH1997PLC111057

KAKSHA VIPUL PAREKH
Digitally signed by KAKSHA VIPUL PAREKH
Date: 2025.05.30 20:28:50+05'30'

Kaksha Vipul Parekh
Whole Time Director & CFO
DIN : 00235998
Place : Mumbai
Date : May 30, 2025

YASH PAREKH
Digitally signed by YASH PAREKH
Date: 2025.05.30 20:30:36+05'30'

Yash Parekh
Managing Director & CEO
DIN : 03514313
Place : New Jersey, USA
Date : May 30, 2025

POOJA PADAM BHANDARI
Digitally signed by POOJA PADAM BHANDARI
Date: 2025.05.30 20:34:59+05'30'

Pooja Padam Bhandari
Company Secretary
Membership Number: 73944
Place : Mumbai
Date : May 30, 2025

GEM AROMATICS LIMITED
(Formerly known as Gem Aromatics Private Limited)
CIN: U24246MH1997PLC111057
STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2025

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2025	As at March 31, 2024
(A) Cashflows from operating activites		
Profit before tax	**772.86**	**666.37**
Adjustment for:		
Depreciation and amortisation charge	61.62	56.62
Amortisation of right-of-use assets	4.84	4.67
Interest on lease liabilities	0.63	0.91
Interest on borrowings	70.02	58.07
Unrealised fair value (gain) / loss on forward contracts (Net)	(0.01)	(8.34)
Interest income	(45.35)	(18.99)
Unrealised foreign exchange (gain) / loss (Net)	8.18	(1.06)
Allowance for doubtful debts & advances	0.80	0.89
Sundry balances written back	(0.94)	(0.52)
Guarantee commission on financial guarantee given	(0.90)	(0.39)
(Profit)/Loss on sale of property, plant and equipment (Net)	(0.83)	0.04
Operating cash flow before working capital changes	**870.92**	**758.27**
Adjustment for changes in working capital:		
(Increase) / Decrease in inventories	128.61	(307.78)
(Increase) / Decrease in trade receivable	(951.69)	364.61
(Increase) / Decrease in other assets	82.88	(187.77)
Increase / (Decrease) in trade payables	11.51	(52.18)
Increase / (Decrease) in other liabilities	(25.54)	(1.61)
Cash generated from operations	**116.68**	**573.54**
Taxes paid (Net of refunds)	(237.74)	(153.51)
Net cashflows from operating activities	**(121.05)**	**420.03**
(B) Cashflows from investing activities		
Purchase of property, plant and equipment and other intangible assets	(83.91)	(62.41)
Sale of property, plant and equipment*	1.74	-
Bank deposits (placed) / matured	122.00	(126.75)
Interest received	6.86	7.67
Loans given to subsidiary	(585.59)	(65.80)
Net cashflows from investing activities	**(538.90)**	**(247.29)**
(C) Cashflows from financing activities		
Proceeds from / (repayment of) borrowings - current (net)	576.45	(52.46)
Repayment of borrowings - non-current	(0.94)	(1.28)
Interest paid	(65.52)	(56.58)
Payment of lease liabilities including interest (Refer note 28)	(6.03)	(5.64)
Net cashflows from financing activities	**503.97**	**(115.96)**
Net (decrease)/increase in cash and cash equivalents (A+B+C)	**(155.98)**	**56.78**
Cash and cash equivalents at the beginning of the year	157.01	100.23
Cash and cash equivalents at the end of the year	**1.03**	**157.01**
Cash and cash equivalents comprise of:		
Cash on hand	0.14	0.20
Balance with banks:		
In current accounts	0.89	0.95
In cash credit account	-	100.86
In deposit account with original maturity of 3 months or less	-	55.00
Total cash and cash equivalents	**1.03**	**157.01**

Material accounting policies [Note (2)]

The accompanying notes from 1 to 43 form an integral part of the financial statements.

Notes :
1. The cashflow statement has been prepared under the indirect method as set out in Indian Accounting standard (Ind AS) 7 'Statement of cash flows' as specified under section 133 of the Companies Act, 2013.

As per our report of even date

For CHHAJED & DOSHI
Chartered Accountants
Firm's Registration No.: 101794W

ABHINAV UTTAMCHAND CHHAJED
Digitally signed by ABHINAV UTTAMCHAND CHHAJED
Date: 2025.05.30 23:46:41 +05'30'

CA Abhinav Chhajed
Partner
Membership Number: 196452
Place : Mumbai
Date : May 30, 2025

For and on behalf of the Board of Directors of
Gem Aromatics Limited
(Formerly known as Gem Aromatics Private Limited)
CIN: U24246MH1997PLC111057

KAKSHA VIPUL PAREKH

Kaksha Vipul Parekh
Whole Time Director & CFO
DIN : 00235998
Place : Mumbai
Date : May 30, 2025

YASH PAREKH

Yash Parekh
Managing Director & CEO
DIN : 03514313
Place : New Jersey, USA
Date : May 30, 2025

POOJA PADAM BHANDARI

Pooja Padam Bhandari
Company Secretary
Membership Number: 73944
Place : Mumbai
Date : May 30, 2025

GEM AROMATICS LIMITED
(Formerly known as Gem Aromatics Private Limited)
CIN: U24246MH1997PLC111057
STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

(A) Equity share capital

(Amounts in ₹ million unless stated otherwise)

Particulars	Note	Amount
Balance as at April 1, 2024		**93.71**
Changes in equity share capital during the year	(13)	-
Balance as at March 31, 2025		**93.71**
Balance as at April 1, 2023		**17.85**
Changes in equity share capital during the year	(13)	**75.86**
Balance as at March 31, 2024		**93.71**

(B) Other equity

(Amounts in ₹ million unless stated otherwise)

Particulars	Reserve and surplus			Other comprehensive income	Total equity
	General reserve	Securities premium	Retained earnings	Remeasurement of defined benefit plan	
Balance as at April 1, 2024	**0.32**	**401.98**	**1,773.84**	**0.62**	**2,176.76**
Profit for the year	-	-	568.54	-	568.54
Changes during the year	-	-	-	(0.13)	(0.13)
Balance as at March 31, 2025	**0.32**	**401.98**	**2,342.38**	**0.49**	**2,745.17**
Balance as at April 1, 2023	**0.32**	**477.84**	**1,279.21**	**0.19**	**1,757.56**
Profit for the year	-	-	494.63	-	494.63
Changes during the year	-	-	-	0.43	0.43
Bonus issue of equity share	-	(75.86)			(75.86)
Balance as at March 31, 2024	**0.32**	**401.98**	**1,773.84**	**0.62**	**2,176.76**

Nature and purpose of reserves

(a) General reserves : General reserve comprises of transfer of profits from retained earnings for appropriation purposes under the erstwhile Companies Act, 1956. The reserve can be distributed or utilised by the Company in accordance with specific requirements of the Companies Act, 2013

(b) Securities premium reserve: The amount received in excess of face value of the equity shares is recognised in Securities Premium. It can be used only in accordance with provisions of Companies Act, 2013 for specified purposes.

(c) Retained earnings: Retained earnings are the profits that the Company has earned till date net of appropriations. It is available for distribution to shareholders.

The accompanying notes from 1 to 43 form an integral part of the financial statements.

As per our report of even date

For CHHAJED & DOSHI
Chartered Accountants
Firm's Registration No.: 101794W

ABHINAV UTTAMCHAND CHHAJED
Digitally signed by ABHINAV UTTAMCHAND CHHAJED
Date: 2025.05.30 23:46:55 +05'30'

CA Abhinav Chhajed
Partner
Membership Number: 196452
Place : Mumbai
Date : May 30, 2025

For and on behalf of the Board of Directors of
Gem Aromatics Limited
(Formerly known as Gem Aromatics Private Limited)
CIN: U24246MH1997PLC111057

KAKSHA VIPUL PAREKH
Digitally signed by KAKSHA VIPUL PAREKH
DN: C=IN, O="Personal,CID - 7000328", Phone=b49babe8d134aa2429bad6048991d4cf3075b813f3772642355c7ba58b34d88d, PostalCode=400076, S=Maharashtra, SERIALNUMBER=4bb754b02e06b50f96aeb2f2c966d91c0853b7b95f056361bd1f628a0e2b5981, CN=KAKSHA VIPUL PAREKH
Reason: I am the author of this document
Location:
Date: 2025.05.30 20:21:08+05'30'
Foxit PDF Editor Version: 2024.1.0

Kaksha Vipul Parekh
Whole Time Director & CFO
DIN : 00235998
Place : Mumbai
Date : May 30, 2025

YASH PAREKH
Digitally signed by YASH PAREKH
DN: C=IN, O="Personal,CID - 6970020", Phone=915296876dbf6a9a270058f6c136d2cc329023bdf7adbf58c0d57c11deb40bc6, PostalCode=400077, S=Maharashtra, SERIALNUMBER=6f0fbce467fffc91f4a441eaa5742abe9c4189cf06bda06949f0bc36f70a8234, CN=YASH PAREKH
Reason: I am the author of this document
Location:
Date: 2025.05.30 20:23:35+05'30'
Foxit PDF Editor Version: 2024.1.0

Yash Parekh
Managing Director & CEO
DIN : 03514313
Place : New Jersey, USA
Date : May 30, 2025

POOJA PADAM BHANDARI
Digitally signed by POOJA PADAM BHANDARI
DN: C=IN, O="Personal,CID - 6991687", Phone=ab626f993f38a16cbfebe8cd23c4bcef3f2834ba5dacbc48f9c0dd4c7ac3cb6d, PostalCode=421301, S=Maharashtra, SERIALNUMBER=709e1600b815765a432c66fc9427aeddb991544a09ba7a98a61af52da3e6ce15, CN=POOJA PADAM BHANDARI
Reason: I am the author of this document
Location:
Date: 2025.05.30 20:24:45+05'30'
Foxit PDF Editor Version: 2024.1.0

Pooja Padam Bhandari
Company Secretary
Membership Number: 73944
Place : Mumbai
Date : May 30, 2025

(1) Corporate information

Gem Aromatics Limited (formerly known as Gem Aromatics Private Limited) is a Public Limited Company w.e.f. August 17, 2023, incorporated in India under the provisions of the erstwhile Companies Act, 1956. The registered office of the company is situated in the state of Maharashtra. The Company manufactures essential oil based products and derivatives in India while specializing in products that are derived from mint, clove, eucalyptus and other essential oils which finds application across broad spectrum of end user industries. It carries on manufacturing operations at the plants located at Silvassa, Dadra & Nagar Haveli and Badaun, Uttar Pradesh.

(2) Material accounting policies

(2.01) Statement of compliance

These Standalone Financial Statements of the Company comprising the Balance Sheet as at March 31, 2025, Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity, and Cash Flow Statement for the year ended March 31, 2025, and a summary of material accounting policies and other explanatory information have been prepared by the Company in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) ("Ind AS") under Section 133 of the Companies Act, 2013 (the 'Act'), presentation requirements of Division II of Schedule III of the Act and other relevant provisions of the Act.

(2.02) Basis of preparation and presentation

Basis of Presentation

The Standalone Financial Statements have been prepared on a historical cost basis, except for certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments) and employee's defined benefit plan as per actuarial valuation.

Functional and Presentation Currency

The standalone financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates. All amounts have been rounded off to two decimals to the nearest million, unless otherwise stated.

(2.03) Significant accounting estimates, judgements and assumptions

The preparation of the Standalone financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances existing when the Standalone financial statements were prepared. The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognized in the year in which the estimates are revised and in any future year affected.

In the process of applying the company's accounting policies, management has made the following judgements which have significant effect on the amounts recognized in the Standalone financial statements:

a. Useful lives of property, plant and equipment and intangible assets: Determination of the estimated useful life of tangible assets and intangible assets and the assessment as to which components of the cost may be capitalized. Useful life of tangible assets is based on the life specified in Schedule II of the Companies Act, 2013 and also as per management estimate for certain category of assets. Assumption also need to be made, when company assesses, whether as asset may be capitalized and which components of the cost of the assets may be capitalized.

b. Contingencies: Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/ claim/ litigation against company as it is not possible to predict the outcome of pending matters with accuracy.

c. Fair value measurements and valuation processes : Some of the Companies assets and liabilities are measured at fair value for financial reporting purposes. The Management determines the appropriate valuation techniques and inputs for the fair value measurements. In estimating the fair value of an asset or a liability, the company used market-observable data to the extent it is available. Where level 1 inputs are not available, the company engaged third party qualified valuers to perform the valuations in order to determine the fair values based on the appropriate valuation techniques and inputs to fair value measurements such as Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

d. Estimation of defined benefit plans: 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 correspond to the probable maturity of the post-employment benefit obligation.

e. Tax expense: Tax expense is calculated using applicable tax rate and laws that have been enacted or substantially enacted. In arriving at taxable profit and all tax bases of assets and liabilities, the company determines the taxability based on tax enactments, relevant judicial pronouncements and tax expert opinions, and makes appropriate provisions which includes an estimation of the likely outcome of any open tax assessments / litigations. Any difference is recognized on closure of assessment or in the period in which they are agreed.

Deferred income tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, unabsorbed depreciation and unused tax credits could be utilised.

f. Operating lease commitments **-** company as lessee: The company has entered into lease agreement for office premises. The company has determined based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the asset and the fair value of the asset, that it retains all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

(2.04) Current versus 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 realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised 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

All other assets are classified as non-current.

A liability is current when:
- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is 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

The company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

(2.05) Property, Plant and Equipment

All items of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost includes its purchase price including non-refundable taxes and duties, borrowing costs and directly attributable costs of bringing the asset to its present location and condition.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of profit and loss during the reporting period in which they are incurred.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and changes, if any, are accounted in line with revisions to accounting estimates.

Depreciation

Depreciation on property, plant and equipment is provided on 'Written Down Value' (WDV) method, which is in line with the estimated useful life as specified in Schedule II of the Companies Act, 2013.

Depreciation commences when the assets are ready for their intended use. The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains and losses on disposals are determined by comparing net disposal proceeds with carrying amount. These are included in the Statement of profit and loss.

The estimated useful lives are as follows :

Assets	Useful life (years)
Land (Freehold)	-
Building	3 to 30
Plant and Machinery	15
Furnitures and Fixtures	10
Electrical Installation	10
Lab Equipments	10
Vehicles	8 to 10
Factory/Office Equipment	5
Computers	3 to 6

(2.06) Intangible Assets

Intangible assets with finite useful life are stated at cost of acquisition, less accumulated depreciation/ amortisation and impairment loss, if any. Cost includes taxes, duties and other incidental expenses related to acquisition and other incidental expenses. Amortisation is recognised in profit or loss on a diminishing balance method over the estimated useful lives of respective intangible assets.

The estimated useful lives are as follows :

Assets	Useful life (years)
Computer Software	3

Intangible assets are amortised in profit or loss over their estimated useful lives, from the date that they are available for use based on the expected pattern of consumption of economic benefits of the asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

(2.07) Impairment of property, plant and equipment and intangible assets

Consideration is given at each balance sheet date to determine whether there is any indication of impairment of the carrying amount of the company's each class of the property, plant and equipment or intangible assets. If any indication exists, an asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price or value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor.

(2.08) Fair value measurement

The company measures financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For financial assets and liabilities maturing within one year from the balance sheet date and which are not carried at fair value, the carrying amount approximates fair value due to short term maturity of these instruments.

The company recognises the transfer between the levels of fair value hierarchy at the end of the reporting period during which the changes have occurred.

For the purpose of fair value disclosures, the company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarize accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Quantitative disclosures of fair value measurement hierarchy (note 31)
- Financial instruments (including those carried at amortised cost) (note 31)

(2.09) Revenue

Revenue from contracts with customers is recognised 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 allocated to that performance obligation.

Sale of products :

Revenue from sale of products is recognised when the control of the goods have been transferred to the customer. 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.

Rendering of services:

Revenue from services is recognised over time by measuring progress towards satisfaction of performance obligation for the services rendered.

Other income:

Revenue in respect of overdue interest, insurance claims, etc. is recognised to the extent the company is reasonably certain of its ultimate realisation.

Interest / Dividend income:

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive is established. Interest from customers on delayed payments are recognised when there is a certainty of realisation.

Export Incentive / Duty drawback :

Export incentives are recognised when there is reasonable assurance that the company will comply with the conditions and the incentive will be received.

(2.10) Inventories

Inventories are valued at the lower of cost (including purchase cost, non-refundable taxes and duties and other overheads incurred in bringing the inventories to their present location and condition) and estimated net realisable value, after providing for obsolescence, where appropriate. Raw materials, packing materials and other supplies held for use in production of inventories 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.

Raw materials, packing materials and stores and spares are valued at cost computed on weighted average basis. The cost includes purchase price, inward freight and other incidental expenses net of refundable duties, levies and taxes, where applicable.

Finished goods produced and work-in-progress are carried at lower of net realisable value and cost (including purchase cost, non-refundable taxes and duties and other overheads incurred in bringing the inventories to their present location and condition), computed on a weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

(2.11) Taxes

Income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income Tax Act 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Income tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income (OCI) or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Income tax assets and Income tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred Tax

Deferred tax is recognised using balance sheet approach at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured using the tax rates that are expected to apply in a year when asset is realised or the liability is expected to be settled based on the tax rates and tax laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing Income tax where the deferred tax assets and deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Current and deferred tax for the period

Current and deferred tax are recognised in the statement of profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

(2.12) Foreign Currency translation

Functional and Presentation currency

Items included in the Standalone financial statements of the company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Standalone financial statements are presented in Indian rupee (INR), which is functional and presentation currency of the company.

Transaction and balances

Transactions in foreign currencies are initially recognised in the Standalone financial statements using exchange rates prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rates prevailing at the reporting date and foreign exchange gain or loss are recognised in the Statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

(2.13) Provisions and Contingent Liabilities

Provisions:

Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.
If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

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

(2.14) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component, the company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are attributable to the acquisition of financial asset. Trade receivables that do not contain a significant financing component are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section 2.09 for Revenue from contracts with customers.
In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.
The company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.
Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the asset.
Subsequent measurement
For purposes of subsequent measurement, financial assets are classified in following categories:
- Financial assets at amortised cost
- Financial assets at fair value through profit or loss
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition

A 'financial asset' is measured at amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. The company's financial assets at amortised cost includes loans and other financial assets.
A 'financial asset' is measured at FVOCI if both the following conditions are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Upon initial recognition, the company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL.
Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established, except when the company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.
Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss. This category includes investments in mutual funds. Dividends on such investments are recognised in the statement of profit and loss when the right of payment has been established.

(2.14) Financial Instruments (continued)

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognised (i.e. removed from a company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The company has transferred its rights to receive cash flows from the asset and either

(a) the company has transferred substantially all the risks and rewards of the asset,
(b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired, if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.
For trade receivables, the company applies a simplified approach in calculating ECLs. Therefore, the company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

• Financial liabilities at fair value through profit or loss
• Financial liabilities at amortised cost (loans and borrowings)

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated.
Forward contracts arc used to hedge forecast transactions, the company generally designates only the change in fair value of the forward contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the forward contracts are recognized in other comprehensive income in cash flow hedging reserve within equity. In some cases, the entity may designate the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains and losses relating to the effective portion of the change in fair value of the entire forward contract arc recognized in the cash flow hedging reserve within equity.

(2.15) Leases

The company's lease asset class consist of leases for office premises and establishments. The company assesses whether a contract contains a lease, at inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the company assesses whether:

(i) the contract involves the use of an identified asset
(ii)the company has substantially all of the economic benefits from use of the asset through the period of the lease and
(iii) the company has the right to direct the use of the asset.

The company as a lessee

At the date of commencement of the lease, the company recognizes a right-of-use asset ("ROU")and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The company recognises right-of-use asset 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, 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 lease term.

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. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the company changes its assessment as to whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The company does not have any lease contracts wherein it acts as a lessor.
Ind AS 116 will result in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments.

(2.16) Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise of cash balances at banks, on hand cash balances and demand deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.
In the cash flow statement, cash and cash equivalents includes cash in hand, cash at bank, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

(2.17) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the company's earnings per share is the net profit for the period after deducting any attributable tax thereto for the period. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

(2.18) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(2.19) Segment Reporting

Based on "Management Approach" as defined in Ind AS 108 - Operating Segments, the chief operating decision maker i.e. Mr. Yash Parekh (Managing Director & CEO) evaluates the company's performance and allocates the resources based on an analysis of various performance indicators by business segments. Inter segment sales and transfers are reflected at market prices. Unallocable items includes general corporate income and expense items which are not allocated to any business segment.

Segment Policies
The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the standalone financial statements of the company as a whole. Common allocable costs are allocated to each segment on an appropriate basis.

(2.20) Recent accounting pronouncements

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendment to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements based on its evaluation has determined that it does not have any significant impact in its standalone financial statements.

GEM AROMATICS LIMITED

(Formerly known as Gem Aromatics Private Limited)

CIN: U24246MH1997PLC111057

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

(3)(a) Property, plant and equipment

(Amounts in ₹ million unless stated otherwise)

Particula₹	Land (Freehold)	Buildings	Plant and Machinery	Furnitures and Fixtures	Electrical Installations	Vehicles	Lab Equipments	Office Equipments	Compute₹	Total
Gross carrying amount (at cost)										
As at April 01, 2024	36.42	134.58	259.26	9.71	9.78	15.56	18.35	5.27	5.24	494.17
Additions	-	0.70	22.68	0.57	0.25	15.59	1.97	0.57	1.20	43.53
Disposals	-	-	(0.08)	-	-	(2.59)	-	-	-	(2.67)
As at March 31, 2025	**36.42**	**135.28**	**281.86**	**10.28**	**10.03**	**28.56**	**20.32**	**5.84**	**6.44**	**535.03**
Accumulated depreciation										
As at April 01, 2024	-	22.69	85.68	2.38	3.53	7.26	5.94	3.01	3.31	133.80
Charge for the year	-	11.72	33.57	1.95	1.65	6.40	3.56	1.11	1.44	61.40
On disposals	-	-	(0.01)	-	-	(1.75)	-	-	-	(1.76)
As at March 31, 2025	**-**	**34.41**	**119.24**	**4.33**	**5.18**	**11.91**	**9.50**	**4.12**	**4.75**	**193.44**
Net carrying amount as at March 31, 2025	**36.42**	**100.87**	**162.62**	**5.95**	**4.85**	**16.65**	**10.82**	**1.72**	**1.69**	**341.59**
Gross carrying amount (at cost)										
As at April 01, 2023	36.42	72.27	195.79	1.92	4.93	13.35	8.99	3.21	4.57	**341.45**
Additions	-	62.31	63.47	7.79	4.85	2.21	9.36	2.07	1.38	153.44
Disposals	-	-	-	-	-	-	-	(0.01)	(0.71)	(0.72)
As at March 31, 2024	**36.42**	**134.58**	**259.26**	**9.71**	**9.78**	**15.56**	**18.35**	**5.27**	**5.24**	**494.17**
Accumulated depreciation										
As at April 01, 2023	-	11.82	52.82	0.85	2.19	3.73	2.64	1.63	2.51	78.19
Charge for the year	-	10.87	32.86	1.53	1.34	3.53	3.30	1.38	1.48	56.29
On disposals	-	-	-	-	-	-	-	(0.00)	(0.68)	(0.68)
As at March 31, 2024	**-**	**22.69**	**85.68**	**2.38**	**3.53**	**7.26**	**5.94**	**3.01**	**3.31**	**133.80**
Net carrying amount as at March 31, 2024	**36.42**	**111.89**	**173.58**	**7.33**	**6.25**	**8.30**	**12.41**	**2.26**	**1.93**	**360.37**

(i) The Company holds immovable properties in its own name.

(ii) The Company has not revalued its property, plant and equipment during the year.

(iii) The net carrying amount of property, plant and equipment amounting to ₹ 297.60 million (March 31, 2024 : ₹ 311.77 million) are pledged as security to banks providing working capital loans. (refer note 33)

(3)(b) Capital work in progress

(Amounts in ₹ million unless stated otherwise)

Particulars	Total
As at April 01, 2024	16.90
Incurred during the year*	63.96
Capitalised during the year	(23.94)
As at March 31, 2025	**56.92**
As at April 01, 2023	107.94
Incurred during the year*	42.53
Capitalised during the year	(133.57)
As at March 31, 2024	**16.90**

*Amount included under CWIP are primarily related to plant and machinery, buildings and furnitures & fixtures which are under construction.

CWIP Ageing Schedule

(Amounts in ₹ million unless stated otherwise)

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
March 31, 2025 - Projects in progress	56.92	-	-	-	56.92
March 31, 2025 - Projects temporarily suspended	-	-	-	-	-
March 31, 2024 - Projects in progress	16.90	-	-	-	16.90
March 31, 2024 - Projects temporarily suspended	-	-	-	-	-

Note : There is no overrun of cost or delay in projects in process as per the Company's plan.

(3)(c) Other intangible assets

(Amounts in ₹ million unless stated otherwise)

Particulars	Computer Software
Gross carrying amount	
As at April 01, 2024	1.38
Additions	0.36
Disposals	-
As at March 31, 2025	**1.74**
Amortisation	
As at April 01, 2024	1.09
Charge for the year	0.22
On disposals	-
As at March 31, 2025	**1.31**
Net carrying amount as at March 31, 2025	**0.43**

Particulars	Computer Software
Gross carrying amount	
As at April 01, 2023	1.38
Additions	-
Disposals	-
As at March 31, 2024	**1.38**
Amortisation	
As at April 01, 2023	0.76
Charge for the year	0.33
On disposals	-
As at March 31, 2024	**1.09**
Net carrying amount as at March 31, 2024	**0.29**

(i) The Company has not revalued its other intangible assets during the year.

(4) Right-of-use assets

(Amounts in ₹ million unless stated otherwise)

Particulars	Amount
Gross carrying amount	
As at April 01, 2024	18.73
Additions	23.27
Disposals	(14.54)
As at March 31, 2025	**27.46**
Accumulated depreciation	
As at April 01, 2024	12.25
Charge for the year	4.84
On disposals	(14.54)
As at March 31, 2025	**2.55**
Net carrying amount as at March 31, 2025	**24.91**
Gross carrying amount	
As at April 01, 2023	14.54
Additions	4.19
Disposals	-
As at March 31, 2024	**18.73**
Accumulated depreciation	
As at April 01, 2023	7.58
Charge for the year	4.67
On disposals	-
As at March 31, 2024	**12.25**
Net carrying amount as at March 31, 2024	**6.48**

Note:
1. The Right to use assets as per Ind AS-116 comprises of office premises and establishments.

