

INDEPENDENT AUDITOR'S REPORT

**To the Members of Dot & Key Wellness Limited.
(formerly "Dot & Key Wellness Private Limited")**

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Dot & Key Wellness Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity, for the year then ended, and notes to the financial statements including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations provided to us, the aforesaid financial statements give the information required by the Companies Act, 2013 as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its Profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the 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 financial statements under the provisions of the Companies Act, 2013 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 financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report including Annexures to Board's report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.



If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is 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 management 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 Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls 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.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work; and (ii) to evaluate the effect of any identified misstatements in the 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

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 Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.



- (c) The Balance Sheet, the Statement of Profit and Loss including the Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- (e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:
In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations provided to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies) including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or



- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- b. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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:
 - 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. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has neither declared nor paid any dividend during the year. So, compliance with respect to section 123 of the Act is not applicable.
- vi. Based on our examination, which included test checks, the Company has used accounting software systems for maintaining its books of account for the financial year ended March 31, 2025 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For V C Shah & Co
Chartered Accountants
Firm Registration No.109818W

Anish N. Shah

Anish N. Shah
Partner

Membership No.: 042649
UDIN: 25042649BMGXSS9712
Place: Mumbai
Date: May 6, 2025



"ANNEXURE A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in Report on Other Legal and Regulatory Requirements of our Report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
(B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a regular program of physical verification of its Property, Plant and Equipment by which all the assets are verified in a phased manner over a period of three years. In our opinion, periodicity of physical verification is reasonable having regards to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were physically verified during the year. According to the information and explanations provided to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations provided to us, there is no immovable properties (other than the properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), held by the Company. Hence, reporting under clause (i)(c) of paragraph 3 of the Order is not applicable.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year. Hence, reporting under clause (i)(d) of paragraph 3 of the Order is not applicable.
- (e) As represented by the Management, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder. Hence, reporting under clause (i)(e) of paragraph 3 of the Order is not applicable.
- (ii) (a) According to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business. Discrepancies were less than 10% in aggregate for each class of inventory and have been properly dealt with in the books of accounts.
- (b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate during the year, from banks or financial institutions on the basis of security of current assets. Hence, reporting under clause (ii)(b) of paragraph 3 of the Order is not applicable.
- (iii) According to the information and explanations provided to us, the Company has not made any investments, provided any guarantee or security or granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Hence, reporting clause (iii) (a) to (f) of paragraph 3 of the Order is not applicable.



- (iv) In our opinion and according to the information and explanations provided to us, the Company has not given any loan to directors. Hence, the requirements under section 185 of the Act are not applicable. The Company has made investments in a Company and it has complied with the requirements of section 186.
- (v) According to the information given to us and based on the audit procedures performed by us, the Company has neither accepted any deposits nor accepted any amounts which are considered deemed to be deposits, as per the directives issued by Reserve Bank of India and the provisions of the section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules made thereunder. Hence, reporting under clause (v) of paragraph 3 of the Order is not applicable.
- (vi) We are informed that the Central Government has not prescribed maintenance of cost records under sub-section (l) of Section 148 of the Companies Act, 2013 in respect of the activities carried on by the Company. Hence, clause (vi) of paragraph 3 of the Order is not applicable.
- (vii) According to the information and explanations provided to us, in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, cess, Goods & Services Tax and other material statutory dues applicable to it with the appropriate authorities.
- There were no undisputed amounts payable in respect of Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, cess, Goods & Services Tax and other material statutory dues 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 explanations provided to us, there are no dues of Income-tax or Sales tax or Service tax or Goods and Services tax or duty of Customs or duty of Excise or Value added tax which have not been deposited by the Company on account of disputes.
- (viii) According to the information and explanations provided to us, there were no transactions which were previously not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961. Hence, clause (viii) of paragraph 3 of the Order is not applicable.
- (ix) (a) The Company has not defaulted any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding



term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

- (d) On an overall examination of the financial statements of the Company, there are no funds raised on short- term basis which have been utilized for long term purpose. Hence, reporting under clause 3(ix)(d) of the Order is not applicable.
- (e) The Company does not hold any investment in any subsidiary, associate or joint venture during the year ended on March 31, 2025. Accordingly, reporting under clause 3(ix)(e) of the Order is not applicable.
- (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised any money by way of initial public offer / further public offer /debt instruments. Hence, reporting under clause (x)(a) of paragraph 3 of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of paragraph 3 of the Order is not applicable.
- (xi) (a) To the best of our knowledge and according to the information and explanations provided to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year. Hence, reporting under clause (xi)(a) of paragraph 3 of the Order is not applicable.
- (b) No report under sub-section (12) of section 143 of the companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) Establishment of vigil mechanism is not mandated for the Company as required under section 177 of the Act. As represented to us by the management, there are no whistle blower complaints received by the Company during the year under the vigil mechanism established by the parent company for the Group.
- (xii) The Company is not a Nidhi Company. Hence, reporting under clause (xii)(a), (b) and (c) of paragraph 3 of the Order is not applicable.
- (xiii) Transactions with the related parties are in compliance with section 188 of the Act, where applicable, and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards. The provisions of section 177 are not applicable to the Company and accordingly the requirements to report under clause (xiii) of paragraph 3 of the Order in so far as it relates to section 177 of the Act is not applicable to the Company.