(5) Investments

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current investments		
Investments in equity instruments of subsidiaries (at cost)		
Gem Aromatics LLC 5,000 equity shares of USD 10 fully paid up	3.80	3.80
Krystal Ingredients Private Limited 10,000 equity shares of Rs 10 each, fully paid up	0.10	0.10
Gem Aromatics FZ LLC 200 equity shares of AED 1,000 each, fully paid up	-	0.21
Less: Provision for impairment of investment in Gem Aromatics FZ LLC *	-	(0.21)
Others		
Deemed Investment - Krystal Ingredients Private Limited (Subsidiary)#	9.32	6.65
Total (Non-current)	**13.22**	**10.55**
Aggregate carrying amount of unquoted investments	***13.22***	***10.55***
Aggregate amount of impairment in value of investments	-	***0.21***

The Company has completed the proceedings for winding up its wholly owned subsidiary in UAE. However, the company is awaiting approvals from the authorised dealer for writing off the investment made and loan given to the said entity.

#Note: The deemed investment in Krystal Ingredients Private Limited denotes the fair value of guarantee fees towards financial guarantee given without any consideration.

Movement in provision for impairment in value of investments

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2025	As at March 31, 2024
As at April 01, 2024	0.21	-
Charge during the year	-	0.21
Utilized during the year	0.21	-
As at March 31, 2025	**-**	**0.21**

(Amounts in ₹ million unless stated otherwise)

	Particulars	As at March 31, 2025	As at March 31, 2024
(6)	**Trade receivables**		
	Considered good - Unsecured		
	- Dues from related parties (Refer note 30)	587.45	231.62
	- Dues from others (Other than related party)	782.26	194.58
	Total trade receivables	**1,369.71**	**426.20**

Trade receivables ageing schedule
As at March 31, 2025

Particulars	Not Due	Less than 6 months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
	Outstanding for the following periods from due date of payment						
Trade receivables							
(i) Undisputed trade receivables – considered good	1,140.61	229.10	-	-	-	-	1,369.71
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables – considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Total	**1,140.61**	**229.10**	**-**	**-**	**-**	**-**	**1,369.71**

As at March 31, 2024

Particulars	Not Due	Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
	Outstanding for the following periods from due date of payment						
Trade receivables							
(i) Undisputed trade receivables – considered good*	319.02	107.18	0.00	-	-	-	426.20
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables – considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Total	**319.02**	**107.18**	**0.00**	**-**	**-**	**-**	**426.20**

* Amount shown as 0.00 million is less than 0.01 million

(Amounts in ₹ million unless stated otherwise)

	Particulars	As at March 31, 2025	As at March 31, 2024
(7)	**Loans**		
	Non-current loans		
	Loans receivables considered good – Unsecured		
	Loans to related parties (Refer note 30)*	810.67	190.66
	Total non-current loans	**810.67**	**190.66**
	*Loan to related party is given to wholly owned subsidiary company at the prevailing interest rates as per the current market conditions. Such loan has been given for construction of factory and general corporate purposes.		
	Current loans		
	Loans receivables considered good – Unsecured		
	Loans to employees	1.01	0.34
	Total current loans	**1.01**	**0.34**
(8)	**Other financial assets**		
	Non-current financial assets		
	Considered good - Unsecured		
	Bank deposits with more than 12 months maturity*	0.12	0.11
	Security deposits	14.57	2.80
	Total non-current financial assets	**14.69**	**2.91**

*Bank deposits have been marked lien towards license registration, and includes accrued interest

(Amounts in ₹ million unless stated otherwise)

	Particulars	As at March 31, 2025	As at March 31, 2024
(8)	**Other financial assets (Contd.)**		
	Current financial assets		
	Considered good - Unsecured		
	Derivative asset - forward contract (measured at fair value through profit and loss)	0.41	0.40
	Security deposits	0.21	2.40
	Bank deposits with more than 12 months maturity	-	122.00
	Interest accrued on fixed deposits	0.11	5.65
	Other receivables	-	8.30
	Less: Allowance for credit losses	-	(0.68)
	Total Current financial assets	**0.73**	**138.07**

Movement in allowance for credit losses of other receivables is as below:

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2025	As at March 31, 2024
As at April 01, 2024	0.68	-
Charge during the year	-	0.68
Utilized during the year	0.68	-
As at March 31, 2025	**-**	**0.68**

(Amounts in ₹ million unless stated otherwise)

	Particulars	As at March 31, 2025	As at March 31, 2024
(9)	**Deferred tax assets (Net)**		
	Significant components of deferred tax assets (Net)		
	Deferred tax assets		
	Disallowance under section 43B of Income Tax Act, 1961	0.84	5.13
	Provision for Gratuity	0.19	0.24
	Derivative liabilities	-	-
	Difference between book and tax value of property, plant and equipment and intangible assets	4.69	1.68
	Deferred tax liabilities		
	Lease liabilities and Right to use assets	(0.41)	(0.22)
	Derivative assets	(0.10)	(0.10)
	Total deferred tax assets/(liabilities)	**5.21**	**6.73**

Movements in deferred tax assets/(liabilities)

(Amounts in ₹ million unless stated otherwise)

Particulars	Disallowance under section 43B of Income Tax Act, 1961	Derivative assets/liabilities	Lease liabilities and Right to use assets	Property, plant & equipment and intangible assets	Provision of gratuity	Total
At April 1, 2024	**5.13**	**(0.10)**	**(0.22)**	**1.68**	**0.24**	**6.73**
(Charged) / Credited						
- to profit or loss	(4.29)	(0.00)	(0.19)	3.01	(0.09)	**(1.56)**
- to other comprehensive income	-	-	-	-	0.04	**0.04**
As at March 31, 2025	**0.84**	**(0.10)**	**(0.41)**	**4.69**	**0.19**	**5.21**
At April 1, 2023	**-**	**2.00**	**(0.07)**	**0.48**	**0.25**	**2.66**
(Charged) / Credited						
- to profit or loss	5.13	(2.10)	(0.15)	1.20	0.14	**4.22**
- to other comprehensive income	-	-	-	-	(0.15)	(0.15)
At March 31, 2024	**5.13**	**(0.10)**	**(0.22)**	**1.68**	**0.24**	**6.73**

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2025	As at March 31, 2024
(10) Other assets		
Other non-current assets		
Capital advances	0.68	-
Other receivables	0.80	0.80
Less: allowance for credit loss	(0.80)	-
Total non-current assets	**0.68**	**0.80**

Movement in allowance for credit losses of other receivables is as below:

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2025	As at March 31, 2024
As at April 01, 2024	-	-
Charge during the year	0.80	-
Utilized during the year	-	-
As at March 31, 2025	**0.80**	-

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2025	As at March 31, 2024
Other current assets		
Prepaid expenses	56.05	21.28
Advances to vendors	61.36	107.45
Balances with government authorities*	99.16	165.44
Total other current assets	**216.57**	**294.17**

*Balances with government authorities includes export incentive receivable

(11) Inventories

Raw materials [Refer note (i)]	565.10	545.01
Raw materials in transit	26.95	44.51
Semi finished goods	808.57	797.48
Finished goods	103.70	64.24
Finished goods in transit	46.34	227.78
Stores, spares and other materials	10.98	11.23
Total inventories	**1,561.64**	**1,690.25**

(i) Inventory of raw materials includes ₹ 10.78 million currently subject to movement restrictions as imposed by customs authority.
(ii) During the year ended March 31, 2025 ₹ 3.60 million (March 31, 2024 ₹ 9.98 million) was recognised as an expense for inventories carried at net realisable value.
(iii) The mode of valuation of inventories has been stated in note 2.10 of material accounting policies
(iv) Cash credit and other short-term loan from bank facility are secured by first paripassu charge on inventories (including raw material, finished goods and work-in-progress) and book debts (refer note 33).

(12)(a) Cash and cash equivalents

Cash on hand	0.14	0.20
Balances with scheduled banks		
- In current accounts	0.89	0.95
- In cash credit account	-	100.86
- In bank deposits	-	55.00
Total cash and cash equivalents	**1.03**	**157.01**

(12)(b) Bank balances other than cash and cash equivalents

Bank deposits (with original maturity of more than three months but less than twelve months)	4.95	4.75
Total bank balances other than cash and cash equivalents	**4.95**	**4.75**

Note: Bank deposit amounting to ₹ 4.95 million (March 31, 2024: ₹ 4.75 million) are pledged towards guarantee.

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2025	As at March 31, 2024
(13) Equity share capital		
Authorised		
70,000,000 equity shares of face value ₹ 2 each (March 31, 2024 : 70,000,000 equity shares of face value ₹ 2 each)	140.00	140.00
1,000,000 preference shares of face value ₹ 10 each (March 31, 2024 : 1,000,000 preference shares of face value ₹ 10 each)	10.00	10.00
	150.00	**150.00**
Issued, subscribed and fully paid-up		
46,852,523 equity share of face value ₹2 each fully paid up (March 31, 2024 : 46,852,523 equity share of face value ₹2 each fully paid up)	93.71	93.71
	93.71	**93.71**

(a) Reconciliation of shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount (in ₹ millions)	Number of shares	Amount (in ₹ millions)
Equity shares				
At the commencement of the year	4,68,52,523	93.71	17,84,858	17.85
Increase in shares on account of subdivision*	-	-	71,39,432	-
Bonus shares issued during the year**	-	-	3,79,28,233	75.86
At the end of the year	**4,68,52,523**	**93.71**	**4,68,52,523**	**93.71**

* Note: The company vide shareholder resolution dated July 14, 2023, had split the face value of each share of ₹ 10 each to ₹ 2 each. The effect of the same has been given retrospectively since the commencement of the year by changing the existing number of shares from 1,784,858 shares to 8,924,290 shares.

**Note: The company vide shareholder resolution dated July 14, 2023, issued bonus shares in the ratio 17 equity shares for every 4 equity shares held as on the record date June 30, 2023.

(b) Particula₹ of shareholde₹ holding more than 5% shares of a class of shares

Particulars	As at March 31, 2025		As at March 31, 2024	
	% of total shares in the class	Number of shares	% of total shares in the class	Number of shares
Equity shares of ₹ 2 each fully paid-up held by				
Vipul Parekh	26.58%	1,24,51,475	26.58%	1,24,51,475
Doterra Enterprises, SARL	25.00%	1,17,13,144	25.00%	1,17,13,144
Yash Parekh	13.07%	61,25,797	13.07%	61,25,797
Kaksha Vipul Parekh	12.73%	59,62,092	12.73%	59,62,092
Parekh Family Trust	22.62%	1,06,00,000	22.62%	1,06,00,000

(c) Details of shares held by promoters

As at March 31, 2025

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Vipul Parekh	1,24,51,475	-	1,24,51,475	26.58%	0.00%
Yash Parekh	61,25,797	-	61,25,797	13.07%	0.00%
Kaksha Vipul Parekh	59,62,092	-	59,62,092	12.73%	0.00%
Parekh Family Trust	1,06,00,000	-	1,06,00,000	22.62%	0.00%
Total	**3,51,39,364**	**-**	**3,51,39,364**	**75.00%**	

As at March 31, 2024

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Vipul Parekh	6,49,580	1,18,01,895	1,24,51,475	26.58%	(26.98%)
Yash Parekh	3,47,650	57,78,147	61,25,797	13.07%	(33.87%)
Kaksha Vipul Parekh	3,41,413	56,20,679	59,62,092	12.73%	(33.47%)
Parekh Family Trust	-	1,06,00,000	1,06,00,000	22.62%	100.00%
Total	**13,38,643**	**3,38,00,721**	**3,51,39,364**	**75.00%**	

(d) Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a par value of ₹ 2 per share w.e.f July 14, 2023, Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(e) Except as stated above in note under 13(a), there were no shares allotted pursuant to contract without payment being received in cash or as fully paid up by way of bonus shares or any shares bought back.

(f) There are no unpaid calls from any director or officer.

(g) Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates: NIL

(h) No dividend was declared by the Company during the year ended March 31, 2025

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2025	As at March 31, 2024
(14) Other equity		
General reserve	0.32	0.32
Securities premium	401.98	401.98
Retained earnings	2,342.38	1,773.84
Other comprehensive income	0.49	0.62
Total other equity	**2,745.17**	**2,176.76**
Movement of other equity		
General reserve		
At the commencement of the year	0.32	0.32
At the end of the year	**0.32**	**0.32**
Securities premium		
At the commencement of the year	401.98	477.84
Less: Bonus issue of equity shares	-	(75.86)
At the end of the year	**401.98**	**401.98**
Retained earnings		
At the commencement of the year	1,773.84	1,279.21
Add: Profit for the year	568.54	494.63
At the end of the year	**2,342.38**	**1,773.84**
Other comprehensive income		
At the commencement of the year	0.62	0.19
Add: Changes during the year	(0.13)	0.43
At the end of the year	**0.49**	**0.62**

(Amounts in ₹ million unless stated otherwise)

	Particulars	As at March 31, 2025	As at March 31, 2024
(15)	**Borrowings**		
	Non-current		
	Secured:		
	Term loans from banks	0.61	1.55
	Total non-current borrowings	**0.61**	**1.55**
	Current		
	Secured:		
	- Cash credit / overdraft from scheduled bank	118.44	-
	- Export packing credit from scheduled bank*	1,097.39	670.15
	- Post-shipment packing credit from scheduled bank	204.02	168.67
	- Current maturities of long-term debt	0.94	1.02
	Total current borrowings	**1,420.79**	**839.84**

* Includes interest accrued but not due on borrowings.
Refer note 33 on details of security and indicative interest rate against respective loans.

	Particulars	As at March 31, 2025	As at March 31, 2024
(16)	**Trade payables**		
	- Total outstanding dues of micro enterprises and small enterprises	6.94	37.37
	- Total outstanding dues of creditors other than micro enterprises and small enterprises	152.51	110.58
	Total trade payables	**159.45**	**147.95**

Note: Refer Note 40 for information as per the requirement of Section 22 of The Micro, Small and Medium Enterprises Development Act, 2006

Trade payables ageing schedule
As at March 31, 2025

Particulars	Outstanding for the following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Total outstanding dues of micro enterprises and small enterprises	2.23	2.50	2.21	-	-	-	6.94
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	9.33	131.43	11.39	0.36	-	-	152.51
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Total	**11.56**	**133.93**	**13.60**	**0.36**	**-**	**-**	**159.45**

As at March 31, 2024

Particulars	Outstanding for the following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Total outstanding dues of micro enterprises and small enterprises	2.00	22.86	12.42	0.09	-	-	37.37
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	44.29	39.29	26.45	0.00	0.55	-	110.58
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Total	**46.29**	**62.15**	**38.87**	**0.09**	**0.55**	**-**	**147.95**

(Amounts in ₹ million unless stated otherwise)

	Particulars	As at March 31, 2025	As at March 31, 2024
(17)	**Other financial liabilities**		
	Non - current financial liabilities		
	Credit liability for guarantees given	6.71	5.41
	Total non - current financial liabilities	**6.71**	**5.41**
	Current financial liabilities		
	Employee related obligations	8.68	5.65
	Credit liability for guarantees given	1.31	0.84
	Others	-	0.06
	Total current financial liabilities	**9.99**	**6.55**
(18)	**Other current liabilities**		
	Current liabilities		
	Advances from customer	0.66	29.11
	Statutory dues payable	2.59	2.57
	Others	1.02	1.66
	Total other current liabilities	**4.27**	**33.34**
(19)	**Provisions**		
	Current provisions		
	Gratuity (Refer note 29)	0.76	0.96
	Total current provisions	**0.76**	**0.96**

(Amounts in ₹ million unless stated otherwise)

	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
(20)	**Revenue from operations**		
(a)	**Revenue from contracts with customers - Sale of Products**	4,902.30	4,423.11
(b)	**Other operating revenues**		
	Export Incentive	57.40	40.52
	Others	9.86	11.18
		67.26	**51.70**
	Total revenue from operations	**4,969.56**	**4,474.81**

(20.1) Revenue from contracts with customers

(i) The Company is primarily in the business of manufacture and sale of specialty ingredients, including, essential oils, aroma chemicals and value-added derivatives. All sales are made at a point in time and revenue recognised upon satisfaction of the performance obligations which is typically upon dispatch/ delivery. The Company does not give significant credit period resulting in no significant financing component.

(ii) **Reconciliation of revenue recognised from contract liability:**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Opening contract liability	29.11	6.17
Less: Recognised as revenue during the year	173.80	355.81
Add: Addition to contract liability during the year	145.35	378.74
Closing contract liability	**0.66**	**29.11**

Contract liability primarily relates to advance consideration received from customers for sale of products in case of few contracts based on terms agreed. The contract liability is expected to be recognised within 12 months.

(iii) **Reconciliation of revenue as per contract price and as recognised in statement of standalone profit and loss:**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Revenue from contract with customer as per contract price	4,902.30	4,423.11
Less: Discounts and other adjustment	-	-
Revenue from contract with customer as per statement of standalone profit and loss	**4,902.30**	**4,423.11**

(iv) **Disaggregation of revenue from contract with customers**

The revenue from contracts with customers are disaggregated based on geography to comply with Ind AS 115.

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Domestic	2,399.33	2,220.91
Exports	2,502.97	2,202.20
Total	**4,902.30**	**4,423.11**

(v) **Unsatisfied Performance Obligations**

The Company applies the practical expedient in Paragraph 121 of Ind AS 115 and does not disclose information about remaining performance obligations.

(21)	**Other income**		
(a)	Interest on :		
	- Bank deposits	7.06	7.67
	- Unwinding of security deposits	0.19	0.18
	- Others	38.29	11.32
(b)	Profit on sale of property, plant and equipment (net)	0.83	-
(c)	Gain on derivative forwards measured through profit and loss	0.01	8.34
(d)	Liabilities no longer required written back	0.94	0.52
(e)	Miscellaneous income	5.03	0.97
	Total other income	**52.35**	**29.00**

(Amounts in ₹ million unless stated otherwise)

	Particulars		Year ended March 31, 2025	Year ended March 31, 2024
(22)	**Cost of materials consumed**			
	Raw materials at the beginning of the year		589.51	306.54
	Add : Purchases		3,641.50	3,725.43
	Less : Raw materials at the end of the year		(592.05)	(589.51)
	Cost of materials consumed		**3,638.96**	**3,442.46**
(23)	**Changes in inventories of finished goods and work-in-progress**			
	At the beginning of the year			
	Finished goods		64.24	64.96
	Finished goods in transit		227.78	397.06
	Work - in - progress		797.48	606.31
		[A]	**1,089.50**	**1,068.33**
	At the end of the year			
	Finished goods		103.70	64.24
	Finished goods in transit		46.34	227.78
	Work - in - progress		808.57	797.48
		[B]	**958.61**	**1,089.50**
	Net (increase) / decrease	**[A-B]**	**130.89**	**(21.17)**
(24)	**Employee benefits expense**			
(a)	Salaries, wages and bonus		119.65	103.52
(b)	Gratuity (refer note 29)		1.13	1.06
(c)	Contribution to provident and other funds (refer note 29)		2.79	2.42
(d)	Staff welfare expenses		0.96	0.66
	Total employee benefits expense		**124.53**	**107.66**
(25)	**Finance costs**			
(a)	Interest expense under efffective interest method on :			
	- Lease liabilities (Refer note 28)		0.63	0.91
	- Working capital loans		67.80	52.64
	- Term loans		0.16	0.23
	- Others		0.16	3.29
(b)	Other finance cost (Processing fee & related costs)		1.90	1.91
	Total Finance costs		**70.65**	**58.98**
(26)	**Depreciation and amortisation expenses**			
	Depreciation of property, plant and equipment (refer note 3(a))		61.40	56.29
	Amortisation of :			
	- Right-of-use assets (refer note 4)		4.84	4.67
	- Other intangible assets (refer note 3(c))		0.22	0.33
	Total depreciation and amortisation expense		**66.46**	**61.29**

(Amounts in ₹ million unless stated otherwise)

	Particulars	**Year ended March 31, 2025**	**Year ended March 31, 2024**
(27)	**Other expenses**		
	Consumption of packing materials and stores & spare parts	44.37	39.62
	Power and fuel	32.95	37.33
	Insurance charges	10.40	8.75
	Security charges	4.37	5.07
	Repairs and maintenance :		
	Factory	7.61	1.86
	Others	3.72	2.65
	Selling & distribution expense	63.21	44.86
	Legal and professional charges	13.43	11.22
	Foreign exchange loss (Net)	0.38	1.19
	Travelling and conveyance	7.79	6.12
	Corporate social responsibility	11.14	8.70
	Prior period expenses	-	0.21
	Expected credit loss expense	0.80	0.89
	Auditor's remuneration (refer note 27.1 below)	1.89	1.67
	Donations	0.31	1.66
	Loss on sale of property, plant and equipment (net)	-	0.04
	Miscellaneous expenses	15.19	16.38
	Total other expenses	**217.56**	**188.22**
(27.1)	**Payment to auditor :**		
	(i) Statutory audit fees	1.40	0.90
	(ii) Tax audit	0.30	0.30
	(iii) Other services	0.19	0.47
	Total payment to auditor	**1.89**	**1.67**

Note - During the year ended March 31, 2024, the auditor was also paid ₹ 1.50 million for services rendered with respect to Initial Public Offering("IPO"). The same has been treated as prepaid expense under other current assets, since the same shall be distributed as per the " Basis of allocation of IPO expenses".

(28) Leases

Operating lease
Company as lessee
The Company has entered into cancellable leasing arrangement in respect of office premises and establishments.

Ind AS 116 - Lease liabilities

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current	20.70	2.85
Current	4.11	4.90
Total	**24.81**	**7.75**

(i) Movement in lease liabilities:

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening Balance	7.75	8.39
Add: Addition made during the year	22.46	4.09
Add: Finance cost accrued during the year	0.63	0.91
Less: Payment of lease liabilities	(6.03)	(5.64)
Closing Balance	**24.81**	**7.75**

(ii) The contractual maturities of lease liabilities are as under on undiscounted basis:

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2025	As at March 31, 2024
Payable within one year	6.39	5.15
Payable later than one year and not later than five years	24.85	3.18

(iii)	Lease payments recognised for short term leases in statement of profit and loss	0.84	1.14

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

(29) Employee benefits

(a) Defined contribution plan

The Company has a defined contribution plan in respect of provident fund. Contributions are made to provident fund in India for employees as per regulations. The contributions are made to registered provident fund administered by the Government of India. The obligation of the Company is limited to the amount contributed and it has neither further contractual nor any constructive obligation.

(Amounts in ₹ million unless stated otherwise)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Employer's contribution to provident fund	2.79	2.42

Included in 'Contribution to provident fund & other funds' under employee benefits expense (Refer Note 24)

(b) Defined benefit plans

Gratuity:

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is an unfunded plan and the Company makes contribution to recognised funds in India.

Actuarial Assumptions

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Discount rate	6.75%	7.20%
Future salary increases	5.00%	5.00%
Expected Return on Plan Assets	6.90%	6.50%
Attrition rate	10.00%	10.00%
Mortality rate	(IALM 2012-14) Ult	IALM 2012-14(Ult)

Notes:

1. Discount rate: The discount rate is based on the prevailing market yields of Indian Government securities for the estimated term of the obligations.

2. Salary escalation rate: The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

The amounts recognised in the balance sheet and movements in the net defined benefit obligation (DBO) over the period are as follows :

(Amounts in ₹ million unless stated otherwise)

Change in the present value of obligation	March 31, 2025	March 31, 2024
Present value of net obligation at the beginning of the year	0.96	0.98
Net interest	0.35	0.31
Liability transfer out on account of slump sale	-	-
Current service cost	1.06	1.00
Past service cost	-	-
Benefits paid	-	-
Contribution to plan assets	(1.50)	(0.51)
Return on plan assets	(0.28)	(0.25)
Remeasurement due to	-	
- Actuarial (loss)/gain arising from change in financial assumptions	0.27	(0.58)
- Actuarial (loss)/gain arising on account of experience changes	(0.10)	-
- Actuarial (loss)/gain arising on account of demographical assumptions	-	-
Present value of obligation at the end of the year	**0.76**	**0.96**

(Amounts in ₹ million unless stated otherwise)

Amount recognised in the statement of profit and loss	For the year ended March 31, 2025	For the year ended March 31, 2024
Current service cost	1.06	1.00
Net interest	0.07	0.06
Total expense recognised in the statement of profit and loss	**1.13**	**1.06**

Amount recognised in the other comprehensive income	March 31, 2025	March 31, 2024
Actuarial (loss)/gain arising from change in financial assumptions	0.25	0.62
Actuarial (loss)/gain arising on account of demographical assumptions	-	
Actuarial (loss)/gain arising from experience over past period	(0.10)	-
Return on plan assets, excluding amount included in net interest on net defined benefit liability/(assets)	0.02	(0.04)
Total Amount recognised in other comprehensive income	**0.17**	**0.58**

(c) Sensitivity of the defined benefit obligation to changes in weighted principal assumptions is:

Particulars	March 31, 2025	March 31, 2024
Discount rate (Increases 1%)	(0.36)	(0.24)
Discount rate (Decreases 1%)	0.40	0.27
Salary increase rate (Increases 1%)	0.33	0.28
Salary increase rate (Decreases 1%)	(0.29)	(0.25)
Withdrawal Rate (Increases 1%)	0.02	0.01
Withdrawal Rate (Decreases 1%)	(0.03)	(0.01)

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice it is unlikely to occur, and changes in some of the assumptions may be correlated. The methods and types of assumption used in preparing the sensitivity analysis did not change compared to previous year.

(30) Related party transactions

(a) Related parties

Sr. No	Name of the party	Nature of relationship
1	Gem Aromatics LLC	Wholly Owned Subsidiary
2	Krystal Ingredients Private Limited	Wholly Owned Subsidiary
3	Gem Aromatics FZ LLC (upto June 13, 2024)	Wholly Owned Subsidiary
4	Doterra Global Limited (formerly known as Lee River Holdings Limited) ("Doterra Group")	Entities in which Directors are Interested
5	Dottera International LLC ("Doterra Group")	Entities in which Directors are Interested
6	Gem Foundation	Entities in which Directors are Interested
7	Sanskruti Welfare Trust	Entities in which Directors are Interested

(b) Key managerial personnel (KMP) & close members

Sr. No	Particulars	Nature of relationship
1	Yash Parekh	Managing Director & CEO
2	Vipul Parekh	Chairman & Whole Time Director
3	Kaksha Vipul Parekh	Whole Time Director & CFO
4	Dinesh Vasu Thekkepanakkal (upto December 16, 2024)	Chief Operating Officer
5	Shaila Sachin Ghangurde (upto April 27, 2024)	Company Secretary & Compliance Officer
6	Pooja Padam Bhandari (w.e.f. July 31, 2024)	Company Secretary & Compliance Officer
7	Shrenik Kishorbhai Vora	Independent Director
8	Ajay Sahai	Independent Director
9	Parag Ratnakar Gogate	Independent Director
10	Vishakha Hari Bhagvat	Independent Director
11	Shubhangi Bhalchandra Umbarkar	Independent Director
12	Vruta Yash Parekh	Close member of KMP
13	Blessy Dinesh Thekkepanakkal (upto December 16, 2024)	Close member of KMP
14	Sean M Poynter (upto July 9, 2024)	Nominee Director
15	Corey B Lindley (upto November 7, 2023)	Nominee Director

(c) Details of transactions and balances with related parties

(Amounts in ₹ million unless stated otherwise)

Sr no.	Nature of Transaction	As at March 31, 2025	As at March 31, 2024
A	***Transactions during the year***		
1	**Remuneration**		
	Key managerial personnel		
	Yash Parekh (Short-term Employee Benefits)	13.88	12.07
	Vipul Parekh (Short-term Employee Benefits)	13.88	12.07
	Kaksha Vipul Parekh (Short-term Employee Benefits)	13.88	12.07
	Dinesh Vasu Thekkepanakkal		
	-Short-term employee benefits	3.82	2.12
	-Contribution to provident funds	0.02	0.02
	Shaila Sachin Ghangurde		
	-Short-term employee benefits	0.06	0.88
	-Contribution to provident funds	0.00	0.02
	Pooja Padam Bhandari		
	-Short-term employee benefits	0.74	-
	-Contribution to provident funds	0.02	-
	Close member of KMP		
	Vruta Yash Parekh		
	-Short-term employee benefits	0.30	0.29
	-Contribution to provident funds	0.02	0.01
	Blessy Dinesh Thekkepanakkal		
	-Short-term employee benefits	-	0.43
	-Contribution to provident funds	-	0.00
	As the liabilities for gratuity is provided on actuarial basis for the Company as a whole, the amounts pertaining to the KMP and their close members are not included above.		
2	**Interest income**		
	Krystal Ingredients Private Limited	38.25	11.32

(c) Details of transactions and balances with related parties (Continued)

(Amounts in ₹ million unless stated otherwise)

Sr no.	Nature of Transaction	As at March 31, 2025	As at March 31, 2024
A	*Transactions during the year (continued)*		
3	**Loan given**		
	Krystal Ingredients Private Limited	585.59	65.80
4	**Revenue from operations**		
	Gem Aromatics LLC	847.98	460.39
	Doterra Global Limited	401.75	854.57
	Krystal Ingredients Private Limited	32.18	-
5	**Payment of lease liabilities**		
	Kaksha Vipul Parekh	2.43	2.35
	Vipul Parekh	2.59	2.51
6	**Reimbursement of expenses**		
	Vipul Parekh	0.04	0.06
	Gem Aromatics LLC	1.94	1.66
7	**Expenses incurred on behalf of subsidiary**		
	Gem Aromatics LLC	3.79	-
8	**Donations given**		
	Gem Foundation	-	1.30
9	**Corporate social responsibility expense**		
	Gem Foundation	8.27	-
	Sanskruti Welfare Trust	0.10	0.46
10	**Security deposit taken**		
	Krystal Ingredients Private Limited	-	0.06
11	**Security deposit repaid**		
	Krystal Ingredients Private Limited	0.06	-
12	**Director sitting fees**		
	Shrenik Kishorbhai Vora	0.38	0.20
	Ajay Sahai	0.33	0.15
	Parag Ratnakar Gogate	0.20	0.08
	Vishakha Hari Bhagvat	0.30	0.13
	Shubhangi Bhalchandra Umbarkar	0.18	0.08
13	**Rent income**		
	Krystal Ingredients Private Limited	-	0.12
14	**Repayment of advance given**		
	Dinesh Vasu Thekkepanakkal	-	0.20
15	**Advance received**		
	Dottera International LLC	-	1.66
16	**Guarantees and collaterals**		
	Corporate Guarantee (Given to Bank on behalf of Krystal Ingredients Pvt. Ltd.)	400.00	883.00
17	**Capital Expenditure**		
	Krystal Ingredients Private Limited	3.53	-

(Amounts in ₹ million unless stated otherwise)

Sr no.	Balances	As at March 31, 2025	As at March 31, 2024
B	*Balances*		
1	**Employee related obligation**		
	Vruta Yash Parekh	0.04	0.02
	Dinesh Vasu Thekkepanakkal	-	0.32
	Shaila Sachin Ghangurde	-	0.07
	Pooja Padam Bhandari	0.07	-
2	**Trade receivables**		
	Gem Aromatics LLC	183.48	69.65
	Doterra Global Limited ("Doterra Group")	393.83	124.93
	Krystal Ingredients Private Limited	10.14	-
3	**Loan given**		
	Krystal Ingredients Private Limited	810.67	190.66
	Yash V Parekh		
4	**Investments**		
	Subsidiaries		
	Gem Aromatics LLC	3.80	3.80
	Krystal Ingredients Private Limited# (Refer Note 5)	9.42	6.75
	Gem Aromatics FZ LLC*	-	0.21
5	**Other receivable / (payable)**		
	Gem Aromatics LLC	0.00	-
	Gem Aromatics FZ LLC*	-	0.68
6	**Other current liabilities**		
	Dottera International LLC	1.02	1.66
7	**Current financial liabilities - Security deposit**		
	Krystal Ingredients Private Limited	-	0.06
8	**Current financial assets - security deposit**		
	Kaksha Vipul Parekh	0.62	0.92
	Vipul Parekh	0.65	0.98
9	**Guarantees and collaterals**		
	Corporate Guarantee (Given to Bank on behalf of Krystal Ingredients Pvt. Ltd.)	1,283.00	883.00
10	**Director sitting fees payable**		
	Shrenik Kishorbhai Vora	-	0.02
	Vishakha Hari Bhagvat	-	0.02

* The Investment made and outstanding receivable amount has been fully provided.
# Includes deemed investment on account of financial guarantee given.
The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash.

The Company has given corporate guarantee towards the loans availed by its subsidiary from financial institutions, details of the same are disclosed under note 33.

(31) Fair value measurement

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 if the carrying amount is a reasonable approximation of fair value those include cash and cash equivalents, other bank balances, trade receivables and trade payables.

(Amounts in ₹ million unless stated otherwise)

At fair value through profit and loss	Level	As at March 31, 2025	As at March 31, 2024
Assets			
Derivative asset - forward contract receivable	2	0.41	0.40
Total Assets		**0.41**	**0.40**
Liabilities			
Derivative liabilities - forward contract payables	2	-	-
Total Liabilities		-	-

(Amounts in ₹ million unless stated otherwise)

At amortised cost	As at March 31, 2025	As at March 31, 2024
Assets		
Trade receivables	1,369.71	426.20
Cash and cash equivalents	1.03	157.01
Bank balances other than cash and cash equivalents	4.95	4.75
Investment	13.22	10.55
Loan	811.68	191.00
Other financials assets	15.01	140.58
Total Assets	**2,215.60**	**930.09**
Liabilities		
Borrowings	1,421.40	841.39
Lease liabilities	24.81	7.75
Trade payables	159.45	147.95
Other financial liabilities	16.70	11.96
Total Liabilities	**1,622.36**	**1,009.05**

Note: Carrying amounts of cash and cash equivalents, other bank balances, trade receivables, other financial assets, borrowings, other financial liabilities and trade payables as at March 31, 2025, approximate their fair value due to their short-term nature. Difference between carrying amounts and fair values of other financial assets and other financial liabilities subsequently measured at amortised cost is not significant in each of the years presented.

(32) Financial risk management framework

The Company’s Board of Directors has overall responsibility for the establishment and oversight of the Company’s risk management framework. The Board is responsible for developing and monitoring the Company’s risk management policies. The Board holds regular meetings on its activities.

The Company’s risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company’s activities. The Company, 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 Board 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.

a). 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.

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.

A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which Company operates and other macro-economic factors.

Credit quality of a customer is assessed based on its credit worthiness and historical dealings with the Company, market intelligence and goodwill. Outstanding customer receivables are regularly monitored. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables and other receivables.

Cash and cash equivalents and other bank balances

The Company held cash and cash equivalents and other bank balances of ₹ 6.09 million as at March 31, 2025 (March 31, 2024 - ₹ 289.40 million) . The credit worthiness of banks and financial institutions is evaluated by management on an ongoing basis and is considered to be good.

Loans

Loan is given to related parties for which credit risk is managed by monitoring the recoveries of such amounts on regular basis. The Company does not perceive any credit risk related to such loans given to subsidiary companies.

Other financial assets

Other financial assets measured at amortised cost includes deposits and capital advances for immovable properties etc. Credit risk related to these financial assets are managed by monitoring the recoveries of such amounts on regular basis and the Company does not perceive any credit risk related to these financial assets.

Other than trade and other receivables, the Company has no other financial assets that are past due but not impaired.

b). 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. The Company has access to unused credit facility as at March 31, 2025 amounting to ₹ 370.15 million (March 31, 2024 - ₹ 1162.70 Million) towards working capital needs as and when required.

Maturities of financial liabilities

The below table analyses the Company's financial liabilities into relevant maturity based on their contractual maturities. The amounts disclosed in the table are contractual undiscounted cash flows.

(Amounts in ₹ million unless stated otherwise)

Particulars	Carrying amount	Undiscounted amount	
		<12months	≥ 12months
March 31, 2025			
Non Derivative financial instruments			
Borrowings	1,421.40	1,420.79	0.61
Trade payables	159.45	159.45	-
Lease liabilities	24.81	6.39	24.85
Other financial liabilities	16.70	9.99	6.71
March 31, 2024			
Non Derivative financial instruments			
Borrowings	841.39	839.84	1.55
Trade payables	147.95	147.95	-
Lease liabilties	7.75	5.15	3.18
Other financial liabilities	11.96	6.55	5.41

(c). Market risk

Market risk is the risk arising from changes in market prices – such as foreign exchange rates and interest rates – that will affect the Company'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. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of the investments. Thus, the exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currency.

(i). Currency risk

The Company is exposed to currency risk on account of foreign currency transactions including recognized assets and liabilities denominated in a currency that is not the Company's functional currency (₹), primarily in respect of United States Dollar and Chinese Yuan. The Company ensures that the net exposure is kept to an acceptable level.

Exposure to currency risk

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows:

As at March 31, 2025

(Amounts in ₹ million unless stated otherwise)

Particulars	USD converted to INR	YUAN converted to INR
Financial assets		
Trade receivables	814.41	-
Net exposure to foreign currency (assets)	**814.41**	**-**
Financial liabilities		
Trade payables	6.89	-
Borrowings	-	-
Net exposure to foreign currency (liabilities)	**6.89**	**-**
Net exposure to foreign currency	**807.52**	**-**

As at March 31, 2024

(Amounts in ₹ million unless stated otherwise)

Particulars	USD converted to INR	YUAN converted to INR
Financial assets		
Trade receivables	267.70	20.03
Net exposure to foreign currency (assets)	**267.70**	**20.03**
Financial liabilities		
Trade payables	5.22	-
Net exposure to foreign currency (liabilities)	**5.22**	**-**
Net exposure to foreign currency	**262.48**	**20.03**

(32) Financial risk management framework (Continued)

Sensitivity analysis

A reasonably possible strengthening /(weakening) of the Indian Rupee against all other currencies would have affected the measurement of financial instruments denominated in a foreign currency 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.

(Amounts in ₹ million unless stated otherwise)

Particulars	Impact on profit after tax and equity	
	March 31, 2025	March 31, 2024
USD		
- Increase by 5%	30.21	9.82
- Decrease by 5%	(30.21)	(9.82)
YUAN		
- Increase by 5%	-	0.75
- Decrease by 5%	-	(0.75)

Outstanding Derivative contracts

The Company hedges exposures to changes in foreign currency. The counterparty for these contracts is a bank. All these instruments of forward contracts are valued at fair value through profit and loss.

The following table gives details in respect of outstanding hedge contracts:

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2025			
	USD	INR	YUAN	INR
Forward contracts (fair valuation through profit and loss)	8.00	675.62		
Total	**8.00**	**675.62**		

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2024			
	USD	INR	YUAN	INR
Forward contracts (fair valuation through profit and loss)	10.23	857.05	1.50	18.18
Total	**10.23**	**857.05**	**1.50**	**18.18**

Following table summarises approximate gain / (loss) on the Company's other comprehensive income on account of appreciation / depreciation of the underlying currencies:

(Amounts in ₹ million unless stated otherwise)

Particulars	Impact on profit after tax and equity	
	March 31, 2025	March 31, 2024
USD		
- Increase by 5%	25.28	32.07
- Decrease by 5%	(25.28)	(32.07)
Yuan		
- Increase by 5%	-	0.68
- Decrease by 5%	-	(0.68)

(ii). 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

The Companies exposure to interest rate risks relates primarily to the Companies interest obligations on its borrowings. Borrowings taken at variable rates are exposed to fair value interest rate risk. The Company carries excellent credit ratings, due to which it has assessed that ther are no material interest rate risk and any exposure thereof.

(iii). Capital risk management

The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business.

The Company monitors its capital by using gearing ratio, which is net debt divided to total equity. Net debt includes borrowings net of cash and bank balances and total equity comprises of equity share capital, general reserve, securities premium, other comprehensive income and retained earnings.

(Amounts in ₹ million unless stated otherwise)

Particulars	March 31 ,2025	March 31 ,2024
Borrowings	1,421.40	841.39
Less : Cash and cash equivalents	(1.03)	(157.01)
Less : Other bank balances	(5.06)	(132.40)
Net Debt	**1,415.31**	**551.98**
Equity	2,838.88	2,270.47
Total Equity	**2,838.88**	**2,270.47**
Total Equity and Net Debt	4,254.19	2,822.45
Capital gearing ratio	***0.33***	***0.20***

Loan covenants

The Company is required to comply with all the loan covenants as set out in the loan agreement/facility letter. The Company has complied with these covenants during the reporting year.

(33) Details of the outstanding principal (including unamortised borrowing cost, if any), interest rate, security and repayment terms:

(Amounts in ₹ million unless stated otherwise)

Sr no	Name of the Bank	As at March 31, 2025	As at March 31, 2024	Applicable interest rate p.a.	Type of loan and underlying facilities	Amount sanctioned As at March 31, 2025	Repayments terms
1	HDFC Bank	227.71	162.53	8.40%	i. Cash credit ii. Pre-shipment finance iii. Post-shipment finance	400.00	On demand
2	Citi Bank	277.05	119.84	7.75% - 10.15%	i. Pre-Shipment/Post-Shipment/Bill Discounting ii. Export credit iii. Cash Credit/Buyers Credit/WCDL	330.00	On demand
3	Axis Bank	533.65	258.20	8.25% - 9.5%	i. Cash credit ii. Export credit iii. WCDL	660.00	On demand
4	DBS Bank	198.06	98.25	8.00%	i. Cash Credit/Buyers Credit/WCDL ii. Export credit	200.00	On demand
5	ICICI Bank	183.39	200.00	7.50% - 8.9%	i. Cash credit ii. Pre-shipment finance iii. Post-shipment finance	200.00	On demand
6	HDFC Bank	1.55	2.57	8.25%	i. Vehicle loan	4.09	Fixed Term Loan: Loan 1 and Loan 2 is repayable on EMI basis by December 2025 and May 2027 respectively.
	Total	**1,421.40**	**841.39**			**1,794.09**	

A Security

1 All borrowings (except vehicle loans) are secured by a first pari passu charge on current assets (inventories and book debts) and entire movable fixed assets of the Company, both present & future.

2 Collateral Security:
Following Immovable properties are shared in first pari passu charge:
i) Land & Building at Plot 2, Survey No 16/4/2, Near Alok Industries, Village Rakholi, Silvassa - 396230 (D&NH), India.
ii) Land & Building at Plot 126,8,9,10, Village Gathona Tehsil & District Badaun of the company.

3 Term loans pertains to vehicles purchased by the Company and are issued against hypothecation of the Vehicles.

B The Company has borrowings from banks or financial institutions on the basis of security of book debts, inventory and other time deposits. The statements of current assets filed by the Company with banks are primarily in agreement with the books of accounts.

GEM AROMATICS LIMITED
(Formerly known as Gem Aromatics Private Limited)
CIN: U24246MH1997PLC111057
NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

(34) Ratio analysis and its elements

Ratio	Numerator	Denominator	March 31, 2025	March 31, 2024	% change	Remarks (where % change is more than 25%)
Current ratio	Current Assets	Current Liabilities	1.97	2.62	-24.77%	
Debt- Equity Ratio	Total Debt	Shareholder's Equity	0.50	0.37	35.11%	Due to increase in the borrowings.
Debt Service Coverage ratio	Earnings for debt service = Net profit after taxes + depreciation and amortization + Finance cost	Debt service = Interest + Principal Repayments	9.97	10.97	-9.12%	
Return on Equity	Net Profits after tax for the year	Shareholder's Equity	20.03%	21.79%	-8.07%	
Inventory Turnover ratio	Cost of goods sold	Average Inventory	2.32	2.23	4.12%	
Trade Receivable Turnover Ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	5.46	7.28	-24.96%	
Trade Payable Turnover Ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	23.69	21.41	10.68%	
Net Capital Turnover Ratio	Revenue from Operations	Working capital = Current assets – Current liabilities	3.19	2.67	19.69%	
Net Profit ratio	Net Profits after tax for the year	Revenue from Operations	0.11	0.11	3.50%	
Return on Capital Employed	Profit before tax and finance costs	Capital Employed = Total Equity + Total Debt + Deferred Tax Liability	19.80%	23.31%	-15.06%	
Return on Investment (Fixed Deposit)	Interest on Fixed Deposit (Finance Income)	Weighted Average Investment in Fixed Deposits	6.02%	7.15%	-15.72%	

(35) Earnings per share

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Profit attributable to the equity holders of the Company (₹ in millions)	568.54	494.63
Weighted average number of equity shares for Basic EPS (in nos)	4,68,52,523	4,68,52,523
Weighted average number of equity shares for Diluted EPS (in nos)	4,68,52,523	4,68,52,523
Earnings per share (₹)		
- Basic	12.13	10.56
- Diluted	12.13	10.56
Face value per equity share (₹)	2.00	2.00

(36) Income tax expense

This note provides analysis of Company's income tax expense, amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates in relation to the Company's tax position.

(a) Income tax expense is as follows:

(Amounts in ₹ million unless stated otherwise)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
(a) Profit and loss		
Current tax	197.00	176.50
Tax expense relating to prior years	5.76	(0.54)
Deferred tax	1.56	(4.22)
Total Tax expense	**204.32**	**171.74**

(b) Reconciliation of tax expense and the accounting profit computed by applying income tax rate:

(Amounts in ₹ million unless stated otherwise)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Profit before tax	**772.86**	**666.37**
Tax rate	25.17%	25.17%
Computed tax expense	**194.51**	**167.71**
Expenses not deductible for tax purpose	3.23	1.73
Tax expense relating to prior years	5.76	(0.54)
Others	0.81	2.84
Income tax expense	**204.32**	**171.74**

(37) Segment reporting

The Company publishes this financial statement along with the consolidated financial statements. In accordance with Ind AS 108, Operating Segments, the Company has disclosed the segment information in the consolidated financial statements.

(38) Commitments and contingent liabilities

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2025	As at March 31, 2024
(I) Contingent liabilities		
(a) Claims against the Company not acknowledged as		
Under Customs regulations	300.77	300.77
Under Income tax act	63.59	55.11
Under Goods and service tax act	40.49	40.49
Under MSMED Act	0.55	0.55
Under Uttar Pradesh Trade Tax Regime	176.48	176.48
Total Contingent liabilities	**581.88**	**573.40**
(II) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for:		
(i) Capital commitments entered by the Company	6.45	-
(b) Other Commitments		
(i) Other Commitments - Corporate Guarantee	1,283.00	883.00
Total Commitments	**1,289.45**	**883.00**

(39) Corporate Social Responsibility

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2025	As at March 31, 2024
Corporate Social Responsibility expenditure		
Amount required to be spent as per Section 135 of the Companies Act, 2013	11.14	8.70
Amount spent during the period on:		
(i) Construction / acquisition of an asset	-	-
(i) Construction/ Acquistion an any asset	-	-
(ii) On purposes other than (i) above		
(a) Education purpose	7.91	0.46
(b) Medical purpose	-	1.50
(c) Others	0.46	0.10
Total	**8.37**	**2.06**
(iii) Shortfall/ (Excess) at the end of the period (after adjusting PY excess balance)	(0.45)	(3.22)
(iv) Details of Related Party Transactions		
Contribution for educational and other purposes made to Gem Foundation	8.27	-
Contribution for educational purposes made to Sanskruti Welfare Trust	0.10	0.46

(40) Dues of micro and small enterprises

(Amounts in ₹ million unless stated otherwise)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED') which came into force from 2 October 2006, certain disclosures are required related to MSME. On the basis of the information and records available with the Company following are the details of dues:		
- the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;	6.94	37.37
- the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
- the amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
- the amount of interest accrued and remaining unpaid at the end of each accounting year; and	0.16	3.29
- the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

(41) There are no material subsequent events which have occurred between the reporting date as on March 31, 2025 and adoption of standalone financial statements by board of directors as on May 30, 2025

(42) The standalone financial statements were authorised for issue by the Company's Board of directors on May 30, 2025

(43) Other Statutory Information

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company does not have any transactions with companies struck off.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the period.

(v) The Company is in compliance with the number of layers precribed under clause (87) of section 2 of the Companies Act read wiith the companiesd (Restriction on number of layers) Rules 2017.

(vi) 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

(vii) 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,

(viii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the period in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

As per our report of even date

For CHHAJED & DOSHI
Chartered Accountants
Firm's Registration No.: 101794W

ABHINAV UTTAMCHAND CHHAJED
Digitally signed by ABHINAV UTTAMCHAND CHHAJED
Date: 2025.05.30 23:47:13 +05'30'

CA Abhinav Chhajed
Partner
Membership Number: 196452
Place : Mumbai
Date : May 30, 2025

For and on behalf of the Board of Directors of
Gem Aromatics Limited
(Formerly known as Gem Aromatics Private Limited)
CIN: U24246MH1997PLC111057

KAKSHA VIPUL PAREKH
Digitally signed by KAKSHA VIPUL PAREKH
DN: C=IN, O="Personal,CID - 7000328", Phone=b49babe8d134aa2429bad6048991d4cf3075b813f3772642355c7ba58b34d88d, PostalCode=400076, S=Maharashtra, SERIALNUMBER=4bb754b02e06b50f96aeb2f2c966d91c0853b7b95f056361bd1f628a0e2b5981, CN=KAKSHA VIPUL PAREKH
Reason: I am the author of this document
Location:
Date: 2025.05.30 20:17:22+05'30'
Foxit PDF Editor Version: 2024.1.0

Kaksha Vipul Parekh
Whole Time Director & CFO
DIN : 00235998
Place : Mumbai
Date : May 30, 2025

YASH PAREKH
Digitally signed by YASH PAREKH
DN: C=IN, O="Personal,CID - 6970020", Phone=915296876dbf6a9a270058f6c136d2cc329023bdf7adbf58c0d57c11deb40bc6, PostalCode=400077, S=Maharashtra, SERIALNUMBER=6f0fbce467fffc91f4a441eaa5742abe9c4189cf06bda06949f0bc36f70a8234, CN=YASH PAREKH
Reason: I am the author of this document
Location:
Date: 2025.05.30 20:19:29+05'30'
Foxit PDF Editor Version: 2024.1.0

Yash Parekh
Managing Director & CEO
DIN : 03514313
Place : New Jersey, USA
Date : May 30, 2025

POOJA PADAM BHANDARI
Digitally signed by POOJA PADAM BHANDARI
DN: C=IN, O="Personal,CID - 6991687", Phone=ab626f993f38a16cbfebe8cd23c4bcef3f2834ba5dacbc48f9c0dd4c7ac3cb6d, PostalCode=421301, S=Maharashtra, SERIALNUMBER=709e1600b815765a432c66fc9427aeddb991544a09ba7a98a61af52da3e6ce15, CN=POOJA PADAM BHANDARI
Reason: I am the author of this document
Location:
Date: 2025.05.30 20:20:08+05'30'
Foxit PDF Editor Version: 2024.1.0

Pooja Padam Bhandari
Company Secretary
Membership Number: 73944
Place : Mumbai
Date : May 30, 2025

INDEPENDENT AUDITORS' REPORT

The members of
Gem Aromatics Limited
(formerly known as Gem Aromatics Private Limited)

Report on the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of **Gem Aromatics Limited** (formerly known as Gem Aromatics Private Limited) ("the Parent"), **& its subsidiaries** (the Parent and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at March 31, 2025, the consolidated statement of profit and loss (including other comprehensive income), the consolidated cash flow statement for the year then ended, the consolidated statement of changes in equity, notes to the financial statements, a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

   In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of other auditors on separate financial statements of subsidiaries, 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 accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2025, consolidated profit, other comprehensive income, consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

2. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group 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 thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Other Matter

3. We have not audited the financial statements of 1 wholly owned subsidiary i.e. Gem Aromatics LLC whose financial statements reflect total assets of Rs. 308.60 million as at March 31, 2025, total revenue of Rs. 921.09 million for the year ended March 31, 2025 and net cash inflow of Rs. 5.47 million for the year ended March 31, 2025. These financial statements have been audited by TDK & Co, Chartered Accountants (the "Other Auditor"), 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 the aforesaid subsidiary is based solely on the report of the Other Auditor.

   The Company's management has converted the financial information of Gem Aromatics LLC which is located outside India from accounting principles generally accepted in that country to accounting

CHHAJED & DOSHI MUMBAI 400 069. CHARTERED ACCOUNTANTS

HEAD OFFICE : 101, Solaris One, Near East West Flyover, N. S. Phadke Marg, Andheri (E), Mumbai 400069
: 022-61037878 • E mail: info@cndindia.com • www.cndindia.com
BRANCHES : • Ahmedabad • Delhi • Dombivli • Marine Lines

principles generally accepted in India. The Other Auditor have audited these conversion adjustments made by the Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the reports of Other Auditor and the conversion adjustments prepared by the management of the Company and audited by Other Auditor.

4. The Company's management has converted the financial information of one wholly owned subsidiary located outside India i.e. Gem Aromatics FZ LLC as at and for the period ended June 13, 2024 (i.e. the date of liquidation) from accounting principles generally accepted in that country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the conversion adjustments prepared by the management of the Company and audited by us.

   Our opinion on the consolidated financial statements and our report on the 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 Auditor.

Other Information

5. The Holding Company's Management and Board of Directors is responsible for the other information. The other information comprises the information included in the Holding Company's Director's Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. The Holding Company's Director's Report is expected to be made available to us after the date of this auditor's report.

   Our opinion on the consolidated financial statements does not cover the other information and we will 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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

   When we read the Director's report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 "The Auditors Responsibilities Relating to Other Information".

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

6. The Holding Company's Management and Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 consolidated financial statements that give a

true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

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

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibility

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

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

   - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

   - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system 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 Management and Board of Directors.

   - Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group'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 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 to cease to continue as a going concern.

CHHAJED & DOSHI * MUMBAI 400 069. * CHARTERED ACCOUNTANTS

- 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.

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 Holding Company and such other companies 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 control that we identify during our audit.

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

Report on Other Legal and Regulatory Requirements

8. As required by section 143 (3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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 appears from our examination of those books and report of other auditor except for the matter stated in the paragraph 8(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

c. The consolidated balance sheet, the consolidated statement of profit and loss and the consolidated cash flow statement dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

e. On the basis of written representations received from the directors of the Holding Company as on March 31, 2025 and taken on record by the Board of Directors of the Holding Company and the reports of statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 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 over financial reporting of the Holding Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure I"**.

CHHAJED & DOSHI
MUMBAI 400 069.
CHARTERED ACCOUNTANTS

g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent to its directors during the year is in accordance with the provisions of section 197 of the Act.

h. The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 8(b) above on reporting under Section 143(3)(b) of the Act and paragraph 8(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

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

   i. The Group has disclosed impact of pending litigations which may have impact on its consolidated financial position in note no. 38 to Consolidated Financial Statements;

   ii. the Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

   iii. there were no amounts required to be to be transferred to the Investor Education and Protection Fund.

   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 that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, 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 or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entity ("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 management of the Parent and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented, that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the Parent or its subsidiaries from any person(s) or entity(ies), including foreign entity ("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 that has been considered reasonable and appropriate in the circumstances performed by us and those 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 i (iv) (a) and (b) above, contain any material mis-statement.

CHHAJED & DOSHI ★ MUMBAI 400 069. ★ CHARTERED ACCOUNTANTS

v. The Group has neither declared nor paid any dividend during the year.

vi. Based on our examination which included test checks, the Holding Company and its subsidiary company incorporated in India have used an accounting software for maintaining its books of account 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 except at the database level to log any direct data changes to the accounting software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

Additionally, the audit trail has been preserved by the Holding Company and its subsidiary company incorporated in India as per the statutory requirements for record retention.

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

For CHHAJED & DOSHI
Chartered Accountants
Firm Registration No.: 101794W

CHHAJED & DOSHI MUMBAI 400 069 CHARTERED ACCOUNTANTS

Place: Mumbai
Date: May 30, 2025

Abhinav Chhajed
Partner
Membership No.: 196452
UDIN: 25196452BMNVZJ7233

Annexure I to the Independent Auditors' Report
(Referred to in our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. We have audited the internal financial controls over financial reporting of **Gem Aromatics Limited** (formerly known as Gem Aromatics Private Limited) ("the Holding Company"), as at March 31, 2025 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Control 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 company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. 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 over financial reporting 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

CHHAJED & DOSHI
MUMBAI
400 069.
CHARTERED ACCOUNTANTS

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

Meaning of Internal Financial Controls Over Financial Reporting

4. A company's internal financial control over financial reporting 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 over financial reporting includes those policies and procedures that:

i. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

ii. 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

iii. 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 Over Financial Reporting

5. Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

6. In our opinion, the Holding Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Control over Financial Reporting issued by the ICAI.

For CHHAJED & DOSHI
Chartered Accountants
Firm Registration No.: 101794W

CHHAJED & DOSHI
MUMBAI 400 069.
CHARTERED ACCOUNTANTS

Abhinav Chhajed
Partner
Membership No.: 196452
UDIN: 25196452BMNVZJ7233

Place: Mumbai
Date: May 30, 2025

Annexure II to the Independent Auditors' Report
(Referred to in our report of even date)

(xxi) With respect to the matters specified in paragraphs 3 (xxi) and 4 of the Companies (Auditor's Report) Order, 2020 ("CARO") issued by Central Government in terms of Section 143(11) of the Act, to be included in the Auditors report, according to the information and explanation given to us, and based on the CARO report issued by us for the Holding Company and the Subsidiary Company which is incorporated in India, included in the consolidated financial statement of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports except for the following:

Sr. No.	Name	CIN	Holding Company/subsidiary/ Associate/ Joint Venture	Clause number of the CARO report which is qualified or adverse
1	Krystal Ingredients Private Limited	U24299MH2021PTC359408	Subsidiary Company	3(xvii)

For CHHAJED & DOSHI
Chartered Accountants
Firm Registration No.: 101794W

CHHAJED & DOSHI * MUMBAI 400 069 * CHARTERED ACCOUNTANTS

Abhinav Chhajed
Partner
Membership No.: 196452
UDIN: 25196452BMNVZJ7233

Place: Mumbai
Date: May 30, 2025

GEM AROMATICS LIMITED
(Formerly known as Gem Aromatics Private Limited)
CIN: U24246MH1997PLC111057
CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2025

(Amounts in ₹ million unless stated otherwise)

Particulars	*Note*	As at March 31, 2025	As at March 31, 2024
ASSETS			
(A) Non-current assets			
(a) Property, plant and equipment	*(3)(a)*	433.41	402.76
(b) Right-of-use assets	*(4)*	110.09	92.62
(c) Capital work in progress	*(3)(b)*	1,255.03	303.58
(d) Other intangible assets	*(3)(c)*	0.92	0.65
(e) Financial assets			
(i) Other financials assets	*(7)*	28.05	8.69
(f) Deferred tax assets (net)	*(8)*	18.56	11.61
(g) Income tax assets		42.42	32.94
(h) Other non-current assets	*(9)*	28.86	28.19
Total non-current assets		**1,917.34**	**881.04**
(B) Current assets			
(a) Inventories	*(10)*	1,661.18	1,744.77
(b) Financial assets			
(i) Trade receivables	*(5)*	1,409.94	453.30
(ii) Cash and cash equivalents	*(11)(a)*	11.31	158.84
(iii) Bank balances other than (ii) above	*(11)(b)*	10.23	4.75
(iv) Loans	*(6)*	1.01	0.34
(v) Other financial assets	*(7)*	0.88	138.16
(c) Other current assets	*(9)*	333.30	304.47
Total current assets		**3,427.85**	**2,804.64**
TOTAL ASSETS		**5,345.19**	**3,685.68**
EQUITY AND LIABILITIES			
(A) Equity			
(a) Equity share capital	*(12)*	93.71	93.71
(b) Other equity	*(13)*	2,746.10	2,211.77
Total equity		**2,839.81**	**2,305.48**
(B) Liabilities			
(I) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	*(14)*	686.79	239.93
(ii) Lease liabilities	*(27)*	20.70	2.85
Total non-current liabilities		**707.49**	**242.78**
(II) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	*(14)*	1,536.90	871.32
(ii) Lease liabilities	*(27)*	4.11	4.90
(iii) Trade payables	*(15)*		
1. Total outstanding dues of micro enterprises and small enterprises		35.48	50.09
2. Total outstanding dues of creditors other than micro enterprises and small enterprises		196.84	139.03
(iv) Other financial liabilities	*(16)*	10.16	5.95
(b) Other current liabilities	*(17)*	9.19	35.26
(c) Provisions	*(18)*	0.76	0.96
(d) Current tax liabilities		4.45	29.91
Total current liabilities		**1,797.89**	**1,137.42**
TOTAL EQUITY AND LIABILITIES		**5,345.19**	**3,685.68**

Material accounting policies *(2)*

The accompanying notes from 1 to 43 form an integral part of the financial statements.

As per our report of even date

For CHHAJED & DOSHI
Chartered Accountants
Firm's Registration No.: 101794W

ABHINAV UTTAMCHAN D CHHAJED
Digitally signed by ABHINAV UTTAMCHAND CHHAJED
Date: 2025.05.30 23:51:55 +05'30'

CA Abhinav Chhajed
Partner
Membership Number: 196452
Place : Mumbai
Date : May 30, 2025

For and on behalf of the Board of Directors of
Gem Aromatics Limited
(Formerly known as Gem Aromatics Private Limited)
CIN: U24246MH1997PLC111057

KAKSHA VIPUL PAREKH
Digitally signed by KAKSHA VIPUL PAREKH
Date: 2025.05.30 21:19:25+05'30'

Kaksha Vipul Parekh
Whole Time Director & CFO
DIN : 00235998
Place : Mumbai
Date : May 30, 2025

YASH PAREKH
Digitally signed by YASH PAREKH
Date: 2025.05.30 21:20:25+05'30'

Yash Parekh
Managing Director & CEO
DIN : 03514313
Place : New Jersey, USA
Date : May 30, 2025

POOJA PADAM BHANDARI
Digitally signed by POOJA PADAM BHANDARI
Date: 2025.05.30 21:22:02+05'30'

Pooja Padam Bhandari
Company Secretary
Membership Number: 73944
Place : Mumbai
Date : May 30, 2025

GEM AROMATICS LIMITED
(Formerly known as Gem Aromatics Private Limited)
CIN: U24246MH1997PLC111057
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

(Amounts in ₹ million unless stated otherwise)

Particulars	*Note*	Year ended March 31, 2025	Year ended March 31, 2024
INCOME			
(a) Revenue from operations	*(19)*	5,039.53	4,524.52
(b) Other income	*(20)*	16.87	17.73
Total Income		**5,056.40**	**4,542.25**
EXPENSES			
(a) Cost of materials consumed	*(21)*	3,641.44	3,444.24
(b) Changes in inventories of finished goods and work-in-progress	*(22)*	118.01	(32.68)
(c) Employee benefits expense	*(23)*	128.27	111.34
(d) Finance costs	*(24)*	80.82	62.70
(e) Depreciation and amortisation expenses	*(25)*	73.42	62.63
(f) Other expenses	*(26)*	267.29	218.29
TOTAL EXPENSES		**4,309.25**	**3,866.52**
(3) Profit before tax (1-2)		**747.15**	**675.73**
(4) Tax expense	*(36)*		
(a) Current tax		214.46	184.77
(b) Tax expense relating to prior periods		5.76	(5.43)
(b) Deferred tax charge / (credit)		(6.91)	(4.44)
Total tax expense		**213.31**	**174.90**
(5) Profit for the year (3-4)		**533.84**	**500.83**
(6) Other comprehensive income			
(a) Items that will not be reclassified to profit / (loss)			
(i) Exchange differences on translation of foreign operations		0.62	8.70
(ii) Remeasurement of defined employee benefits plan		(0.17)	0.58
(b) Income tax relating to items that will not be reclassified to profit / (loss)			
(i) Deffered tax on remeasurement of defined employee benefits plan		0.04	(0.15)
Total other comprehensive income for the year		**0.49**	**9.13**
(7) Total comprehensive income for the year (5+6)		**534.33**	**509.96**
Earnings per equity share of face value of ₹ 2 each	*(35)*		
(1) Basic (in ₹)		11.39	10.69
(2) Diluted (in ₹)		11.39	10.69

Material accounting policies *(2)*

The accompanying notes from 1 to 43 form an integral part of the financial statements.

As per our report of even date

For CHHAJED & DOSHI
Chartered Accountants
Firm's Registration No.: 101794W

ABHINAV UTTAMCHAND CHHAJED
Digitally signed by ABHINAV UTTAMCHAND CHHAJED
Date: 2025.05.30 23:52:39 +05'30'

CA Abhinav Chhajed
Partner
Membership Number: 196452
Place : Mumbai
Date : May 30, 2025

For and on behalf of the Board of Directors of
Gem Aromatics Limited
(Formerly known as Gem Aromatics Private Limited)
CIN: U24246MH1997PLC111057

KAKSHA VIPUL PAREKH
Digitally signed by KAKSHA VIPUL PAREKH
Date: 2025.05.30 21:13:53+05'30'

Kaksha Vipul Parekh
Whole Time Director & CFO
DIN : 00235998
Place : Mumbai
Date : May 30, 2025

YASH PAREKH
Digitally signed by YASH PAREKH
Date: 2025.05.30 21:15:07+05'30'

Yash Parekh
Managing Director & CEO
DIN : 03514313
Place : New Jersey, USA
Date : May 30, 2025

POOJA PADAM BHANDARI
Digitally signed by POOJA PADAM BHANDARI
Date: 2025.05.30 21:16:41+05'30'

Pooja Padam Bhandari
Company Secretary
Membership Number: 73944
Place : Mumbai
Date : May 30, 2025

GEM AROMATICS LIMITED
(Formerly known as Gem Aromatics Private Limited)
CIN: U24246MH1997PLC111057
CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2025

(Amounts in ₹ million unless stated otherwise)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
(A) Cashflows from operating activites		
Profit before tax	**747.15**	**675.73**
Adjustment for:		
Depreciation and amortisation charge	67.61	56.99
Amortisation of right-of-use assets	5.81	5.64
Interest on lease liabilities	0.63	0.91
Foreign exchange (gain) / loss (net)	8.18	(1.06)
Finance costs	80.03	58.40
Interest income	(7.26)	(7.67)
Sundry balances written back	(1.05)	(0.52)
Unrealised fair value (gain) / loss on forward contracts (net)	(0.01)	(8.34)
(Profit) / loss on sale of property , plant and equipment (net)	(0.83)	0.04
Operating cash flow before working capital changes	**900.26**	**780.12**
Adjustment for changes in working capital:		
(Increase) / Decrease in inventories	83.59	(319.71)
(Increase) / Decrease in trade receivables	(964.82)	344.12
(Increase) / Decrease in other assets	(35.05)	(231.31)
Increase / (Decrease) in trade payables	43.20	(22.30)
Increase / (Decrease) in other liabilities	(21.16)	7.71
Cash generated from operations	**6.02**	**558.63**
Taxes paid (net of refunds)	(255.18)	(157.42)
Net cashflows from operating activities	**(249.16)**	**401.21**
(B) Cashflows from investing activities		
Purchase of property, plant and equipment and other intangible assets	(1,050.89)	(391.42)
Sale of property, plant and equipment*	1.74	0.00
Bank deposit (placed) / matured	116.52	(126.75)
Interest received	7.26	7.67
Net cashflows from investing activities	**(925.37)**	**(510.50)**
(C) Cashflows from financing activities		
Proceeds from / (Repayment of) current borrowings(net)	661.08	(20.96)
Proceeds from non-current borrowings	526.76	238.37
Repayment of non-current borrowings	(79.90)	(1.28)
Interest paid	(75.53)	(56.89)
Payment of lease liabilities (Refer note 27)	(6.03)	(5.64)
Net cashflows from financing activities	**1,026.38**	**153.60**
Net (decrease)/increase in cash and cash equivalents (A+B+C)	**(148.15)**	**44.31**
Cash and cash equivalents at the beginning of the year	158.84	105.83
Effect of exchange rate changes	0.62	8.70
Cash and cash equivalents at the end of the year	**11.31**	**158.84**
Cash and cash equivalents comprise of:		
Cash on hand	0.82	0.25
Balance with banks:		
In current accounts	10.49	2.73
In cash credit account	-	100.86
In deposit account with original maturity of 3 months or less	-	55.00
Total cash and cash equivalents	**11.31**	**158.84**

* Amount shown as 0.00 is less than 0.01

Material accounting policies

The accompanying notes from 1 to 43 form an integral part of the financial statements.

Notes :

1. The cashflow statement has been prepared under the indirect method as set out in Indian Accounting standard (Ind AS) 7 'Statement of cash flows' as specified under section 133 of the Companies Act, 2013.

As per our report of even date

For CHHAJED & DOSHI
Chartered Accountants
Firm's Registration No.: 101794W

ABHINAV UTTAMCHAND CHHAJED
Digitally signed by ABHINAV UTTAMCHAND CHHAJED
Date: 2025.05.30 23:52:55 +05'30'

CA Abhinav Chhajed
Partner
Membership Number: 196452
Place : Mumbai
Date : May 30, 2025

For and on behalf of the Board of Directors of
Gem Aromatics Limited
(Formerly known as Gem Aromatics Private Limited)
CIN: U24246MH1997PLC111057

KAKSHA VIPUL PAREKH

Kaksha Vipul Parekh
Whole Time Director & CFO
DIN : 00235998
Place : Mumbai
Date : May 30, 2025

YASH PAREKH

Yash Parekh
Managing Director & CEO
DIN : 03514313
Place : New Jersey, USA
Date : May 30, 2025

POOJA PADAM BHANDARI

Pooja Padam Bhandari
Company Secretary
Membership Number: 73944
Place : Mumbai
Date : May 30, 2025

GEM AROMATICS LIMITED
(Formerly known as Gem Aromatics Private Limited)
CIN: U24246MH1997PLC111057
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

(A) Equity share capital

(Amounts in ₹ million unless stated otherwise)

Particulars	Note	Amount
Balance as at April 1, 2024		**93.71**
Changes in equity share capital during the year	(12)	-
Balance as at March 31, 2025		**93.71**
Balance as at April 1, 2023		**17.85**
Changes in equity share capital during the year	(12)	**75.86**
Balance as at March 31, 2024		**93.71**

(B) Other equity

(Amounts in ₹ million unless stated otherwise)

Particulars	Reserve and surplus			Items of other comprehensive income		Total equity
	General reserve	Securities premium	Retained earnings	Remeasurment of defined benefit plans	Exchange differences on translating the financial statements of a foreign operation	
Balance as at April 1, 2024	**0.32**	**401.98**	**1,846.46**	**0.63**	**(37.62)**	**2,211.77**
Profit for the year	-	-	533.84	-	-	533.84
Changes during the year	-	-	-	(0.13)	0.62	0.49
Balance as at March 31, 2025	**0.32**	**401.98**	**2,380.30**	**0.50**	**(37.00)**	**2,746.10**
Balance as at April 1, 2023	**0.32**	**477.84**	**1,345.63**	**0.20**	**(46.32)**	**1,777.67**
Profit for the year	-	-	500.83	-	-	500.83
Bonus Issue of Equity Share		(75.86)				(75.86)
Changes during the year	-	-	-	0.43	8.70	9.13
Balance as at March 31, 2024	**0.32**	**401.98**	**1,846.46**	**0.63**	**(37.62)**	**2,211.77**

Nature and purpose of reserves

(a) General reserves : General reserve comprises of transfer of profits from retained earnings for appropriation purposes as per the erstwhile Companies Act,1956. The reserve can be distributed / utilised by the Group in accordance with specific requirements of the Companies Act, 2013

(b) Securities premium reserve: The amount received in excess of face value of the equity shares is recognised in Securities Premium. It can be used only in accordance with provisions of Companies Act, 2013 for specified purposes.

(c) Retained earnings: Retained earnings are the profits that the Group has earned till date net of appropriations. It is available for distribution to shareholders.

The accompanying notes from 1 to 43 form an integral part of the financial statements.

As per our report of even date

For CHHAJED & DOSHI
Chartered Accountants
Firm's Registration No.: 101794W

ABHINAV UTTAMCHAND CHHAJED
Digitally signed by ABHINAV UTTAMCHAND CHHAJED
Date: 2025.05.30 23:53:12 +05'30'

CA Abhinav Chhajed
Partner
Membership Number: 196452
Place : Mumbai
Date : May 30, 2025

For and on behalf of the Board of Directors of
Gem Aromatics Limited
(Formerly known as Gem Aromatics Private Limited)
CIN: U24246MH1997PLC111057

KAKSHA VIPUL PAREKH

Kaksha Vipul Parekh
Whole Time Director & CFO
DIN : 00235998
Place : Mumbai
Date : May 30, 2025

YASH PAREKH

Yash Parekh
Managing Director & CEO
DIN : 03514313
Place : New Jersey, USA
Date : May 30, 2025

POOJA PADAM BHANDARI

Pooja Padam Bhandari
Company Secretary
Membership Number: 73944
Place : Mumbai
Date : May 30, 2025

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

(1) Corporate information

Gem Aromatics Limited *(formerly known as Gem Aromatics Private Limited)* is a Public Limited Company w.e.f August 17, 2023 incorporated in India under the provisions of the erstwhile Companies Act, 1956. The registered office of the company is situated in the state of Maharashtra. The Company manufactures essential oil based products and derivatives in India while specializing in products that are derived from mint, clove, eucalyptus and other essential oils which finds application across broad spectrum of end user industries. It carries on manufacturing operations at the plants located at Silvassa, Dadra & Nagar Haveli and Badaun, Uttar Pradesh.

The Consolidated Financial Statements are prepared for the company and its subsidiaries together referred to as the "Group".

Name of the Subsidiary	Country of Incorporation	Shareholding for the year	Nature of operations
Gem Aromatics LLC	United States of America	100%	The Company is primarily engaged in the business of general trading of essential oils and aroma chemicals.
Krystal Ingredients Private Limited	India	100%	The Company is in the business of manufacturing of natural identical / synthetic products, including those with application in the Flavour & Fragrance industry, and specialty chemicals.
Gem Aromatics FZ LLC #	United Arab Emirates	100%	The Company is primarily engaged in the business of General Trading.

Subsidiary Upto June 13, 2024.

(2) Material accounting policies

(2.01) Statement of compliance

These Consolidated Financial Statements of the Group comprising the balance sheet as at March 31, 2025, statement of profit and loss (including other comprehensive income), statement of changes in equity, and cash flow statement for the year ended March 31, 2025, and a summary of material accounting policies and other explanatory information have been prepared by the Group in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) ("Ind AS") under Section 133 of the Companies Act, 2013 (the 'Act'), presentation requirements of Division II of Schedule III of the Act and other relevant provisions of the Act.

(2.02) Basis of preparation and Presentation

Basis of Presentation

The Consolidated Financial Statements have been prepared on a historical cost basis, except for certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments) and employee's defined benefit plan as per actuarial valuation.

Functional and Presentation Currency

The Consolidated financial statements are presented in Indian Rupees, which is the functional currency of the Group and the currency of the primary economic environment in which the Group operates. All amounts have been rounded off to two decimals to the nearest million, unless otherwise stated.

Basis of Consolidation

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses.

Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(2.03) Significant accounting estimates, judgements and assumptions

The preparation of the Consolidated financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affcted in future periods. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances existing when the consolidated financial statements were prepared. The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognized in the year in which the estimates are revised and in any future year affected.

In the process of applying the Group's accounting policies, management has made the following judgements which have Material effect on the amounts Recognized in the Consolidated financial statements:

a. Useful lives of property, plant and equipment and intangible assets : Determination of the estimated useful life of tangible assets and intangible assets and the assessment as to which components of the cost may be capitalized. Useful life of tangible assets is based on the life specified in Schedule II of the Companies Act, 2013 and also as per management estimate for certain category of assets. Assumption also need to be made, when group assesses, whether as asset may be capitalized and which components of the cost of the assets may be capitalized.

b. Contingencies : Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/ claim/ litigation against group as it is not possible to predict the outcome of pending matters with accuracy.

c. Fair value measurements and valuation processes : Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. The Management determines the appropriate valuation techniques and inputs for the fair value measurements. In estimating the fair value of an asset or a liability, the Group used market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engaged third party qualified valuers to perform the valuations in order to determine the fair values based on the appropriate valuation techniques and inputs to fair value measurements such as Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

d. Estimation of defined benefit plans : 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 correspond to the probable maturity of the post-employment benefit obligation.

e. Impairment of property, plant and equipment and intangible assets : At each balance sheet date the Group assesses whether there is any indication of impairment of the carrying amount for each class of the property, plant and equipment, intangible assets and investments. If any indication exists, an asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor.

f. Operating lease commitments - Group as lessee : The Group has entered into lease agreement for office premises and establishments. The Group has determined based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the asset and the fair value of the asset, that it retains all the Material risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

(2.04) Current versus 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 realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised 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

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is 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

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.
The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The group has identified twelve months as its operating cycle.

(2.05) Property, plant and equipment

All items of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost includes its purchase price including non-refundable taxes and duties, borrowing costs and directly attributable costs of bringing the asset to its present location and condition.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of profit and loss during the reporting period in which they are incurred.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.
The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and changes, if any, are accounted in line with revisions to accounting estimates.

Depreciation

Depreciation on property, plant and equipment is provided on 'Written Down Value' (WDV) method, which is in line with the estimated useful life as specified in Schedule II of the Companies Act, 2013.

Depreciation commences when the assets are ready for their intended use. The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains and losses on disposals are determined by comparing net disposal proceeds with carrying amount. These are included in the Consolidated Statement of profit and loss.

The estimated useful lives are as follows :

Assets	Useful life (years)
Land (Freehold)	-
Building	3 to 30
Plant and Machinery	15
Furnitures and Fixtures	10
Electric Installation	10
Lab Equipments	10
Vehicles	8 to 10
Factory/Office Equipment	5
Computers	3 to 6

(2.06) Intangible Assets

Intangible assets with finite useful life are stated at cost of acquisition, less accumulated depreciation/ amortisation and impairment loss, if any. Cost includes taxes, duties and other incidental expenses related to acquisition and other incidental expenses. Amortisation is recognised in profit or loss on a diminishing balance method over the estimated useful lives of respective intangible assets.

The estimated useful lives are as follows :

Assets	Useful life (years)
Computer Software	3

Intangible assets are amortised in profit or loss over their estimated useful lives, from the date that they are available for use based on the expected pattern of consumption of economic benefits of the asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

(2.07) Impairment of property, plant and equipment and intangible assets

At each balance sheet date the Group assesses whether there is any indication of impairment of the carrying amount for each class of the property, plant and equipment, intangible assets and investments. If any indication exists, an asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor.

(2.08) Fair value measurement

The Group measures financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is Material to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is Material to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is Material to the fair value measurement is unobservable.

For financial assets and liabilities maturing within one year from the balance sheet date and which are not carried at fair value, the carrying amount approximates fair value due to short term maturity of these instruments.

The Group recognises the transfer between the levels of fair value hierarchy at the end of the reporting period during which the changes have occurred.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarize accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Quantitative disclosures of fair value measurement hierarchy (Note 30)
- Financial instruments (including those carried at amortised cost) (Note 30)

(2.09) Revenue

Revenue from contracts with customers is recognised 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 allocated to that performance obligation.

Sale of products :

Revenue from sale of products is recognised when the control of the goods have been transferred to the customer. 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.

Rendering of services:

Revenue from services is recognised over time by measuring progress towards satisfaction of performance obligation for the services rendered.

Other income:

Revenue in respect of overdue interest, insurance claims, etc. is recognised to the extent the Group is reasonably certain of its ultimate realisation.

Interest / Dividend income:

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive is established. Interest from customers on delayed payments are recognised when there is a certainty of realisation.

Export Incentive / Duty drawback :

Export incentives are recognised when there is reasonable assurance that the Group will comply with the conditions and the incentive will be received.

(2.10) Inventories

Inventories are valued at the lower of cost (including purchase cost, non-refundable taxes and duties and other overheads incurred in bringing the inventories to their present location and condition) and estimated net realisable value, after providing for obsolescence, where appropriate. Raw materials, packing materials and other supplies held for use in production of inventories 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.

Raw materials, packing materials and stores and spares are valued at cost computed on weighted average basis. The cost includes purchase price, inward freight and other incidental expenses net of refundable duties, levies and taxes, where applicable.

Finished goods produced and work-in-progress are carried at lower of net realisable value and cost (including purchase cost, non-refundable taxes and duties and other overheads incurred in bringing the inventories to their present location and condition), computed on a weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

(2.11) Taxes

Income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income Tax Act 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Income tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Income tax assets and Income tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred Tax

Deferred tax is recognised using balance sheet approach at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured using the tax rates that are expected to apply in a year when asset is realised or the liability is expected to be settled based on the tax rates and tax laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing Income tax where the deferred tax assets and deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Current and deferred tax for the period

Current and deferred tax are recognised in the statement of profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

(2.12) Foreign Currency translation

Functional and Presentation currency

Items included in the Consolidated financial statements of the Group are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Consolidated financial statements are presented in Indian rupee (INR), which is functional and presentation currency of the Group.

Transaction and balances

Transactions in foreign currencies are initially recognised in the Consolidated financial statements using exchange rates prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rates prevailing at the reporting date and foreign exchange gain or loss are recognised in the Statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

(2.13) Provisions and Contingent Liabilities

Provisions:

Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent Liabilities:

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

(2.14) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a Material financing component, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are attributable to the acquisition of financial asset. Trade receivables that do not contain a Material financing component are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section 2.09 for Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

(2.14) Financial Instruments (continued)

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:
- Financial assets at amortised cost
- Financial assets at fair value through profit or loss
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition

A 'financial asset' is measured at amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. The Group's financial assets at amortised cost includes loans and other financial assets.

A 'financial asset' is measured at FVOCI if both the following conditions are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss. This category includes investments in mutual funds. Dividends on such investments are recognised in the statement of profit and loss when the right of payment has been established.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from a Group's balance sheet) when:
- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset and either

(a) the Group has transferred substantially all the risks and rewards of the asset,

(b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired, if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:
- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated.

Forward contracts arc used to hedge forecast transactions, the Group generally designates only the change in fair value of the forward contract related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the change in the spot component of the forward contracts are recognized in other comprehensive income in cash flow hedging reserve within equity. In some cases, the entity may designate the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains and losses relating to the effective portion of the change in fair value of the entire forward contract arc recognized in the cash flow hedging reserve within equity.

(2.15) Leases

The Group's lease asset class consist of leases for office premises and establishments. The Group assesses whether a contract contains a lease, at inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

(i) the contract involves the use of an identified asset
(ii)the Group has substantially all of the economic benefits from use of the asset through the period of the lease and
(iii) the Group has the right to direct the use of the asset.

The Group as a lessee
At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU")and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The Group recognises right-of-use asset 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, 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 lease term.

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. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment as to whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Group does not have any lease contracts wherein it acts as a lessor.

(2.16) Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise of cash balances at banks, cash on hand and demand deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an inMaterial risk of changes in value.
In the cash flow statement, cash and cash equivalents includes cash on hand, cash at bank, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

(2.17) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Group's earnings per share is the net profit for the year after deducting any attributable tax thereto for the year. For the purpose of calculating diluted earnings per share, the net profit for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

(2.18) Borrowing costs

Borrowing costs include finance costs calculated using the effective interest method.
Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

(2.19) Segment Reporting

Based on "Management Approach" as defined in Ind AS 108 - Operating Segments, the chief operating decision maker i.e. Mr. Yash Parekh (Managing Director & CEO) evaluates the Group's performance and allocates the resources based on an analysis of various performance indicators by business segments. Inter segment sales and transfers are reflected at market prices. Unallocable items includes general corporate income and expense items which are not allocated to any business segment.

Segment Policies
The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the consolidated financial statements of the Group as a whole. Common allocable costs are allocated to each segment on an appropriate basis.

(2.20) Recent accounting pronouncements
The Ministry of Corporate Affairs ("MCA") notifies new standards or amendment to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Group has reviewed the new pronouncements based on its evaluation has determined that it does not have any significant impact in its consolidated financial statements.

GEM AROMATICS LIMITED

(Formerly known as Gem Aromatics Private Limited)

CIN: U24246MH1997PLC111057

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

(3)(a) Property, plant and equipment (Amounts in ₹ million unless stated otherwise)

Particula₹	Land (Freehold)	Buildings	Plant and Machinery	Furnitures and Fixtures	Electrical Installation	Vehicles	Lab Equipments	Office Equipments	Computer	Total
Gross carrying amount (at cost)										
As at April 01, 2024	36.42	165.62	269.83	9.72	10.46	15.64	18.35	5.49	5.31	536.84
Additions	-	36.67	26.18	7.69	3.92	17.60	1.97	2.81	1.63	98.47
Disposals	-	-	(0.08)	-	-	(2.59)	-	-	-	(2.67)
As at March 31, 2025	**36.42**	**202.29**	**295.93**	**17.41**	**14.38**	**30.65**	**20.32**	**8.30**	**6.94**	**632.64**
Accumulated depreciation										
As at April 01, 2024	-	22.84	85.75	2.38	3.57	7.27	5.94	3.02	3.31	134.08
Charge for the year	-	14.66	35.50	1.99	1.82	6.49	3.56	1.39	1.50	66.91
On disposals	-	-	(0.01)	-	-	(1.75)	-	-	-	(1.76)
As at March 31, 2025	**-**	**37.50**	**121.24**	**4.37**	**5.39**	**12.01**	**9.50**	**4.41**	**4.81**	**199.23**
Net carrying amount as at March 31, 2025	**36.42**	**164.79**	**174.69**	**13.04**	**8.99**	**18.64**	**10.82**	**3.89**	**2.13**	**433.41**
Gross carrying amount (at cost)										
As at April 01, 2023	36.42	72.27	195.79	1.92	4.93	13.35	8.99	3.21	4.57	341.45
Additions	-	93.35	74.04	7.80	5.53	2.29	9.36	2.29	1.45	196.11
Disposals	-	-	-	-	-	-	-	(0.01)	(0.71)	(0.72)
As at March 31, 2024	**36.42**	**165.62**	**269.83**	**9.72**	**10.46**	**15.64**	**18.35**	**5.49**	**5.31**	**536.84**
Accumulated depreciation										
As at April 01, 2023	-	11.82	52.82	0.85	2.19	3.73	2.64	1.63	2.51	78.19
Charge for the year	-	11.02	32.93	1.53	1.38	3.54	3.30	1.39	1.48	56.57
On disposals	-	-	-	-	-	-	-	(0.00)	(0.68)	(0.68)
As at March 31, 2024	**-**	**22.84**	**85.75**	**2.38**	**3.57**	**7.27**	**5.94**	**3.02**	**3.31**	**134.08**
Net carrying amount as at March 31, 2024	**36.42**	**142.78**	**184.08**	**7.34**	**6.89**	**8.37**	**12.41**	**2.47**	**2.00**	**402.76**

(i) The Group holds immovable properties in its own name.

(ii) The Group has not revalued its Property, Plant and Equipment during the year.

(iii) The net carrying amount of Property, Plant and Equipment amounting to ₹ 389.41 million (March 31, 2024 : ₹ 354.13 million) are pledged as security to banks providing term loan and working capital loans.(refer note 32)

(3)(b) Capital work in progress

(Amounts in ₹ million unless stated otherwise)

Particulars	Total
As at April 01, 2024	303.58
Incurred during the year*	1,021.99
Capitalised for the year	(70.54)
As at March 31, 2025	**1,255.03**
As at April 01, 2023	108.72
Incurred during the year*	370.04
Capitalised for the year	(175.18)
As at March 31, 2024	**303.58**

*Amount included under CWIP are primarily related to plant and machinery, buildings and furnitures & fixtures which are under construction.

CWIP Ageing Schedule

(Amounts in ₹ million unless stated otherwise)

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
March 31, 2025 - Projects in Progress	973.44	281.59	-	-	1,255.03
March 31, 2025 - Projects temporarily suspended	-	-	-	-	-
March 31, 2024 - Projects in Progress	295.77	7.81	-	-	303.58
March 31, 2024 - Projects temporarily suspended	-	-	-	-	-

Note : There is no overrun of cost or delay in projects in process as per the Group's plan.

(3)(c) Other intangible assets

(Amounts in ₹ million unless stated otherwise)

Particulars	Computer Softwares
Gross carrying amount	
As at April 01, 2024	1.83
Additions	0.97
Disposals	-
As at March 31, 2025	**2.80**
Amortisation	
As at April 01, 2024	1.18
Charge for the year	0.70
On disposals	-
As at March 31, 2025	**1.88**
Net carrying amount as at March 31, 2025	**0.92**
Gross carrying amount	
As at April 01, 2023	1.38
Additions	0.45
Disposals	-
As at March 31, 2024	**1.83**
Amortisation	
As at April 01, 2023	0.76
Charge for the year	0.42
On disposals	-
As at March 31, 2024	**1.18**
Net carrying amount as at March 31, 2024	**0.65**

(i) The Group has not revalued its other intangible assets during the year.

(4) Right-of-use assets

(Amounts in ₹ million unless stated otherwise)

Particulars	Office Premises	Land (Leasehold)	Total
Gross carrying amount			
As at April 01, 2024	18.73	88.83	107.56
Additions	23.27	-	23.27
Disposals	(14.54)	-	(14.54)
As at March 31, 2025	**27.46**	**88.83**	**116.29**
Accumulated depreciation			-
As at April 01, 2024	12.25	2.69	14.94
Charge for the year	4.84	0.96	5.80
On disposals	(14.54)	-	(14.54)
As at March 31, 2025	**2.55**	**3.65**	**6.20**
Net carrying amount as at March 31, 2025	**24.91**	**85.18**	**110.09**
Gross carrying amount			
As at April 01, 2023	14.54	88.83	103.37
Additions	4.19	-	4.19
Disposals	-	-	-
As at March 31, 2024	**18.73**	**88.83**	**107.56**
Accumulated depreciation			
As at April 01, 2023	7.58	1.72	9.30
Charge for the year	4.67	0.97	5.64
On disposals	-	-	-
As at March 31, 2024	**12.25**	**2.69**	**14.94**
Net carrying amount as at March 31, 2024	**6.48**	**86.14**	**92.62**

(Amounts in ₹ million unless stated otherwise)

	Particulars	As at March 31, 2025	As at March 31, 2024
(5)	**Trade receivables**		
	Considered good - Unsecured		
	- Dues from related parties(refer note 29)	393.83	124.93
	- Dues from others (Other than related party)	1,016.11	328.37
	Total trade receivables	**1,409.94**	**453.30**

Trade receivables ageing schedule

March 31, 2025

Particulars	Outstanding for the following periods from due date of payment						Total
	Not Due	Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
Trade receivables							
(i) Undisputed trade receivables – considered good	1,128.07	281.87	-	-	-	-	**1,409.94**
(ii) Undisputed trade receivables – which have significant increase in credit risk		-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired		-	-	-	-	-	-
(iv) Disputed trade receivables – considered good		-	-	-	-	-	-
(v) Disputed trade receivables – which have significant increase in credit risk		-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired		-	-	-	-	-	-
Total	**1,128.07**	**281.87**	**-**	**-**	**-**	**-**	**1,409.94**

March 31, 2024

Particulars	Outstanding for the following periods from due date of payment						Total
	Not Due	Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
Trade receivables							
(i) Undisputed trade receivables – considered good*	286.13	167.17	0.00	-	-	-	**453.30**
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables – considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Total	**286.13**	**167.17**	**0.00**	**-**	**-**	**-**	**453.30**

* Amount shown as 0.00 is less than 0.01

	Particulars	As at March 31, 2025	As at March 31, 2024
(6)	**Loans**		
	Current loans		
	Loans receivables considered good – Unsecured		
	Loans to employees	1.01	0.34
	Total Current loans	**1.01**	**0.34**
(7)	**Other financial assets**		
	Non-current financial assets		
	Unsecured, considered good		
	Bank deposit*	0.12	0.11
	Security deposits	27.93	8.58
	Total Non-current financial assets	**28.05**	**8.69**
	*Bank Deposit has been marked lien towards license registration.		
	Current financial assets		
	Derivative asset - forward contract (measured at fair value through Profit and loss)	0.41	0.40
	Bank Deposit	-	122.00
	Security deposits	0.36	2.49
	Interest accrued on Bank deposit	0.11	5.65
	Other receivables	-	7.62
	Total Current financial assets	**0.88**	**138.16**

(Amounts in ₹ million unless stated otherwise)

	Particulars	As at March 31, 2025	As at March 31, 2024
(8)	**Deferred tax assets/(liabilities) (net)**		
	Significant components of deferred tax assets (net)		
	Deferred tax assets		
	Disallowance under section 43B of Income Tax Act, 1961	0.84	5.22
	Difference between book and tax value of property, plant and equipment and intangible assets	4.02	1.32
	Provision for gratuity	0.19	0.24
	Carryforward losses	14.01	5.15
	Deferred tax liabilities		
	Lease liabilities and right to use assets	(0.40)	(0.22)
	Derivative assets	(0.10)	(0.10)
	Total Deferred tax assets	**18.56**	**11.61**

Movements in deferred tax assets/(liabilities)

Particulars	Disallowance under section 43B of Income Tax Act, 1961	Lease liabilities and Right to use assets	Property, plant & equipment and intangible assets	Provision of gratuity	Derivative liabilities	Carryforward losses	Total
At April 1, 2024	**5.22**	**(0.22)**	**1.32**	**0.24**	**(0.10)**	**5.15**	**11.61**
(Charged) / Credited							
- to profit or loss	(4.38)	(0.18)	2.70	(0.09)	(0.00)	8.86	**6.91**
- to other comprehensive income	-			0.04	-		**0.04**
At March 31, 2025	**0.84**	**(0.40)**	**4.02**	**0.19**	**(0.10)**	**14.01**	**18.56**
At April 1, 2023		**(0.07)**	**0.48**	**0.25**	**2.00**	**4.66**	**7.32**
(Charged) / Credited							
- to profit or loss	5.22	(0.15)	0.84	0.14	(2.10)	0.49	**4.44**
- to other comprehensive income	-	-		(0.15)	-	-	**(0.15)**
At March 31, 2024	**5.22**	**(0.22)**	**1.32**	**0.24**	**(0.10)**	**5.15**	**11.61**

	Particulars	As at March 31, 2025	As at March 31, 2024
(9)	**Other assets**		
	Non-current assets		
	Capital advances	28.86	27.39
	Others receivables	0.80	0.80
	Less: Allowance for credit loss	(0.80)	-
	Total non-current assets	**28.86**	**28.19**

Movement in allowance for credit losses of other receivables is as below:

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2025	As at March 31, 2024
As at April 01, 2024	-	-
Charge during the year	0.80	-
Utilized during the year	-	-
As at March 31, 2025	**0.80**	**-**

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2025	As at March 31, 2024
Current assets		
Prepaid expenses	58.15	24.28
Advances to vendors	61.52	107.53
Balance with government authorities*	213.37	172.39
Other receivables	0.26	0.27
Total current assets	**333.30**	**304.47**

*Balance with government authorities includes export incentive receivable

(Amounts in ₹ million unless stated otherwise)

	Particulars	As at March 31, 2025	As at March 31, 2024
(10)	**Inventories**		
	Raw materials [refer note (i)]	597.43	545.33
	Raw materials in transit	26.95	44.51
	Semi finished goods	811.54	797.83
	Finished goods	167.71	117.99
	Finished goods in transit	46.34	227.78
	Stores & spares and other materials	11.20	11.33
	Total Inventories	**1,661.18**	**1,744.77**

(i) Inventory of raw materials includes ₹ 10.78 million currently subject to movement restrictions as imposed by Customs Authority.

(ii) During the year ended March 31, 2025 ₹ 3.97 million (March 31, 2024 - ₹ 9.98 million was recognised as an expense for inventories carried at net realisable value.

(iii) The mode of valuation of inventories has been stated in note 2.10 of material accounting policies

(iv) Term loans, Cash credit and other short-term loan from bank facility are secured by first paripassu charge on inventories (including raw material, finished goods and work-in-progress) and book debts (refer note 32).

	Particulars	As at March 31, 2025	As at March 31, 2024
(11)(a)	**Cash and cash equivalents**		
	Cash on hand	0.82	0.25
	Balances with scheduled banks		
	- In current accounts	10.49	2.73
	- In cash credit account	-	100.86
	- In Bank deposits	-	55.00
	Total cash and cash equivalents	11.31	158.84
(11)(b)	**Bank balances other than cash and cash equivalents**		
	Bank deposits (with original maturity of more than three months but less than twelve months)	10.23	4.75
	Total bank balances other than cash and cash equivalents	**10.23**	**4.75**

Note: Bank deposit amounting to 10.23 million (March 31, 2024: 4.75 million) are pledged towards guarantee.

(12) Equity share capital

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised		
70,000,000 equity shares of face value ₹ 2 each (March 31, 2024 : 70,000,000 equity shares of face value ₹ 2 each)	140.00	140.00
1,000,000 preference shares of face value ₹ 10 each (March 31, 2024 : 1,000,000 preference shares of face value ₹ 10 each)	10.00	10.00
Issued, subscribed and fully paid-up		
46,852,523 equity share of face value ₹ 2 each fully paid up (March 31, 2024 : 46,852,523 equity share of face value ₹ 2 each fully paid up)	93.71	93.71
	93.71	**93.71**

(a) Reconciliation of shares outstanding at the beginning and at the end of the period

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount (in ₹ Millions)	Number of shares	Amount (in ₹ Millions)
Equity shares				
At the commencement of the year	4,68,52,523	93.71	17,84,858	17.85
Increase in shares on account of subdivision*			71,39,432	-
Bonus shares issued during the year**			3,79,28,233	75.86
At the end of the year	**4,68,52,523**	**93.71**	**4,68,52,523**	**93.71**

* Note: The company vide shareholder resolution dated July 14, 2023, had split the face value of each share of ₹ 10 each to ₹ 2 each. The effect of the same has been given retrospectively since the commencement of the year by changing the existing number of shares from 1,784,858 shares to 8,924,290 shares.

**Note: The company vide shareholder resolution dated July 14, 2023, issued bonus shares in the ratio 17 equity shares for every 4 equity shares held as on the record date June 30, 2023.

(b) Particulars of shareholders holding more than 5% shares of a class of shares

Particulars	As at March 31, 2025		As at March 31, 2024	
	% of total shares in the class	Number of shares	% of total shares in the class	Number of shares
Equity shares of Rs 2 each fully paid-up held by				
Vipul Parekh	26.58%	1,24,51,475	26.58%	1,24,51,475
Doterra Enterprises, SARL	25.00%	1,17,13,144	25.00%	1,17,13,144
Yash Parekh	13.07%	61,25,797	13.07%	61,25,797
Kaksha Vipul Parekh	12.73%	59,62,092	12.73%	59,62,092
Parekh Family Trust	22.62%	1,06,00,000	22.62%	1,06,00,000

(c) Details of shares held by promoters

As at March 31, 2025

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Vipul Parekh	1,24,51,475	-	1,24,51,475	26.58%	0.00%
Yash Parekh	61,25,797	-	61,25,797	13.07%	0.00%
Kaksha Vipul Parekh	59,62,092	-	59,62,092	12.73%	0.00%
Parekh Family Trust	1,06,00,000	-	1,06,00,000	22.62%	0.00%
Total	**3,51,39,364**	**-**	**3,51,39,364**	**75.00%**	

As at March 31, 2024

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Vipul Parekh	6,49,580	1,18,01,895	1,24,51,475	26.58%	26.58%
Yash Parekh	3,47,650	57,78,147	61,25,797	13.07%	13.07%
Kaksha Vipul Parekh	3,41,413	56,20,679	59,62,092	12.73%	12.73%
Parekh Family Trust	-	1,06,00,000	1,06,00,000	22.62%	100.00%
Total	**13,38,643**	**3,38,00,721**	**3,51,39,364**	**75.00%**	

(12) Equity share capital (Continued)

(d) Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a par value of ₹ 2 per share w.e.f July 14, 2023, Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(e) Except as stated in note under 12 (a) there were no shares allotted pursuant to contract without payment being received in cash or as fully paid up by way of bonus shares or any shares bought back.

(f) There are no unpaid calls from any director or officer.

(g) No dividend was declared by the Group during the year ended March 31, 2025

(13) Other equity

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2025	As at March 31, 2024
General reserve	0.32	0.32
Securities premium	401.98	401.98
Retained earnings	2,380.30	1,846.46
Foreign currency translation reserve	(37.00)	(37.62)
Other comprehensive income	0.50	0.63
Total other equity	**2,746.10**	**2,211.77**
Movement of other equity		
General reserve		
At the commencement of the year	0.32	0.32
At the end of the year	**0.32**	**0.32**
Securities premium		
At the commencement of the year	401.98	477.84
Less: Bonus issue of equity shares	-	(75.86)
At the end of the year	**401.98**	**401.98**
Retained earnings		
At the commencement of the year	1,846.46	1,345.63
Add: Profit for the year	533.84	500.83
At the end of the year	**2,380.30**	**1,846.46**
Foreign currency translation reserve		
At the commencement of the year	(37.62)	(46.32)
Add/(Less): During the year	0.62	8.70
At the end of the year	**(37.00)**	**(37.62)**
Other comprehensive income		
At the commencement of the year	0.63	0.20
Add: Changes during the year	(0.13)	0.43
At the end of the year	**0.50**	**0.63**

(Amounts in ₹ million unless stated otherwise)

	Particulars	As at March 31, 2025	As at March 31, 2024
(14)	**Borrowings**		
	Non-current		
	Secured:		
	- Banks - Term loans	686.79	239.93
	Total non-current borrowings	**686.79**	**239.93**
	Current		
	Secured:		
	- Cash credit from scheduled bank	118.44	-
	- Export packing credit from scheduled bank*	1,097.39	670.15
	- Post-shipment packing credit from scheduled bank	204.02	168.67
	- Current maturities of long-term debt	117.05	32.50
	Total Current borrowings	**1,536.90**	**871.32**

Refer note 32 on details of security terms of repayment and indicative interest rate against respective loans.
* Includes interest accrued but not due on borrowings.

	Particulars	As at March 31, 2025	As at March 31, 2024
(15)	**Trade payables**		
	- Total outstanding dues of micro enterprises and small enterprises	35.48	50.09
	- Total outstanding dues of creditors other than micro enterprises and small enterprises	196.84	139.03
	Total trade payables	**232.32**	**189.12**

Note: Refer Note 39 for information as per the requirement of Section 22 of The Micro, Small and Medium Enterprises Development Act, 2006

Trade payables ageing schedule

March 31, 2025

Particulars	Outstanding for the following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Total outstanding dues of micro enterprises and small enterprises	2.43	3.59	29.46	-	0.00	-	35.48
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	11.73	137.91	46.60	0.60	-	-	196.84
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Total	**14.16**	**141.50**	**76.06**	**0.60**	**0.00**	**-**	**232.32**

March 31, 2024

Particulars	Outstanding for the following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Total outstanding dues of micro enterprises and small enterprises	2.09	19.55	28.36	0.09	-	-	50.09
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises*	44.46	46.53	47.28	0.21	0.55	-	139.03
(iii) Disputed dues of micro enterprises and small enterprises	-	-		-	-	-	-
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-		-	-	-	-
Total	**46.55**	**66.08**	**75.64**	**0.30**	**0.55**	**-**	**189.12**

* Amount shown as 0.00 is less than 0.01

	Particulars	As at March 31, 2025	As at March 31, 2024
(16)	**Other financial liabilities**		
	Current financial liabilities		
	Employee related obligations	10.16	5.95
	Total Current financial liabilities	**10.16**	**5.95**
(17)	**Other current liabilities**		
	Current liabilities		
	Advances from Customer	0.66	29.11
	Statutory dues payable	7.51	4.49
	Others	1.02	1.66
	Total Other current liabilities	**9.19**	**35.26**
(18)	**Provisions**		
	Current provisions		
	Gratuity (Refer note 28)	0.76	0.96
	Total current provisions	**0.76**	**0.96**

(Amounts in ₹ million unless stated otherwise)

	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
(19)	**Revenue from operations**		
	a) Revenue from contracts with customers - Sale of products	4,949.24	4,463.88
		4,949.24	**4,463.88**
	b) Other operating revenues		
	- Export Incentive	57.40	40.52
	- Others	32.89	20.12
		90.29	**60.64**
	Total Revenue from operations	**5,039.53**	**4,524.52**

(19.1) Revenue from Contracts with Customers

(i) The Group is primarily engaged in the manufacture and sale of specialty ingredients and chemicals, including essential oils, aroma chemicals, and value-added derivatives, as well as natural identical and synthetic products used in the Flavour & Fragrance industry. All sales are made at a point in time and revenue recognised upon satisfaction of the performance obligations which is typically upon dispatch/ delivery. The Group does not give significant credit period resulting in no significant financing component.

(ii) **Reconciliation of revenue recognised from Contract liability:**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Opening contract liability	29.11	6.18
Less: Recognised as revenue during the year	173.80	355.82
Add: Addition to contract liability during the year	145.35	378.74
Closing Contract liability	**0.66**	**29.11**

(iii) **Reconciliation of revenue as per contract price and as recognised in statement of consolidated profit and loss:**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Revenue from contract with customer as per contract price	4,949.24	4,463.88
Less: Discounts and other adjustment	-	-
Revenue from contract with customer as per statement of consolidated profit and loss	**4,949.24**	**4,463.88**

(iv) **Disaggregation of revenue from contract with customers**

The revenue from contracts with customers are disaggregated based on geography to comply with Ind AS 115.

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Domestic	2,396.18	2,222.02
Exports	2,553.06	2,241.86
Total	**4,949.24**	**4,463.88**

(v) **Unsatisfied performance obligations**

The Group applies the practical expedient in Paragraph 121 of Ind AS 115 and does not disclose information about remaining performance obligations.

(20) Other income

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest on :		
- Bank deposits	7.26	7.67
- Unwinding of security deposits	0.19	0.18
- Others	0.05	-
Profit on sale of property, plant and equipment	0.83	-
Gain on derivative forwards measured through profit and loss(net)	0.01	8.34
Liabilities no longer required written back	1.05	0.52
Miscellaneous income	7.48	1.02
Total Other income	**16.87**	**17.73**

(21) Cost of material consumed

Raw materials at the beginning of the year	589.83	306.54
Add: Purchased during the year	3,675.99	3,727.53
Less: Raw material at the end of the year	(624.38)	(589.83)
Cost of raw material consumed	**3,641.44**	**3,444.24**

(Amounts in ₹ million unless stated otherwise)

	Particulars		Year ended March 31, 2025	Year ended March 31, 2024
(22)	**Changes in inventories of finished goods and work-in-progress**			
	At the beginning of the year			
	Finished goods		117.99	107.55
	Finished goods in transit		227.78	397.06
	Work - in - progress		797.83	606.31
		[A]	**1,143.60**	**1,110.92**
	At the end of the year			
	Finished goods		167.71	117.99
	Finished goods in transit		46.34	227.78
	Work - in - progress		811.54	797.83
		[B]	**1,025.59**	**1,143.60**
	Net (Increase) / Decrease	**[A-B]**	**118.01**	**(32.68)**
(23)	**Employee benefits expense**			
	Salaries, wages and bonus		122.73	107.11
	Gratuity expense		1.13	1.06
	Contribution to provident and other funds (Refer note 28)		2.91	2.42
	Staff welfare expense		1.50	0.75
	Total employee benefits expense		**128.27**	**111.34**
(24)	**Finance costs**			
	Interest on :			
	- Lease liabilities (Refer note 27)		0.63	0.91
	- Working capital loans		67.80	52.64
	- Term loan*		10.21	3.84
	- Others		0.16	3.39
	Other finance cost (processing fee & related costs)		2.02	1.92
	Total finance cost		**80.82**	**62.70**

* Amount is net off interest capitalized

Note: Rate for capitalization of interest relating to specific borrowings were 8.62% and 8.67% (March 31, 2024 - 8.62%) and general borrowing were 9.00% (March 31, 2024 - 9.00%) p.a. for the financial year ended March 31, 2025

	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
(25)	**Depreciation and amortisation expenses**		
	Depreciation of property, plant and equipment (Refer note 3(a))	66.91	56.57
	Amortisation of :		
	- Right of use assets (Refer note 4)	5.81	5.64
	- Intangible assets (Refer note 3(c))	0.70	0.42
	Total depreciation and amortisation expenses	**73.42**	**62.63**

(Amounts in ₹ million unless stated otherwise)

	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
(26)	**Other expenses**		
	Consumption of packing materials and stores & spare parts	44.54	39.63
	Power and fuel	35.26	37.34
	Insurance charges	13.92	11.39
	Rates and taxes	16.09	6.18
	Security charges	6.82	5.07
	Repairs and maintainance:		
	Factory	7.75	1.90
	Others	4.14	2.86
	Selling & distribution expense	74.94	55.14
	Foreign exchange loss (net)	0.38	1.19
	Legal and professional charges	22.84	23.34
	Travelling and conveyance	8.02	6.16
	Corporate social responsibility	11.14	8.70
	Prior period expense	-	0.21
	Expected credit loss expense	0.80	0.89
	Auditor's remuneration (Refer note 26.1 below)	1.96	1.72
	Donation	0.31	1.66
	Loss on sale of fixed assets(net)	-	0.04
	Miscellaneous expenses	18.38	14.87
	Total other expenses	**267.29**	**218.29**
(26.1)	**Payment to auditor :**		
	(i) Statutory audit fees	1.48	0.95
	(ii) Tax audit	0.30	0.30
	(iii) Other services	0.18	0.47
	Total payment to auditor	**1.96**	**1.72**

Note - During the year ended March 31, 2024, the auditor was also paid ₹ 1.50 million for services rendered with respect to Initial Public Offering("IPO"). The same has been treated as Prepaid expense under other current assets, since the same shall be distributed as per the " Basis of allocation of IPO expenses".

(27) Leases

Operating lease

Group as lessee

The Group has entered into cancellable leasing arrangement in respect of office premises and establishments.

Ind AS 116 - Lease liabilities

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current	20.70	2.85
Current	4.11	4.90
Total	**24.81**	**7.75**

(i) Movement in lease liabilities:

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	7.75	8.39
Add: Addition made during the year	22.46	4.09
Add: Finance cost accrued during the year	0.63	0.91
Less: Payment of lease liabilities	(6.03)	(5.64)
Closing balance	**24.81**	**7.75**

(ii) The contractual maturities of lease liabilities are as under on undiscounted basis:

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2025	As at March 31, 2024
Payable within one year	1.42	5.15
Payable later than one year and not later than five years	24.85	3.18

(iii)	Lease payments recognised for short term leases in consolidated statement of profit and loss	0.84	1.14

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

(28) Employee benefits

(a) Defined contribution plan

The Group has a defined contribution plan in respect of provident fund. Contributions are made to provident fund in India for employees as per regulations. The contributions are made to registered provident fund administered by the Government of India. The obligation of the Group is limited to the amount contributed and it has neither further contractual nor any constructive obligation.

(Amounts in ₹ million unless stated otherwise)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Employer's contribution to provident fund	2.91	2.42

Included in 'Contribution to provident fund & other funds' under employee benefits expense (Refer Note 23)

(b) Defined benefit plans

Gratuity:

The Group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is an unfunded plan and the Group makes contribution to recognised funds in India.

Actuarial Assumptions

Particulars	March 31, 2025	March 31, 2024
Discount rate	6.75%	7.20%
Future salary increases	5.00%	5.00%
Expected return on plan assets	6.90%	6.50%
Attrition rate	10.00%	10.00%
Mortality rate	(IALM 2012-14) Ult	IALM 2012-14(Ult)

Notes:
1. Discount rate: The discount rate is based on the prevailing market yields of Indian Government securities for the estimated term of the obligations.

2. Salary escalation rate: The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

The amounts recognised in the balance sheet and movements in the net defined benefit obligation (DBO) over the year are as follows :

(Amounts in ₹ million unless stated otherwise)

Change in the present value of obligation	Year ended March 31, 2025	Year ended March 31, 2024
Present value of net obligation at the beginning of the year	**0.96**	**0.98**
Net interest	0.35	0.31
Current service cost	1.06	1.00
Past service cost	-	-
Benefits paid	-	-
Contribution to plan assets	(1.50)	(0.51)
Return on plan assets	(0.28)	(0.25)
Remeasurement due to		
- Actuarial (loss)/gain arising from change in financial assumptions	0.27	(0.58)
- Actuarial (loss)/gain arising on account of experience changes	(0.10)	-
- Actuarial (loss)/gain arising on account of demographical assumptions	-	-
Present value of obligation at the end of the year	**0.76**	**0.96**

(28) Employee benefits (Continued)

(b) Defined benefit plans (Continued)

(Amounts in ₹ million unless stated otherwise)

Amount recognised in the statement of profit and loss	**Year ended March 31, 2025**	**Year ended March 31, 2024**
Current service cost	1.06	1.00
Net interest	0.07	0.06
Total expense recognised in the statement of profit and loss	**1.13**	**1.06**

Amount recognised in the other comprehensive income	**Year ended March 31, 2025**	**Year ended March 31, 2024**
Actuarial (loss)/gain arising from change in financial assumptions	0.25	0.62
Actuarial (loss)/gain arising on account of demographical assumptions	-	-
Actuarial (loss)/gain arising from experience over past period	(0.10)	-
Return on plan assets, excluding amount included in net interest on net defined benefit liability/(assets)	0.02	(0.04)
Total Amount recognised in other comprehensive income	**0.17**	**0.58**

(c) Sensitivity of the defined benefit obligation to changes in weighted principal assumptions is:

Particulars	**March 31, 2025**	**March 31, 2024**
Discount rate (Increases 1%)	(0.36)	(0.24)
Discount rate (Decreases 1%)	0.40	0.27
Salary increase rate (Increases 1%)	0.33	0.28
Salary increase rate (Decreases 1%)	(0.29)	(0.25)
Withdrawal Rate (Increases 1%)	0.02	0.01
Withdrawal Rate (Decreases 1%)	(0.03)	(0.01)

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice it is unlikely to occur, and changes in some of the assumptions may be correlated. The methods and types of assumption used in preparing the sensitivity analysis did not change compared to previous year.

(29) Related party transactions

(a) Related parties

(i) Subsidiary Companies

		% of Holding as at	
Sr. No	**Name of the party**	**March 31, 2025**	**March 31, 2024**
1	Gem Aromatics LLC	100.00%	100.00%
2	Krystal Ingredients Private Limited	100.00%	100.00%
3	Gem Aromatics FZ LLC (upto June 13, 2024)	100.00%	100.00%

(ii) Entities in which Directors are Interested

Sr. No	**Name of the party**
1	Doterra Global Limited (formerly known as Lee River Holdings Limited) ("Doterra Group")
2	Dottera International LLC ("Doterra Group")
3	Dottera enterprises SARL ("Doterra Group")
4	Gem Foundation
5	Sanskruti Welfare Trust
6	Parekh Family Trust

(iii) Key managerial personnel (KMP) & close members

Sr. No	**Particulars**	**Nature of relationship**
1	Yash Parekh	Managing Director & CEO
2	Vipul Parekh	Chairman & Whole Time Director
3	Kaksha Vipul Parekh	Whole Time Director & CFO
4	Dinesh Vasu Thekkepanakkal (upto December 16, 2024)	Chief Operating Officer
5	Blessy Dinesh Thekkepanakkal (upto December 16, 2024)	Close member of KMP
6	Shaila Sachin Ghangurde (upto April 27, 2024)	Company Secretary & Compliance Officer
7	Pooja Padam Bhandari	Company Secretary & Compliance Officer
8	Shrenik Kishorbhai Vora	Independent Director
9	Ajay Sahai	Independent Director
10	Parag Ratnakar Gogate	Independent Director
11	Vishakha Hari Bhagvat	Independent Director
12	Shubhangi Bhalchandra Umbarkar	Independent Director
13	Vruta Yash Parekh	Close member of KMP
14	Sean M Poynter (up to July 9, 2024)	Nominee Director
15	Corey B Lindely (up to November 7, 2023)	Nominee Director

(b) Details of transactions and balances with related parties

(Amounts in ₹ million unless stated otherwise)

Sr. No	**Nature of Transaction**	**March 31, 2025**	**March 31, 2024**
A	***Transactions during the year***		
1	**Remuneration**		
	Key managerial personnel		
	Yash Parekh (Short-term Employee Benefits)	13.88	12.07
	Vipul Parekh (Short-term Employee Benefits)	13.88	12.07
	Kaksha Vipul Parekh (Short-term Employee Benefits)	13.88	12.07
	Dinesh Vasu Thekkepanakkal		
	-Short-term Employee Benefits	3.82	2.12
	-Contribution to Provident Funds	0.02	0.02
	Shaila Sachin Ghangurde		
	-Short-term Employee Benefits	0.06	0.88
	-Contribution to Provident Funds*	0.00	0.02
	Pooja Padam Bhandari		
	-Short-term Employee Benefits	0.74	-
	-Contribution to Provident Funds	0.02	-

(29) Related party transactions

(Amounts in ₹ million unless stated otherwise)

Sr. No	Nature of Transaction	March 31, 2025	March 31, 2024
	Close Members of KMP		
	Blessy Dinesh Thekkepanakkal		
	-Short-term Employee Benefits	-	0.43
	-Contribution to Provident Funds**	-	0.00
	Vruta Yash Parekh		
	-Short-term Employee Benefits	0.30	0.29
	-Contribution to Provident Funds	0.02	0.01
	As the liabilities for gratuity is provided on actuarial basis for the Company as a whole, the amounts pertaining to the KMP and their close members are not included above.		
2	**Revenue from operations**		
	Doterra Global Limited	401.75	854.57
3	**Purchase**		
	Doterra Global Limited	0.53	-
4	**Payment of Lease Liabilities**		
	Kaksha Vipul Parekh	2.43	2.35
	Vipul Parekh	2.59	2.51
5	**Reimbursement of Expenses**		
	Vipul Parekh	0.04	0.06
6	**Donations Given**		
	Gem Foundation	-	1.30
7	**Corporate Social Responsibility Expense**		
	Gem Foundation	8.27	-
	Sanskruti Welfare Trust	0.10	0.46
8	**Guarantees and Collaterals**		
	Corporate Guarantee (Given to bank on behalf of Krystal Ingredients Private Limited)	400.00	883.00
9	**Repayment of advance given**		
	Dinesh Vasu Thekkepanakkal	-	0.20
10	**Advance Received**		
	Dottera International LLC	-	1.66
11	**Director Sitting Fees**		
	Shrenik Kishorbhai Vora	0.38	0.20
	Ajay Sahai	0.33	0.15
	Parag Ratnakar Gogate	0.20	0.08
	Vishakha Hari Bhagvat	0.30	0.13
	Shubhangi Bhalchandra Umbarkar	0.18	0.08

* Amount shown as 0.00 million is less than 0.01 million

(29) Related party transactions

(Amounts in ₹ million unless stated otherwise)

Sr no.	Balances	As at March 31, 2025	As at March 31, 2024
B	*Balances*		
1	**Employee related obligation**		
	Vruta Yash Parekh	0.04	0.02
	Dinesh Vasu Thekkepanakkal	-	0.32
	Pooja Padam Bhandari	0.07	-
	Shaila Sachin Ghangurde*	-	0.07
2	**Trade Receivables**		
	Doterra Global Limited ("Doterra Group")	393.83	124.93
3	**Other Financial Liabilities**		
	Dottera International LLC	1.02	1.66
4	**Current Financial Assets - Security Deposit**		
	Kaksha Vipul Parekh	0.99	0.92
	Vipul Parekh	1.06	0.98
5	**Guarantees and collaterals**		
	Corporate Guarantee (Given to Bank on behalf of Krystal Ingredients Pvt. Ltd.)	1,283.00	883.00
6	**Director Sitting Fees Payable**		
	Shrenik Kishorbhai Vora	-	0.02
	Vishakha Hari Bhagvat	-	0.02

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash.

The Company has given corporate guarantee towards the loans availed by its Subsidiary from financial institutions, details of the same are disclosed under note 32.

(30) Fair value measurement

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 if the carrying amount is a reasonable approximation of fair value those include cash and cash equivalents, other bank balances, trade receivables and trade payables.

(a) Financial intruments by category

(Amounts in ₹ million unless stated otherwise)

At fair value through profit and loss	Level	As at March 31, 2025	As at March 31, 2024
Assets			
Derivative asset - forward contract receivable	2	0.41	0.40
Total Assets		**0.41**	**0.40**
Liabilities			
Derivative liabilities - forward contract payables	2	-	-
Total Liabilities		-	-

\- (Amounts in ₹ million unless stated otherwise)

At amortised cost	As at March 31, 2025	As at March 31, 2024
Assets		
Trade receivables	1,409.94	453.30
Cash and cash equivalents	11.31	158.84
Bank balances other than cash and cash equivalents	10.23	4.75
Loans	1.01	0.34
Other financial assets	28.52	146.46
Total Assets	**1,461.01**	**763.69**
Liabilities		
Borrowings	2,223.69	1,111.25
Lease liabilities	24.82	7.75
Trade payables	232.32	189.12
Other financial liabilities	10.16	5.95
Total Liabilities	**2,490.99**	**1,314.07**

Note: Carrying amounts of cash and cash equivalents, other bank balances, trade receivables, other financial assets, borrowings, other financial liabilities and trade payables as at March 31, 2025 approximate their fair value due to their short-term nature. Difference between carrying amounts and fair values of other financial assets and other financial liabilities subsequently measured at amortised cost is not significant in each of the years presented.

(31) Financial risk management framework

The Parent company's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Board is responsible for developing and monitoring the Group's risk management policies. The Board holds regular meetings on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, 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 Parent company's Board 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.

a). 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.

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.

A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which Group operates and other macro-economic factors.

Credit quality of a customer is assessed based on its credit worthiness and historical dealings with the Group, market intelligence and goodwill. Outstanding customer receivables are regularly monitored. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables and other receivables.

Cash and cash equivalents and other bank balances

The Group held cash and cash equivalents and other bank balances of ₹ 21.64 million as at March 31, 2025 (March 31, 2024 - ₹ 291.24 million). The credit worthiness of banks and financial institutions is evaluated by management on an ongoing basis and is considered to be good.

Other financial assets

Other financial assets measured at amortised cost includes deposits and capital advances for immovable properties etc. Credit risk related to these financial assets are managed by monitoring the recoveries of such amounts on regular basis and the Group does not perceive any credit risk related to these financial assets.

Other than trade and other receivables, the Group has no other financial assets that are past due but not impaired.

b). 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. The Group has access to unused credit facility at the year ended March 31, 2025 amounting to ₹ 850.87 million (March 31, 2024 - ₹ 1,774.32 million) towards working capital needs as and when required.

Maturities of financial liabilities

The below table analyses the Group's financial liabilities into relevant maturity based on their contractual maturities. The amounts disclosed in the table are contractual undiscounted cash flows.

(Amounts in ₹ million unless stated otherwise)

Particulars	Carrying amount	Undiscounted amount	
		<12months	≥12months
March 31, 2025			
Non Derivative financial instruments			
Borrowings	2,223.69	1,536.90	686.79
Trade payables	232.32	232.32	-
Lease obligation	24.81	1.42	24.85
Other financial liabilities	10.16	10.16	-
March 31, 2024			
Non Derivative financial instruments			
Borrowings	1,111.25	871.32	239.93
Trade payables	189.12	189.12	-
Lease obligation	7.75	5.15	3.18
Other financial liabilities	5.95	5.95	-

(31) Financial risk management framework (Continued)

(c). Market risk

Market risk is the risk arising from changes in market prices – such as foreign exchange rates and interest rates – that will affect the Group 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. The Group is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of the investments. Thus, the exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currency.

(i). Currency risk

The Group is exposed to currency risk on account of foreign currency transactions including recognised assets and liabilities denominated in a currency that is not the Group's functional currency (₹), primarily in respect of United States Dollar. The Group ensures that the net exposure is kept to an acceptable level.

Exposure to currency risk

The Group's exposure to foreign currency risk at the end of the reporting year expressed in INR, are as follows:

As at March 31, 2025

(Amounts in ₹ million unless stated otherwise)

Particulars	USD converted to INR	YUAN converted to INR
Financial assets		
Trade Receivables	814.41	-
Net exposure to foreign currency (assets)	**814.41**	-
Financial liabilities		
Trade Payables	6.89	-
Borrowings	-	-
Net exposure to foreign currency (liabilities)	**6.89**	-
Net exposure to foreign currency	**807.52**	-

As at March 31, 2024

(Amounts in ₹ million unless stated otherwise)

Particulars	USD converted to INR	YUAN converted to INR
Financial assets		
Trade Receivables	267.70	20.03
Net exposure to foreign currency (assets)	**267.70**	**20.03**
Financial liabilities		
Trade Payables	5.22	-
Borrowings	-	-
Net exposure to foreign currency (liabilities)	**5.22**	-
Net exposure to foreign currency	**262.48**	**20.03**

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against all other currencies would have affected the measurement of financial instruments denominated in a foreign currency 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.

(Amounts in ₹ million unless stated otherwise)

Particulars	Impact on Profit After Tax & Equity	
	March 31, 2025	March 31, 2024
USD		
- Increase by 5%	30.21	9.82
- Decrease by 5%	(30.21)	(9.82)
YUAN		
- Increase by 5%	-	0.75
- Decrease by 5%	-	(0.75)

(31) Financial risk management framework (Continued)

Outstanding Derivative contracts

The Group hedges exposures to changes in foreign currency. The counterparty for these contracts is a bank. Of the all instruments, majority instruments of forward contracts which are valued at fair value through profit and loss.

The following table gives details in respect of outstanding hedge contracts:

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2025			
	USD	INR	YUAN	INR
Forward contracts (fair valuation through profit and loss)	8.00	675.62	-	-
Total	**8.00**	**675.62**	**-**	**-**

(Amounts in ₹ million unless stated otherwise)

Particulars	As at March 31, 2024			
	USD	INR	YUAN	INR
Forward contracts (fair valuation through profit and loss)	10.23	857.05	1.50	18.18
Total	**10.23**	**857.05**	**1.50**	**18.18**

Following table summarises approximate gain / (loss) on the Group's other comprehensive income on account of appreciation / depreciation of the underlying currencies:

(Amounts in ₹ million unless stated otherwise)

Particulars	Impact on Profit After Tax	
	March 31, 2025	March 31, 2024
USD		
- Increase by 5%	25.28	32.07
- Decrease by 5%	(25.28)	(32.07)
YUAN		
- Increase by 5%	-	0.68
- Decrease by 5%	-	(0.68)

(ii). 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

The Group exposure to interest rate risks relates primarily to the Group interest obligations on its borrowings. Borrowings taken at variable rates are exposed to fair value interest rate risk. The Group carries excellent credit ratings, due to which it has assessed that ther are no material interest rate risk and any exposure thereof.

(iii). Capital risk management

The Group aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders. The capital structure of the Group is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business.

The Group monitors its capital by using gearing ratio, which is net debt divided to total equity. Net debt includes borrowings net of cash and bank balances and total equity comprises of equity share capital, general reserve, securities premium, other comprehensive income and retained earnings.

(Amounts in ₹ million unless stated otherwise)

Particulars	March 31, 2025	March 31, 2024
Borrowings	2,223.69	1,111.25
Less : Cash and cash equivalents	(11.31)	(158.84)
Less : Other bank balances	(10.33)	(132.40)
Net Debt	**2,202.05**	**820.01**
Equity	2,839.81	2,305.48
Total Equity	**2,839.81**	**2,305.48**
Total Equity and Net Debt	5,041.86	3,125.49
Capital gearing ratio	*0.44*	*0.26*

Loan covenants

The Group is required to comply with all the loan covenants as set out in the loan agreement/facility letter. The Group has complied with these covenants during the reporting year.

GEM AROMATICS LIMITED
(Formerly known as Gem Aromatics Private Limited)
CIN: U24246MH1997PLC111057
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

(32) Details of the outstanding principal (including unamortised borrowing cost, if any), interest rate, security and repayment terms:

(Amounts in ₹ million unless stated otherwise)

Sr no	Name of the Bank	Amount of March 31, 2025	Amount of March 31, 2024	Applicable interest rate p.a.	Type of loan and underlying facilities	Amount sanctioned As at March 31, 2025	Repayments terms
1	HDFC Bank	227.71	162.53	8.40%	i. Cash credit ii. Pre-shipment finance iii. Post-shipment finance	400.00	On demand
2	Citi Bank	277.05	119.84	7.75% - 10.15%	i. Pre-Shipment/Post-Shipment/Bill Discounting ii. Export credit iii. Cash Credit/Buyers Credit/WCDL	330.00	On demand
3	Axis Bank	533.65	258.20	8.25% - 9.5%	i. Cash credit ii. Export credit iii. WCDL	660.00	On demand
4	DBS Bank	198.06	98.25	8.00%	i. Cash Credit/Buyers Credit/WCDL ii. Export credit	200.00	On demand
5	ICICI Bank	183.39	200.00	7.75% - 9.15%	i. Cash credit ii. Pre-shipment finance iii. Post-shipment finance	200.00	On demand
6	HDFC Bank	1.55	2.57	7.10% - 8.15%	i. Vehicle loan	4.09	Fixed Term Loan: Repayment for Loan 1 and Loan 2 has to be done on EMI basis uptil December 2025 and May 2027 respectively.
8	Axis Bank	802.29	269.86	Repo + 1.75% (presently 8.25% p.a.) payable at monthly intervals	Term Loan	1,083.00	Repayable over a period of 80 months (including 11 months moratorium period). Repayable over a period of -67 months (including 11 months moratorium period)
9	Axis Bank	-	-	As per Mutual Agreement	Working Capital Loan	200.00	On demand
	Total	**2,223.69**	**1,111.25**			**3,077.09**	

A Collateral

1 All borrowings (except vehicle loans) are secured by a first pari passu charge on current assets (inventories and book debts) and entire movable fixed assets of the Group, both present & future.

2 Term Loan is disbursed against exclusive charge on the entire movable and immovable fixed assets of the Dahej Facility, present and future.

3 Collateral properties pertaining to current borrowings:
i) Land & Building at Plot 2, Survey No 16/4/2, Near Alok Industries, Village Rakholi, Silvassa - 396230 (D&NH), India.
ii) Land & Building at Plot 126,8,9,10, Village Gathona Tehsil & District Badaun of the group.

4 Term loans pertains to vehicles purchased by the Group and are issued against hypotication of the Vehicles.

5 Second charge on the stock and book debts of Krystal Ingredients Private Limited, present and future is given for Working Capital loan.

6 The Group has borrowings from banks or financial institutions on the basis of security of book debts, inventory and other time deposits. The statements of current assets filed by the Company with banks are primarily in agreement with the books of accounts.

B Guarantee

- Conditional corporate guarantee of Gem Aromatics Limited to Axis Bank Limited on behalf of Krystal Ingredients Pvt. Ltd. is given for Term loan and working capital loan.

GEM AROMATICS LIMITED
(Formerly known as Gem Aromatics Private Limited)
CIN: U24246MH1997PLC111057
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

(33) Particulars of subsidiaries and associates considered in the preparation of the consolidated financial statements:

Subsidiaries	Country of incorporation	As at March 31, 2025	As at March 31, 2024
(a) Subsidiaries directly held			
Gem Aromatics LLC	United States of America	100.00%	100.00%
Krystal Ingredients Private Limited (w.e.f. April 22, 2021)	India	100.00%	100.00%
Gem Aromatics FZ LLC (Upto June 13, 2024)	United Arab Emirates	100.00%	100.00%

(34) Additional information pursuant to paragraph 2 of Division II - Schedule III to the Companies Act 2013 - 'Part II - General instructions for the preparation of the consolidated financial statements':

(Amounts in ₹ million unless stated otherwise)

Name of the entities in the Group	Net Assets , i.e. Total Assets minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit or Loss	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Total Comprehensive Income	Amount
March 31, 2025								
Parent								
Gem Aromatics Limited*	98.58%	2,799.54	100.19%	534.86	(26.52%)	(0.13)	100.08%	534.73
Subsidiary								
Gem Aromatics LLC	4.11%	116.75	7.63%	40.74	126.52%	0.62	7.73%	41.36
Krystal Ingredients Private Limited	(2.67%)	(75.80)	(7.82%)	(41.75)	0.00%	-	(7.81%)	(41.75)
Non Controlling Interest	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Total	**100.00%**	**2,839.81**	**100.00%**	**533.84**	**100.00%**	**0.49**	**100.00%**	**534.33**

(Amounts in ₹ million unless stated otherwise)

Name of the entities in the Group	Net Assets , i.e. Total Assets minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit or Loss	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Total comprehensive income	Amount
March 31, 2024								
Parent								
Gem Aromatics Limited*	98.25%	2,265.19	100.48%	503.21	17.26%	1.58	98.98%	504.79
Subsidiary								
Gem Aromatics LLC	3.26%	75.06	3.44%	17.23	82.88%	7.57	4.86%	24.80
Krystal Ingredients Private Limited	(1.48%)	(34.10)	(3.91%)	(19.58)	0.00%	-	(3.84%)	(19.58)
Gem Aromatics FZ LLC	(0.03%)	(0.68)	(0.01%)	(0.03)	-0.14%	(0.01)	(0.01%)	(0.04)
Non Controlling Interest	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Total	**100.00%**	**2,305.47**	**100.00%**	**500.83**	**100.00%**	**9.13**	**100.00%**	**509.96**

*Formerly known as Gem Aromatics Private Limited

(35) Earnings per share

(Amounts in ₹ million unless stated otherwise)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Profit attributable to the equity holders of the Company (₹ in Millions)	533.84	500.83
Weighted average number of equity shares for Basic EPS (in nos)	4,68,52,523	4,68,52,523
Weighted average number of equity shares for Diluted EPS (in nos)	4,68,52,523	4,68,52,523
Earnings per share (₹)		
- Basic	11.39	10.69
- Diluted	11.39	10.69
Face value per equity share (₹)	2.00	2.00

Note: The company vide Shareholder Resolution dated July 14, 2023, had split the face value of each share of ₹ 10 each to ₹ 2 each. The effect of the same has been given retrospectively since the commencement of the year by changing the existing number of shares from 1,784,858 shares to 8,924,290 shares.
Note: The company vide Shareholder Resolution dated July 14, 2023, issued bonus shares in the ratio 17 equity shares for every 4 equity shares held as on the record date June 30, 2023.

(36) Income tax expense

This note provides analysis of Group's income tax expense, amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant in relation to the Group's tax position.

(a) Income tax expense is as follows:

(Amounts in ₹ million unless stated otherwise)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
(a) Profit and loss		
Current tax	214.46	184.77
Tax expense relating to prior period	5.76	(5.43)
Deferred tax	(6.91)	(4.44)
Total tax expense	**213.31**	**174.90**

(b) Reconciliation of tax expense and the accounting profit computed by applying income tax rate:

(Amounts in ₹ million unless stated otherwise)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Profit before tax	**747.15**	**675.73**
Tax rate	25.17%	25.17%
Computed tax expense	**188.04**	**170.09**
Tax expense relating to prior period	5.76	(5.43)
Expenses not deductible for tax purpose	3.38	1.80
Change in tax rate	-	3.54
Due to differrent tax rate applicable to subsidiaries	15.32	1.43
Others	0.81	3.48
Income tax expense	**213.31**	**174.90**

(37) Segment reporting

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the Chief Operating Decision Maker

for assessing the Group's performance and allocating the resources based on an analysis of various performance indicators by business segments and geographic segments.
The Group is engaged into business of Manufacturing and exporting of essential oils which is single reportable business segment. Hence the Group's financial statements reflect the position for a reportable segment and no separate disclosure is required. The Group has its manufacturing operations in India and sells products across various geographies in the world.
The information relating to revenue from external customers of its single reportable segment has been disclosed as below:

Revenue from operations

(Amounts in ₹ million unless stated otherwise)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
USA	1,564.34	1,487.08
India	2,396.18	2,222.02
China	134.71	216.65
Brazil	322.94	212.94
Singapore	0.49	40.52
Rest of the world	530.58	284.67
Total	**4,949.24**	**4,463.88**

All the non-current operating assets are located in India.

List of customer from which revenue from sale of product is more than 10%

Customers	Year ended March 31, 2025	Year ended March 31, 2024
Customer A	8.12%	19.14%
Customer B	10.18%	3.40%

(38) Contingent liabilities and Commitments

(Amounts in ₹ million unless stated otherwise)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
(I) Contingent liabilities		
(a) Claims against the Group not acknowledged as debt		
(i) Under Customs regulations	300.77	300.77
(ii) Under Income tax act	63.59	55.11
(iii) Under Goods and service tax act	40.49	40.49
(iv) Under MSMED Act	0.55	0.55
(v) Under Uttar Pradesh Trade Tax Regime	176.48	176.48
Total Contingent liabilities	**581.88**	**573.40**
(II) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for:		
(i) Capital commitments entered by the Group	147.54	252.69
(b) Other Commitments		
(i) Other Commitments - Corporate Guarantee	1,283.00	883.00
Total Commitments	**1,430.54**	**1,135.69**

(39) Dues of micro and small enterprises

(Amounts in ₹ million unless stated otherwise)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED') which came into force from 2 October 2006, certain disclosures are required related to MSME. On the basis of the information and records available with the Group, following are the details of dues:		
- the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;	35.48	50.09
- the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
- the amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
- the amount of interest accrued and remaining unpaid at the end of each accounting year; and	0.28	3.32
- the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

GEM AROMATICS LIMITED
(Formerly known as Gem Aromatics Private Limited)
CIN: U24246MH1997PLC111057
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

(40) There are no material subsequent events which have occurred between the reporting date as at March 31, 2025 and adoption of consolidated financial statement by board of directors as on May 30, 2025.

(41) The consolidated financial statements were authorised for issue by the Holding company's Board of directors on May 30, 2025.

(42) **Other Statutory Information**

(i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property,

(ii) The Group does not have any transactions with companies struck off,

(iii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,

(iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the year,

(v) The Group is in compliance with the number of layers prescribed under clause 87 of section 2 of the companies act read with the companies (Restriction of number of layers) Rules 2017.

(vi) 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

(vii) 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

(viii) The Group has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(43) Previous years figures have been regrouped / reclassified to confirm to current year presentation.

As per our report of even date

For CHHAJED & DOSHI
Chartered Accountants
Firm's Registration No.: 101794W

ABHINAV UTTAMCHAND CHHAJED
Digitally signed by ABHINAV UTTAMCHAND CHHAJED
Date: 2025.05.30 23:53:31 +05'30'

CA Abhinav Chhajed
Partner
Membership Number: 196452
Place : Mumbai
Date : May 30, 2025

For and on behalf of the Board of Directors of
Gem Aromatics Limited
(Formerly known as Gem Aromatics Private Limited)
CIN: U24246MH1997PLC111057

KAKSHA VIPUL PAREKH
Digitally signed by KAKSHA VIPUL PAREKH
Date: 2025.05.30 20:55:22+05'30'

Kaksha Vipul Parekh
Whole Time Director & CFO
DIN : 00235998
Place : Mumbai
Date : May 30, 2025

YASH PAREKH
Digitally signed by YASH PAREKH
Date: 2025.05.30 21:02:53+05'30'

Yash Parekh
Managing Director & CEO
DIN : 03514313
Place : New Jersey, USA
Date : May 30, 2025

POOJA PADAM BHANDARI
Digitally signed by POOJA PADAM BHANDARI
Date: 2025.05.30 21:03:23+05'30'

Pooja Padam Bhandari
Company Secretary
Membership Number: 73944
Place : Mumbai
Date : May 30, 2025

DIRECTORS' REPORT

To,
The Members,
Gem Aromatics Limited
{Formerly known as Gem Aromatics Private Limited}
Mumbai

Your Directors have pleasure in presenting their 28th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2025.

1. FINANCIAL HIGHLIGHTS:

Particulars	Standalone (Rupees in Million) Financial Year 2023-24	Standalone (Rupees in Million) Financial Year 2024-25	Consolidated (Rupees in Million) Financial Year 2023-24	Consolidated (Rupees in Million) Financial Year 2024-25
Total Income	4,503.81	5,021.91	4,542.25	5,056.40
Profit / (Loss) before Tax	666.37	772.86	675.73	747.15
Less: Current Tax	176.50	197	184.77	214.46
Less: Tax expense relating to prior periods	-0.54	5.76	-5.43	5.76
Less: Deferred Tax	-4.22	1.56	-4.44	-6.91
Profit after Tax	494.63	568.54	500.83	533.84
Other Comprehensive Income for the year	0.43	-0.13	9.13	0.49
Total Comprehensive Income for the year	**495.06**	**568.41**	**509.96**	**534.33**

2. DIVIDEND

The management has decided to plough back the profits into the business for its further expansion and growth and thus the Company does not recommend to declare any dividend for this year.

3. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR

The highlights of the Company's performance are as under: -

Standalone:

i. Total Income of the Company for the year is Rs 5021.91 Million as compared to previous year's Total Income of Rs 4503.81 Million.

ii. Expenses of the Company for the year are Rs. 4,249.05 Million as compared to previous year's expenses of Rs. 3,837.44 Million.

iii. Profit after Tax for the year is Rs. 568.54 Million as compared to the previous year's profit of Rs. 494.63 Million.

iv. Other Comprehensive Income for the year (net of taxes) is Rs (0.13) Million as compared to the previous year's Other Comprehensive Income of Rs 0.43 Million.

v. Total Comprehensive Income for the year is Rs 568.41 Million as compared to the previous year's Total Comprehensive Income of Rs 495.06 Million.

vi. Earnings per share (EPS) for the current year is Rs.12.13/- as compared to Previous year's Earnings per share (EPS) of Rs. 10.56/-.

Consolidated:

i. Total Income of the Company for the year is Rs 5056.40 Million as compared to previous year's Total Income of Rs 4,542.25 Million.

ii. Expenses of the Company for the year are Rs. 4,309.25 Million as compared to previous year's expenses of Rs. 3,866.52 Million.

iii. Profit after Tax for the year is Rs. 533.84 Million as compared to the previous year's profit of Rs. 500.83 Million.

iv. Other Comprehensive Income for the year (net of taxes) is Rs 0.49 Million as compared to the previous year's Other Comprehensive loss of Rs 9.13 Million.

v. Total Comprehensive Income for the year is Rs 534.33 Million as compared to the previous year's Total Comprehensive Income of Rs 509.96 Million.

vi. Earnings per share (EPS) for the current year is Rs.11.39/- as compared to Previous year's Earnings per share (EPS) of Rs. 10.69/-.

4. CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the year under review, the Company has altered the object clause to include the business of engaging third-party laboratories for the research, development, manufacturing, and marketing of new products and molecules, and to sign, complete and enter into all contracts, deeds, documents and/or any other instruments in writing with such third-party laboratories as thought fit and conducive for such purposes after obtaining approval of Shareholders in the Extra Ordinary General Meeting held on 17th December, 2024.

5. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

Wholly Owned Subsidiary of the Company i.e. Gem Aromatics FZ LLC has ceased to be a Wholly Owned Subsidiary pursuant to its closure and deregistration effective from June 13, 2024. Apart from this no other material changes have occurred subsequent to the close of Financial Year 2024-25 till date of this report.

6. SHARE CAPITAL

As on 31st March 2025, the Authorized share capital of the Company is Rs. 15,00,00,000/- (divided into 7,00,00,000 equity shares of Rs. 2 each and 10,00,000 Preference Shares of Rs. 10 each).

The paid-up capital of the Company is Rs. 9,37,05,046 /- (divided in to 4,68,52,523 equity shares of Rs. 2 each).

During the year under review, there is no change in share capital of the company.

7. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

Claims against the company not acknowledged as debt:

Claims against the company not acknowledged as debt: (On consolidated basis)		
Particulars	**Year ended March 31, 2024 (Rupees in Million)**	**Year ended March 31, 2025 (Rupees in Million)**
Under Customs	300.77	300.77
Under Income Tax Act	55.11	63.59
Under GST Act	40.49	40.49
Under MSMED Act	0.55	0.55
Under Uttar Pradesh Trade Tax Regime	176.48	176.48
TOTAL	**573.40**	**581.88**

Following are the orders passed by the Regulators / Courts / Tribunal:

Sr No	Case No	Amount	Current Status
1	DIAC/6122D/03-23	Rs. 5,50,000/-	Gem Aromatics had placed an order for HVAC, HEPA System from Chem Pharma Industries India Pvt ltd and same was supplied and Installed by Chem Pharma at our Badaun factory. However, there were technical defects, deficiencies, and short coming in the performance. Invoice of Rs 11.66 Million was raised by Chem Pharma and Gem has paid Rs 10.60 Million and Balance outstanding is Rs 1.06 Million. and the same was withheld. Chem Pharma has filed case in MSME against Gem Aromatics. Chem Pharma had fraudulently procured Completion Certificate from one of the Ex-Gem Employee which has been proved in conciliation Court. Chem Pharma had filed a claim in MSME court on 18//08/2021 for reconciliation & thereafter we gave our reply and filed a counter claim. Thereafter the conciliation proceedings ended on 04/01/2023 and the MSME court sent the claim to arbitration centre DIAC 04/01/2023 However, Chem Pharma did not pursue the matter and never filed any claim. After

			multiple notices the Arbitration centre itself terminated all proceedings on 28/08/2023.
2	SLP(C) No. 014793 - / 2022	Rs. 17,64,83,574/-	"Gem Aromatics purchased the land of Budaun facility from M/s Kanha Vanaspati Ltd. This land was mortgaged to SBI and the company bought the land from Kanha Vanaspati Ltd (KVL) as One Time Settlement with SBI. Kanha Vanaspati Ltd had old dues outstanding from the UP Trade Tax Regime. The Trade Tax department had claimed the dues from Gem Aromatics and Gem Aromatics moved to the High Court and have got both interim and final order in it's favour. The Department has moved to the Supreme Court against this order. Company has filed it's counter in Supreme Court. Matter is pending under SPLI in Supreme Court. The 3 respondents to this SPLI i.e. Gem, Kanha Vanaspati & SBI have filed their counters. The matter was heard on 19th February, 2025 by Supreme Court of India and our SLP was admitted and now we are awaiting the next date of hearing.
3	ITBA/AST/S/147/2023-24/1052846653(1)	Rs. 1,87,81,977/-	This case is an offshoot case from one of our Supplier Om trading whose case was pending with the IT department. In extension to that, the IT department had issued a notice and is investigating the purchases made by Gem Aromatics from Om Trading. The department had disallowed the purchases made from Om Trading and thereby raised a demand notice of Rs 15.01 Million for AY 13-14. On receipt of the demand notice, the company filed a reply with the necessary documents with the AO and the AO had passed the order

			against the Company. Further, the Company has filed an appeal with the CIT (Appeals) which is now pending. Notice was issued u/s250 on 28.02.2025 for some additional information. Company has replied with all requested documents on 11.03.2025. Awaiting next date of hearing.
4	ITBA/AST/S/147/2023-24/1052846653(1)	Rs. 3,81,22,018/-	This case is an offshoot case from one of our Supplier Om trading whose case was pending with the IT department. In extension to that, the IT department had issued a notice and is investigating the purchases made by Gem Aromatics from Om Trading. The department had disallowed the purchases made from Om Trading and thereby raised a demand notice of Rs 30.46 Million for A.Y 14-15. On receipt of the demand notice, the company filed a reply with the necessary documents with the AO and the AO had passed the order against the Company. Further, the Company has filed an appeal with the CIT (Appeals) which is now pending. Notice was issued u/s250 on 28.02.2025 for some additional information. Company has replied with all requested documents on 11.03.2025. Awaiting next date of hearing.
5	Show cause Notice vide no ITBA/NFAC/F/APL_1/2023-24/1052972575(1)	Rs. 32,38,844/-	The Assessing officer disallowed a sum of Rs. 30,00,000/- u/s 68 of the Income Tax Act in lieu of a loan taken by Gem Aromatics from M/s Shipra Fabrics Private Limited, as well as disallowed the corresponding interest paid by Gem Aromatics of Rs. 1,80,000/- u/s 69C. It was alleged that the said loan was in the form of accommodation entry provided to the company on the basis of a search conducted on

			Shipra Fabrics Private Limited. The appellant submitted the relevant bank statements where the receipt of loan and repayment of interest was reflected to the Assessing officer during the assessment proceedings. Further Gem Aromatics filed an appeal before CIT (Appeal) on 05.01.2018 against the said addition of Rs. 31,80,000/- and the disputed demand of Rs. 17,78,670/- The company submitted written submission along with documents like audited financials and notes to accounts of Shipra Fabrics Private Limited as well as Gem Aromatics, bank statements highlighting the relevant entries of loan taken and loan repaid along with interest, ledger confirmation as well as income tax return of Shipra Fabrics Private Limited, to prove the genuineness of such loan apart from challenging on the legal ground of reopening u/s 148. Various hearing notices have been issued and replies to all of them have been duly submitted, the notice was issued u/s250 on 28.02.2025 for some additional information. Company has replied with all requested documents on 11.03.2025. Awaiting next date of hearing.
6	Show cause Notice vide no ITBA/AST/F/147(SCN)/2024-25/1072906768(1)	Rs. 14,01,757/-	A notice u/s 142 of the income tax act was issued on 09.07.2024 for A.Y. 2019-20 whereby certain documents were required to be submitted regarding the transaction entered by Gem Aromatics with Kaksha Parekh for the F.Y. 2018-19 like the nature of transaction, description of goods, ledger account and bank statements etc. This was duly replied on 21.08.2024.

			This notice was issued for certain unexplained Payment made to KAksha Parekh of Rs.2.00 crores. There is a ground of suspicion in the STR of large value non- cash transactions in the account. Transaction pattern shows mainly account credits through RTGS and debits through RTGS. Total credits during the period 27-11- 2017 to 20-11-2018 were Rs. 7.13 crores, out of which Rs. 6.30 crores were by RTGS from Gem Aromatics Pvt. Ltd and Nav Bharat Impex. Total debits were Rs. 7.12 crores, out of which Rs. 2.90 crores were by RTGS towards Nav Bharat Impex, Gem Aromatics and Rs. 2.37 crores there by transfers towards linked accounts. This notice was issued because of assessment proceedings going on in the case of Nav Bharat Impex where certain transactions were highlighted with Mrs. Kaksha Parekh that were doubted and required verification. The matter was heard by VC on 18/02/2025 and order was passed in Company's favour on 05/03/2025 but a demand was raised on tax computation of Rs.13,62,330/- and company filed rectification return u/s 154 on 17/03/2025. Awaiting next date of hearing.
7	ITBA/ADM/S/26/2021-22/1034698394(1) AY 2018-19	Rs. 20,42,030/-	The assessee had E filed the original Return of Income on 29.09.2018 declaring total income of Rs.6,25,29,987. Subsequently the return was processed under section 143(1) of the IT Act on 17.04.2019 determining the total income as its returned income. Subsequently, the case was selected for security. The assessment was completed and assessment order under section 143(3) was passed wherein the Ld.

			AO accepted the returned income as assessed income. However at the time of issue of notice under section 156 and computation of income raised an demand of Rs. 20,42,026/- without appreciating that there is no addition in assessment order. The above said demand is due to the following reasons 1. MAT Credit under section 115JAA of tax paid in earlier years Rs.14,93,376 claimed in return is not granted in computation sheet. 2. 234A interest due to MAT credit not granted.
8	Show cause Notice vide no SG/INV-CIU-16/2014-15 dt.04.06.2015	Rs.10,00,000/-	The Company has received Show cause Notice no SG/INV-CIU-16/2014-15 dt.04.06.2015 CIU, from Additional Commissioner of Customs Nhava Sheva. Company filed reply with the relevant supporting and evidence. However, Order in-Original No.1633/22-23/ADC/CAC/JNCH dated 16.03.23 was passed by the Additional Commissioner of Customs against the company. Company made payment Rs 5.68 million against this Order break up of which is as under: BCD - Rs 2.75 Million Penalty - Rs 0.67 Million Interest - Rs 2.26 Million Additionally: Rs. 1.00 million penalty was also levied on Mr. Vipul Parekh & Mr. Dinesh TV. Company and its official have then challenged above order by way of appeals before Commissioner of Customs (Appeals-II) JNCH and the same are pending as on date.
9	Custom-CIU-DEEC GEN 562	Demand was for Rs. 12,14,775/-. As per the order of Mumbai High Court in *Writ Petition No. 1361 of 2019, decided on 23-7-2019*	Company has received Show cause Notice from Joint Commissioner of Customs Nhava Sheva. The company submitted a reply with the relevant supporting and evidences. Subsequently we have also received notices for 3 separate personal hearings which we have

		This case may be time barred and demand my not sustain in court.	attended and given our submissions. However still no order has been passed.
10	F.No. S/26-Misc-100/2013-14 Gr. II(A-F)	Rs. 13,76,160/- The customs argument was negated by their classification of Eucalyptol under HS code 29329910 on later date. Also This case may be time barred and demand my not sustain in court like the previous one	Eucalyptol that we are importing falls under Chapter 29 of the HSN code therefore the rate of 7.5% is applicable to us and not under Chapter 38 where the rate is 10%. Prior to 2019, the classification was based on the contents of Eucalyptol and did not have a separate line item in the HSN codes. However, in 2019, the HSN Code was modified to have a separate line item under Chapter 29 which has a duty of 7.5%. Therefore, the earlier contention does not stand at all Since the order has not been passed till date this case may be time bared one and no demand may be come. Since order has not been passed the amount of Penalty & interest cannot be determined today"
11	F.No. DRI/AZU/GI-02/Enq-37(Int-21)/2015/D19	1,53,51,448/- The demand here may be zero because the port seized goods were customs cleared by paying duty without availing benefit of advance authorisation. Factory seized goods are also covered in DRI's second SCN.	Show Cause Notice No. DRI/AZU/GI-02/Enq-37(Int-21)/2015 dated 05.01.2016 issued to the Company. Company filed a reply along with all the relevant evidences supporting our claim in response to the SCN. The Commissioner of Customs (NS-IV) Nhava Sheva had issued an Order No 22/2016-17/CC(NS-IV) /JNCH dated 18/07/2016 against the company. The commissioner has confirmed demand of Rs 7.67 Million and imposed equal penalty and interest. The goods of Rs. 28.76 Million were imported from preferential country hence there

			was no requirement of payment of Basic Custom Duty Rs. 7.67 million and penalty 7.67 million which was accepted by the Commissioner. Further, the necessary taxes (Additional Duty + GST) which were paid were in excess of 7.5% requirement under section 129E of the Customs Act 1962. This 7.5% requirement is necessary in order to file appeal before CESTAT. Accordingly, Company filed appeal before CESTAT Mumbai bearing Appeal No. C/87385/2016-Cus. A penalty of ₹14,00,000/- was imposed on Mrs. Kaksha Parekh, and a separate penalty of ₹14,00,000/- was also imposed on Mr. Dinesh TV. This penalty is not paid as on today.
12	F.No. DRI/AZU/GI-02/Enq-37(Int-21)/2015/G242	Rs. 28,17,25,850/-	Show Cause Notice F. No. DRI/AZU/GI-02/Enq-37 (Int-21)/2015/D19 dated 16.8.2016 was issued to the Company and its officials. Company had submitted a reply along with all the relevant evidence supporting our claim in response to the SCN. The Import Goods Value is 355.53 million and value of Export goods i.e Eugenol/Iso Eugenol is 442.37 million. Custom duty is demand by authority is Rs.140.64 million and penalty 140.64 million and 1.00 Million redemption fine of Gem Aromatics Private Limited The Commissioner of Customs Nhava Sheva issued Order No 107/2017-18/COMMR (NS-IV)/JNCH) dated 21.02.2018. Company challenged the above Order and filed appeal(s) before CESTAT. The Appeal Nos. C/86833/2018, C/86821/2018 and C/86831/2018 are pending disposal as on date.

			Remarks- Company Contention: Prior to 2013, there is no stipulation that exported goods should be against duty free goods imported. We have also shown how there was value addition through the manufacturing process. The Licencing authority has closed the licences in dispute vide Order – in-original dated 13.12.2019. Rs.6,00,000/- impose penalty to Mrs. Kaksha Parekh & Rs. 5,00,000/- impose penalty to Mr. Dinesh T V.
13	Show Cause Notice No 1955/2022-23/ADC/GR-II(AB)/CAC/ JNCH	Rs. 105000/- In the same bill of entry serial number 1 and 2 sere cleared under duty 12% and this also should be cleared. No deliberate misdeclaration done.	Company has received Show Cause Notice No 1955/2022-23/ADC/GR-II(AB)/CAC/ JNCH dated 31.01.2023 from Superintendent of Custom NS-1 Centralised Adjudication Cell JNCH, Nhavasheva. The company had filed a bill of entry no. 2028627 dated 19/12/2020.Company has erroneously mentioned the different serial no. of IGST while filing the bill of entry and hence the show cause notice. Company has replied to the Commissioner of customs on dated 20/02/23 and Personal Hearing was scheduled on 05/12/2023. Company has attended the Personal Hearing. Company has received order vide 1355/23-24/ADC/GR-II AB/NS-I/CAC/JNCH dated 02.01.2024. The Commissioner of custom has accepted our claim and appropriated the demand of Rs 5,18,651/- from duty that has been already paid. Over and above if the company has been penalised for Rs 5000/- and redemption fine of Rs 1,00,000/- has been levied. The company will file an appeal to the commissioner against the above order. Awaiting next date of hearing.

14	Civil Misc. Writ Petition No. 883 of 2021	Rs. 3,77,78,061/-	For the FY 2018-19, a tax of Rs. 3,77,78,061 has been imposed U/s. 74 of GST Act by the Joint Commissioner, corporate circle, Bareilly. First Appeal has been rejected by the first Appellate authority. Against first Appellate authority order, Writ Petition is pending before Honourable Allahabad High Court. This is an offshoot case from one of our warehouse financier North End Marketing. The North End Food and Marketing Company has won the Appeal u/s130 of CGST Act, 2017, Tax imposed u/s 74 of CGST Act has been stayed by the Allahabad High Court unconditionally The case is pertaining to the FY 18 -19 . Company has given all the details to the department, yet the officer has passed the order against the company and company has moved the appellate authority. Appellate Authority has passed order against Company. Then Company has filed Writ Petition in Allahabad High Court.
15	Civil Misc. Writ Petition No. 884 of 2021	Rs. 27,13,595/-	For the FY 2019-20, a tax of Rs. 27,13,595 has been imposed U/s74 of GST Act by the Joint Commissioner, corporate circle, Bareilly. First Appeal has been rejected by the first Appellate authority. Against first Appellate authority order, Writ Petition is pending before Honourable Allahabad High Court. This is an offshoot case from one of our warehouse financier North End Marketing. The North End Food and Marketing Company has won the Appeal u/s130 of CGST Act, 2017, Tax imposed u/s 74 of CGST Act has been stayed by the Allahabad High Court unconditionally. The case is

			pertaining to the FY 19-20 . Company has given all the details to the department, yet the officer has passed order against the company and company has moved to the appellate authority. Appellate Authority has passed order against Company. Now Company has filed Writ Petition in High Court.
16	Project Aroma_ Due Diligence_ Additional Data Shared_24.06.2023_Final Legal cases- GST Noida Year 2017-18, 2018-19, 2020-21	NA	A notice for the FY 2017-18, 2018-19 and 2020-21 u/s 61 ASMT-10 Dt: 03.12.2022 has been issued by the Superintendent (Anti Evasion) G. B. Nagar, which is a routine mismatch notice between various returns filed under GST Act, appropriate responses has been filed.
17	Project Aroma_ Due Diligence Final Legal cases 2020-21	NA	A notice for the FY 2020-21 u/s 61 ASMT-10 Dt: 21.09.2024 has been issued by the Joint Commissioner, corporate circle, Bareilly, which is a routine mismatch notice between various returns filed under GST Act, appropriate responses has been filed.
18	Project Aroma_ Due Diligence Final Legal cases 2024-25	NA	A notice for the FY 2024-25 (April 2024 to July 2024) u/s 61 ASMT-10 Dt: 30.09.2024 has been issued by the Joint Commissioner, corporate circle, Bareilly, which is a routine mismatch notice between various returns filed under GST Act, appropriate responses has been filed.
19	Project Aroma_ Due Diligence Final Legal cases 2024-25	NA	A notice for the FY 2024-25 (August 2024) u/s 61 ASMT-10 Dt: 08.10.2024 has been issued by the Joint Commissioner, corporate circle, Bareilly, which is a routine mismatch notice between various returns filed under GST Act, appropriate responses has been filed.
20	Project Aroma_ Due Diligence Final Legal cases 2024-25	NA	A notice for the FY 2024-25 (October 2024) u/s 61 ZD091224029119G Dt: 04.12.2024 has been issued by the Joint Commissioner, corporate circle, Bareilly, which is a routine mismatch notice between various

			returns filed under GST Act, appropriate responses has been filed.
21	Project Aroma_ Due Diligence Final Legal cases 2024-25	NA	A notice for the FY 2024-25 (November 2024) u/s 61 ZD091224381165C Dt: 04.12.2024 has been issued by the Joint Commissioner, corporate circle, Bareilly, which is a routine mismatch notice between various returns filed under GST Act, appropriate responses has been filed.
22	Project Aroma_ Due Diligence Final Legal cases 2024-25	NA	A notice for the FY 2024-25 (December 2024) u/s 61 ZD090225160813D Dt: 13.02.2025 has been issued by the Joint Commissioner, corporate circle, Bareilly, which is a routine mismatch notice between various returns filed under GST Act, appropriate responses has been filed.
23	Case ZD090325151005P	NA	A notice for the FY 2024-25 (January 2025) u/s 61 ZD090325151005P Dt: 21.03.2025 has been issued by the Joint Commissioner, corporate circle, Bareilly, which is a routine mismatch notice between various returns filed under GST Act, appropriate responses has been filed.
24	Case No. ZD0903251832954	NA	A notice for the FY 2024-25 (February 2025) u/s 61 ZD0903251832954 Dt: 25.03.2025 has been issued by the Joint Commissioner, corporate circle, Bareilly, which is a routine mismatch notice between various returns filed under GST Act, appropriate responses has been filed.
25	Case No. ZD090425157918S	NA	A notice for the FY 2024-25 (March 2025) u/s 61 ZD090425157918S Dt: 24.04.2025 has been issued by the Joint Commissioner, corporate circle, Bareilly, which is a routine mismatch notice between various

			returns filed under GST Act, appropriate responses has been filed.

8. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company has Wholly Owned Subsidiaries named Gem Aromatics LLC and Krystal Ingredients Private Limited as at March 31, 2025. As on the date of this report the Wholly Owned Subsidiary Gem Aromatics FZ LLC has completed its liquidation process and has successfully obtained the Deregistration certificate from Ras Al Khaimah Economic Zone (RAKEZ) Authority. There are no associate or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). Form AOC 1 pertaining to Statement containing salient features of the financial statement of subsidiaries/~~associate companies/joint ventures~~ are enclosed as **Annexure 1**.

9. DEPOSITS

The Board states that no disclosure or reporting was required in respect of the details relating to deposits covered under Chapter V of the Act as there were no deposits during the financial year 2024-25.

10. VIGIL MECHANISM

According to Section 177(9) and (10) of the Companies Act, 2013 the company had a policy related to Vigil Mechanism. Your Company has adopted the process which is a channel for receiving and redressing complaints from employees and directors. The Audit Committee periodically reviews the functions of this mechanism.

11. STATUTORY AUDITORS

M/s Chhajed & Doshi, Chartered Accountants having registration number (Firm Registration No. 101794W) were appointed in AGM held in calendar year 2020 as Statutory Auditor for period of 5 years of the Company to hold office until the conclusion of Annual General Meeting of the Company, to be held in the calendar year 2025.

The Board proposes re-appointment of M/s Chhajed & Doshi as the Statutory Auditors of the Company for a term of five years i.e. to hold office from the conclusion of the ensuing Annual General Meeting until the conclusion of the 33rd Annual General Meeting.

The Statutory Auditors have confirmed that they are not disqualified to act as Auditors and are eligible to hold office as Auditors of your Company.

12. AUDITORS' REPORT

The Auditor's Report to the Members on the Accounts of the Company for the financial year ended March 31,2025 does not contain any qualification, reservation, or adverse remark.

13. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT.

There is no fraud in the Company during the Financial Year ended March 31, 2025. This is also being supported by the report of the auditors of the Company as no fraud has been reported in their audit report for the Financial Year ended March 31, 2025.

14. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB SECTION (6) OF SECTION 149

The Company has received necessary declarations from all the Independent Directors stating that they meet the prescribed criteria for independence.

15. COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The Company adopted the policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of Section 178.

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The details of contracts or arrangements entered into by the company with related parties referred to in sub – section (1) of section 188 of the Companies Act, 2013, in the prescribed form AOC 2, is appended as Annexure II to the Board report.

17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars of Conservation of Energy, Technology Absorption and foreign exchange earnings and outgo in terms of Section 134(3) (m) of the Companies Act, 2013 read with the Rule 8(3) Companies (Accounts) Rules, 2014 forming part of the Directors' Report for the year ended March 31, 2025 are as under:

i.	The steps taken or impact on conservation of energy	Use of Solar Energy at Budaun Factory (through installed Solar Panels).
ii.	The steps taken by the company for utilizing alternate sources of energy	Use of Solar Energy at Budaun Factory (through installed Solar Panels).
iii.	The capital investment on energy conservation equipment	NIL in F.Y. 2024-25

iv.	Benefit received during the year (Savings in electricity cost)	Rs. 31,55,360/-

Technology absorption-

<table>
<tr><td>i.</td><td colspan="2">The efforts made towards technology absorption</td><td>Nil</td></tr>
<tr><td>ii.</td><td colspan="2">The benefits derived like product improvement, cost reduction, product development or import substitution</td><td>NA</td></tr>
<tr><td>iii.</td><td colspan="3">In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- Nil
<table>
<tr><td>a.</td><td>The details of technology imported</td><td>NIL</td></tr>
<tr><td>b.</td><td>The year of import</td><td>NIL</td></tr>
<tr><td>c.</td><td>Whether the technology been fully absorbed</td><td>NA</td></tr>
<tr><td>d.</td><td>If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and</td><td>NA</td></tr>
</table></td></tr>
<tr><td>iv.</td><td colspan="2">The expenditure incurred on Research and Development</td><td>1.48 Million</td></tr>
</table>

Foreign exchange earnings and Outgoing -

i.	Foreign Exchange earned in terms of actual inflows during the year	Rs. 1912.24 Million
ii.	Foreign Exchange outgo during the year in terms of actual outflows	Rs. 1128.47 Million

18. COMPLIANCE UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company is committed to provide a safe and conducive work environment to all its employees. The Company has constituted an Internal Committee to consider and resolve all sexual harassment complaints reported by women. The constitution of the committee is per the above-mentioned Act. The Company did not receive any complaint during the period ended 31st March 2025.

19. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

As on 1st April 2024, Mr. Vipul Nathalal Parekh, Mr. Yash Vipul Parekh, Mrs. Kaksha Vipul Parekh, Mr. Sean Poynter, Dr. Ajay Sahai, Mr. Shrenik Vora, Dr. Parag Gogate, Ms. Vishakha Bhagvat and Ms. Shubhangi Umbarkar were the Directors of the company.

During the period under review, Mrs. Shaila Ramesh Gholap, Company Secretary & Compliance Officer has resigned w.e.f. 27th April 2024 and Mrs. Pooja Bhandari was appointed as a Company Secretary (ACS: 73944) and Compliance officer w.e.f. 31st July, 2024.

Mr. Sean Poynter has ceased to be a Nominee Director w.e.f 9th July, 2024 as per the formal communication received from doTERRA Enterprises SARL.

As on March 31, 2025, the Board comprises of 3 Executive Directors and 5 Non-Executive Independent Directors.

As on 31st March, 2025, the following are the Directors of the Company:

Sr. No.	Name of the Director	Designation	Date of appointment	Meetings attended during the FY
1	Mr. Vipul Parekh	Whole Time Director & Chairman	27.10.1997	4/6
2	Mr. Yash Vipul Parekh	Managing Director and CEO*	29.04.2011	4/6
3	Mrs. Kaksha Vipul Parekh	Whole Time Director and CFO*	27.10.1997	6/6
4	Dr. Ajay Sahai	Independent Director	21.09.2023	4/6
5	Mr. Shrenik Kishorbhai Vora	Independent Director	21.09.2023	5/6
6	Dr. Parag Ratnakar Gogate	Independent Director	21.09.2023	5/6
7	Ms. Vishakha Hari Bhagvat	Independent Director	07.11.2023	5/6
8	Dr. Shubhangi Umbarkar	Independent Director	17.12.2023	5/6

*The provisions of Section 178 (1) of the Companies Act, 2013 relating to constitution of Nomination and Remuneration Committee are applicable to the Company.

20. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

During the year, 6 Board Meetings were convened on 29.05.2024, 31.07.2024, 28.11.2024, 16.12.2024, 28.12.2024 and 28.03.2025. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

The 27th Annual General Meeting (AGM) was held on 13.08.2024.

1 Extra Ordinary General Meeting was held on 17.12.2024.

21. COMMITTEES OF THE BOARD

The Company's Board has the following committees:

1. **Audit Committee**
   Formed on 7th November, 2023 comprises of:
1. Mr. Shrenik Kishorbhai Vora, Non Executive Independent Director (Chairperson)
2. Dr. Ajay Sahai, Non executive -Independent Director (Member);
3. Ms. Vishakha Hari Bhagvat - Non Executive Independent Director (Chairperson)
4. Mrs. Kaksha Vipul Parekh – Executive Director & CFO [Member).

2. **Nomination and Remuneration Committee**
   Formed on 7th November, 2023 comprises of:
1. Dr. Ajay Sahai, Independent Director (Chairperson);
2. Mr. Shrenik Kishorbhai Vora, Independent Director (Member); and
3. Dr. Parag Ratnakar Gogate Non-Executive Independent Director (Member).

3. **CSR Committee**
   Reconstituted on 16th December, 2024 comprises of:
1. Mrs. Kaksha Vipul Parekh (Chairperson)
2. Mr. Vipul Parekh Director (Member); and
3. Dr. Shubhangi Umbarkar Non-Executive Independent Director (Member).
4. Dr. Parag Ratnakar Gogate -Non-Executive Independent Director (Member).

4. **Stakeholders Relationship Committee**
   Formed on 7th November, 2023 comprises of:
1. Mr. Shrenik Kishorbhai Vora, Non-Executive Director (Chairperson)
2. Ms. Vishakha Hari Bhagavt, Non-Executive Independent Director (Member); and
3. Mr. Yash Parekh MD & CEO (Member).

5. **Risk Management Committee**
   Reconstituted on 16th December, 2024 comprises of:
1. Mrs. Kaksha Vipul Parekh, CFO & Whole Time Director (*Chairperson*)
2. Mr. Yash Parekh CEO & MD (*Member*)
3. Mr. Shrenik Vora Independent Director (*Member*)
4. Dr. Ajay Sahai – Independent Director (Member)

6. **IPO COMMITTEE**
   IPO Committee formed on 7th November, 2023 comprises of:
1. Mr. Shrenik Kishorbhai Vora Independent Director – Chairman
2. Mrs. Kaksha Vipul Parekh Director - Member; and
3. Mr. Yash Parekh - Member.

7. **INDEPENDENT DIRECTORS COMMITTEE**
   Formed on 7th November 2023 comprises of:
1. Mr. Shrenik Kishorbhai Vora Independent Director – Chairman
2. Dr. Parag Ratnakar Gogate Independent Director - Member; and
3. Dr. Ajay Sahai Independent Director - Member.
4. Mrs. Vishakha Hari Bhagvat Independent Director – Member
5. Dr. Shubhangi Umbarkar - Member

22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Particulars of loans, guarantees or investments are forming part of Note 38(II)ss of Notes to account.

23. PARTICULARS OF EMPLOYEES

As required under Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, there is no such employee drawing remuneration exceeding the limit specified as mentioned in the rules.

24. DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134(3)(c) OF THE COMPANIES ACT, 2013

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

a. In the preparation of the annual accounts for the year ended March 31, 2025, the Company has followed the applicable accounting standards and there are no material departures from the same.

b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the profit and loss of the Company for that period;

c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, 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 devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively;

f. The directors have maintained internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

25. RISK MANAGEMENT

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities.

A comprehensive Risk Assessment and Minimization Procedure shall be reviewed to ensure that executive management controls risk through means of a properly defined framework.

26. CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility (CSR) is the Companies intent to make a positive difference to the society; Companies have realized that the Government alone will not be able to get success in its endeavor to uplift the Society so therefore the concept of CSR has gained its prominence in recent years and has been made mandatory as per Companies Act, 2013, which requires Companies to contribute some part of its profits towards the CSR activities. With the rapidly changing corporate environment, more functional autonomy and operational freedom we have adopted Corporate Social Responsibility as a strategic tool for sustainable growth. We are committed to operate our business with emphasis on CSR in all areas of our operation. We will integrate our business values and operations to meet the expectations of our shareholders, customers, employees, regulators, investors, suppliers, community and to take care of environment with best interest.

The Board has constituted a Corporate Social Responsibility (CSR) Committee as per the provisions of Section 135 of the Companies Act, 2013 and the Rules framed there under. The Board has approved the policy in the Board meeting CSR Policy contains the CSR activities to be carried out, governance structure, implementation process, composition of the Committee, etc.

The composition of the Corporate Social Responsibility (CSR) Committee is provided in **Annexure III**. As part of initiatives under Corporate Social Responsibility (CSR), the Company has undertaken projects in accordance with Schedule VII of the Companies Act, 2013.

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is at **Annexure III**.

27. ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS HAS BEEN MADE:

Pursuant to the provisions of the Companies Act, 2013, the Board is required to monitor and review the Board evaluation framework. Annual Performance and Evaluation has been conducted for all the Board Members as well as the Committee members.

28. SECRETARIAL STANDARDS

The Company complies with all applicable secretarial standards issued by the Institute of Company Secretaries of India (ICSI).

29. COST RECORDS

The Board appointed M/s Y.R. Doshi & Associates Cost Accountants (Membership No. ICWA 000286), for audit of Cost Records maintained by the Company in respect of 'Organic and inorganic chemical products". Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, appropriate resolutions seeking your ratification to the remuneration of the aforesaid Cost Auditors are appearing in the Notice convening the 28th AGM of the Company. The Company maintains necessary cost records as specified by Central Government under sub-section 1 of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014.

30. ADEQUACY OF INTERNAL FINANCIAL CONTROL

The Directors have established and maintained adequate internal financial controls to be followed by the Company. These internal financial controls are 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. The internal financial controls were reviewed and found to be operating effectively during the year.

Rank & Associates has been appointed as the Internal Auditor for the issuance of the Internal Controls over Financial Reporting (ICFR) Report and the Internal Audit Report. The ICFR Report has been placed in front of the Audit Committee and the Board of Directors and the findings therein have been reviewed by the Committee & Board members. Under the guidance of the Board & the Audit Committee, steps are being taken to implement the changes and suggestions as highlighted in the report.

31. WEB LINK OF ANNUAL RETURN:

As per the Notification dated 28th August 2020- The MGT 9 extract shall be now not required and the Form MGT-7 shall be uploaded on the website of the Company on the date of the Annual General Meeting of the Company.

In accordance with the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the annual return in the prescribed format shall be made available at http://www.gemaromatics.com/

32. THE DETAILS OF AN APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

There has been no application made or proceedings pending under the Insolvency and Bankruptcy Code.

33. <u>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</u>

There has been no such event during the year under review.

34. <u>ACKNOWLEDGEMENTS</u>

Your Directors acknowledge with gratitude, the co-operation, valuable assistance and guidance extended by the Management, service providers, Company's banker and various institutions of the Central and State Governments and look forward to continuing fruitful association with all business partners of the Company.

The Directors put on record appreciation for continued support from the members during the year under review.

For and on behalf of the Board of Directors
of GEM AROMATICS LIMITED

YASH PAREKH

Digitally signed by YASH PAREKH
DN: C=IN, O="Personal,CID - [illegible]",
Phone=[illegible], PostalCode=[illegible], S=Maharashtra, SERIALNUMBER=[illegible], CN=YASH PAREKH
Reason: I am the author of this document
Location:
Date: 2025.05.30 [illegible]
Foxit PDF Editor Version: 2024.1.0

GEM AROMATICS LIMITED

KAKSHA VIPUL PAREKH

Digitally signed by KAKSHA VIPUL PAREKH
DN: C=IN, O="Personal,CID - 7000328",
Phone=
b49babe8d134aa2429bad6048991d4cf3075b8
13f3772642355c7ba58b34d88d, PostalCode=
400076, S=Maharashtra, SERIALNUMBER=
4bb754b02e06b50f96aeb2f2c966d91c0853b7
b95f056361bd1f628a0e2b5981, CN=KAKSHA
VIPUL PAREKH
Reason: I am the author of this document
Location:
Date: 2025.05.30 20:36:19+05'30'
Foxit PDF Editor Version: 2024.1.0

Yash Parekh
(Managing Director & Chief Executive Officer)
DIN: 03514313

Kaksha Vipul Parekh
(Whole Time Director & CFO)
DIN:00235998

Place: Mumbai
Date: 30.05.2025

Annexure I

Form AOC-1

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

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.in Million)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Gem Aromatics LLC
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1st April to 31st March
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	85.5814/ Per USD
4.	Share capital	3.80
5.	Reserves & surplus	112.95
6.	Total assets	308.60
7.	Total Liabilities	191.85
8.	Investments	NIL
9.	Turnover	921.09
10.	Profit before taxation	58.20
11.	Provision for taxation	17.46
12.	Profit after taxation	40.74
13.	Proposed Dividend	NIL
14.	% of shareholding	100

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Krystal Ingredients Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1st April to 31st March
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	0.1
5.	Reserves & surplus	-75.90
6.	Total assets	1,622.64
7.	Total Liabilities	1,698.44
8.	Investments	NIL
9.	Turnover	29.37
10.	Profit before taxation	-50.16
11.	Provision for taxation	-8.46

12.	Profit after taxation	-41.70
13.	Proposed Dividend	NIL
14.	% of shareholding	100

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Gem Aromatics FZ-LLC
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1st April to 31st March
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	22.6951/ Per AED
4.	Share capital	0.21
5.	Reserves & surplus	-0.89
6.	Total assets	NIL
7.	Total Liabilities	0.67
8.	Investments	NIL
9.	Turnover	NIL
10.	Profit before taxation	Nil
11.	Provision for taxation	NIL
12.	Profit after taxation	Nil
13.	Proposed Dividend	NIL
14.	% of shareholding	100

Notes: The following information shall be furnished at the end of the statement:
1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries which have been liquidated or sold during the year.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures: N.A.

Name of associates/Joint Ventures			N.A.
1. Latest audited Balance Sheet Date			N.A.
2. Shares of Associate/Joint Ventures held by the company on the year end			N.A.
No.			
Amount of Investment in Associates/Joint Venture			N.A.
Extend of Holding%			N.A.
3. Description of how there is significant influence			N.A.
4. Reason why the associate/joint venture is not consolidated			N.A.
5. Net worth attributable to shareholding as per latest audited Balance Sheet			N.A.
6. Profit/Loss for the year			N.A.
i. Considered in Consolidation			
ii. Not Considered in Consolidation			

1. Names of associates or joint ventures which are yet to commence operations.
2. Names of associates or joint ventures which have been liquidated or sold during the year.

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

Annexure 'II' to the Directors' Report

FORM NO. 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 arm's length transaction under third proviso thereto:

1. Details of contracts or arrangements or transactions **not at Arm's length basis**: NA

Sr. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	NIL
2	Nature of contracts/arrangements/transaction	NIL
3	Duration of the contracts/arrangements/transaction	NIL
4	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
5	Justification for entering into such contracts or arrangements or transactions'	NA
6	Date of approval by the Board	NA
7	Amount paid as advances, if any	NIL
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No.	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts / arrangements /transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount Approved in advance, if any (Rs. In Crores)
1	Ms. Kaksha V Parekh (Director and shareholder of the Company)	Remuneration, Interest, Loans and Advances, Office Rent and other expenses on behalf of the company	As per contract between the parties	As per contract between the parties	31.07.2024	2 crores
2	Mr. Vipul N Parekh (Director and shareholder of the Company)	Remuneration, Interest, Loans and Advances and Office Rent and other expenses on behalf of the company	As per contract between the parties	As per contract between the parties	31.07.2024	2 crores
3	Mr. Yash V Parekh (Director and shareholder of the Company)	Loans and Advances, Guarantees Remuneration	As per contract between the parties	As per contract between the parties	31.07.2024	3.75 crores
4	Gem Aromatics LLC (Group Company)	Investments, Expenses paid on Behalf of Gem Aromatics LLC and Sales Turnover	As per contract between the parties	As per contract between the parties	31.07.2024	100 crores
5	Doterra Global Limited	Sales Turnover and	NA	NA	31.07.2024	150 crores

	(Group Company)	Trade Receivables				
6	Krystal Ingredients Private Limited	Investment, Loan & Corporate Guarantee	As per Contract	As per contract between the parties	31.07.2024	150 crores

This includes transactions entered into by the company with its subsidiaries Gem Aromatics LLC, Gem Aromatics FZ LLC and Krystal Ingredients Private Limited.

For and on behalf of the Board of Directors
of GEM AROMATICS LIMITED

YASH PAREKH

Digitally signed by YASH PAREKH
Reason: I am the author of this document
Foxit PDF Editor Version: 2024.1.0

GEM AROMATICS LIMITED

KAKSHA VIPUL PAREKH

Digitally signed by KAKSHA VIPUL PAREKH
Reason: I am the author of this document
Foxit PDF Editor Version: 2024.1.0

Yash Parekh
(Managing Director & Chief Executive Officer)
DIN: 03514313

Kaksha Vipul Parekh
(Whole Time Director & CFO)
DIN:00235998

Place: Mumbai
Date: 30.05.2025

Annexure 'III' to the Directors' Report

CORPORATE SOCIAL RESPONSIBILITY

ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline on CSR Policy of the Company:
   The Company has identified the following projects/programs to spend the amount:
   i) Food for Underprivileged People
   ii) Towards Specially Abled Children
   iii) Towards Hospital
   iv) Towards Shelter Home

2. Composition of CSR Committee:

Sr. No.	Name of the 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	Kaksha Vipul Parekh	Chairman	1	1
2	Vipul Parekh	Member	1	1
3	Shubhangi Umbarkar	Member	1	1
4	Parag Ratnakar Gogate	Member	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.

   Weblink://www.gemaromatics.com/

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).
   Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sr. No.	**Financial Year**	**Amount available for set-off from preceding financial years (in Rs)**	**Amount required to be setoff for the financial year, if any (in Rs)**
	2024-25	32,16,151	32,16,151

6. Average net profit of the company as per section 135(5). **Rs. 55,67,93,903/-**

7.
   a. Two percent of average net profit of the company as per section 135(5) **Rs. 1,11,35,878/-**
   b. Surplus arising out of the CSR projects or programs or activities of the previous financial years. **32,16,151/-**
   c. Amount required to be set off for the financial year. **32,16,151/-**
   d. Total CSR obligation for the financial year (7a+7b-7c). **1,11,35,878/-**

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year.(in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
83,68,900	NIL	NA	NA	NA	NA

(b) Details of CSR amount spent against **ongoing projects** for the financial year:

1	2	3	4	5		6	7	8	9
Sr. No.	Name of the Project	**Item from the list of activities in Schedule VII to the Act.**	**Local area (Yes/No).**	**Location of the project.**		**Project duration**	**Amount allocated for the project (in Rs.).**	**Amount spent in the current financial Year (in Rs.).**	**Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).**
				State	**District**				

(c) Details of CSR amount spent against **other than ongoing projects** for the financial year:

1	2	3	4	5		6	7	8	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number.
1	Sanskruti Welfare Trust	Specially Abled Children	Yes	Maharashtra	Mumbai	1,02,000/-	Yes	NA	NA
2	Gem Aromatics Foundation		Yes	Maharashtra	Mumbai	82,66,900/-	Yes	NA	NA
					TOTAL	**83,68,900**			

(d) Amount spent in Administrative Overheads
(e) Amount spent on Impact Assessment, if applicable
(f) Total amount spent for the Financial Year (8b+8c+8d+8e)
(g) Excess amount for set off, if any

Sr. No.	**Particular**	**Amount (in Rs.)**
i.	Two percent of average net profit of the company for last three financial year as per Section135(5)	1,11,35,878
ii.	Total amount spent for the Financial Year	83,68,900
iii.	(Short)/Excess amount spent for the financial year [(ii)-(i)]	**(27,66,978)**
iv.	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	32,16,151
v.	(Excess)/Short amount available for set off in succeeding financial years [(iii)-(iv)]	**(4,49,172)**

9. (a) Details of Unspent CSR amount for the preceding three financial years: **Nil**

Sr. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount	Date of Transfer	

(b) Details of CSR amount spent in the financial year for **ongoing projects** of the preceding financial year(s): **Nil**

1	2	3	4	5	6	7	8	9
Sr. No.	Project ID	Name of Project	Financial Year in which the project was commenced.	Project Duration	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing.

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year - **NA** **(asset-wise details).**

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c)Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) – **NA**

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) - **NA**

For and on behalf of the Board of Directors
of GEM AROMATICS LIMITED

YASH PAREKH

Digitally signed by YASH PAREKH
Reason: I am the author of this document
Foxit PDF Editor Version: 2024.1.0

Yash Parekh
(Managing Director & Chief Executive Officer)
DIN: 03514313

KAKSHA VIPUL PAREKH

Digitally signed by KAKSHA VIPUL PAREKH
CN=KAKSHA VIPUL PAREKH
Reason: I am the author of this document
Date: 2025.05.30 20:26:35+05'30'
Foxit PDF Editor Version: 2024.1.0

Kaksha Vipul Parekh
(Whole Time Director & CFO)
DIN:00235998

Place: Mumbai
Date: 30.05.2025