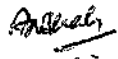
- (xiv) In our opinion and according to the information and explanations provided to us, Internal Audit is not applicable to the Company as per Section 138 of the Companies Act, 2013. Hence, clause (xiv) (a) and (b) of paragraph 3 of the Order is not applicable.
- (xv) In our opinion and according to the information and explanations provided to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors. Hence, provisions of Section 192 of the Act are not applicable and reporting under clause (xv) of paragraph 3 of the Order is not applicable.
- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) In our opinion, according to the information and explanation given to us, the Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year. Hence, reporting under clause (xviii) of paragraph 3 of the order is not applicable.
- (xix) On the basis of the financial ratios disclosed in note 50, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) There are no unspent amount towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the



Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable.

(b) There are no unspent amounts towards Corporate Social Responsibility (CSR) on any ongoing projects requiring a transfer to a special account in compliance with sub-section (6) of Section 135 of the said Act. Hence, reporting under clause (xx)(b) of paragraph 3 of the Order is not applicable for the year to the Company.

For V C Shah & Co
Chartered Accountants
Firm Registration No.109818W



Anish N. Shah
Partner
Membership No.: 042649
UDIN: 25042649BMGXSS9712
Place: Mumbai
Date: May 6, 2025



ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the Members of Dot & Key Wellness Limited (formerly "Dot & Key Wellness Private Limited") on the Ind AS financial statements for the year ended March 31, 2025)

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

We have audited the internal financial controls over financial reporting of Dot & Key Wellness Limited (the "Company") as of March 31, 2025 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Opinion

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

Management's Responsibility for Internal Financial Controls

The Management of the Company 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 Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 judgement, including the



assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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.

For V C Shah & Co
Chartered Accountants
Firm Registration No.109818W



Anish N. Shah
Partner

Membership No.: 042649
UDIN: 25042649BMGXSS9712
Place: Mumbai
Date: May 6, 2025





Dot & Key Wellness Limited

(formerly known as "Dot & Key Wellness Private Limited")

2/7, Sarat Bose Road, Vasundhara, West Block, 3rd Floor, P.O. Elgin Road, Kolkata – 700 020,

Email Id: customercare@dotandkey.com, Contact No.: 8447704734

CIN: U24110WB2020PLC236913

REPORT OF THE BOARD OF DIRECTORS

To the Members of
Dot & Key Wellness Limited

Your Board of Directors present the Sixth (6th) Annual Report together with the Audited Financial Statements of the Company, for the financial year ended March 31, 2025 ("the year under review" or "the year" or "FY 2024-25").

FINANCIAL PERFORMANCE

(Amount Rs. Millions)		
Particulars	2024-25	2023-24
Revenue from Operations	4,233.66	1,983.45
Other Income	42.19	24.73
Total Revenue	4,275.85	2,008.18
Less: Total Expenses	3,524.52	1,800.23
Profit / (Loss) before Taxation	751.33	207.95
Exceptional Item	-	-
Deferred Tax Expenses / (Credit)	-2.04	28.11
Tax Expenses / (Credit)	192.48	25.07
Profit / (Loss) after Taxation	560.89	154.77
Other Comprehensive Income (OCI)	-1.68	0.45
Total Comprehensive Income	559.21	155.22
Balance in the Profit / (Loss) Account in the Balance Sheet	647.81	86.90

REVIEW OF OPERATIONS OF THE COMPANY

During the year under review, the Company has reported a revenue of Rs. 4,233.66 Millions which was 113% than the previous year. The Profit after tax for the year was Rs. 560.89 million as compared to Rs. 154.77 million in the previous year registering increase of 262%.

COMPANY OVERVIEW\

The skincare industry has been ever evolving with more people embracing skincare for indulgent selfcare. Dot & Key offers differentiated skincare solutions that are effective, safe, and fun to use specially designed for late millennials and Gen Z. We aspire to make everyone feel the best version themselves by strong display of innovation, creativity & honesty. Being part of the Nykaa family makes our dream of reaching out to more turn into a reality.

During the year the company has amended the Dot & Key Wellness Limited – Employee Stock Option Scheme 2024 ('ESOS 2024') and granted 9,430 Equity Shares to 14 employees till date out of which 5,030 ESOPs have been exercised by 9 employees and the same has been transferred to FSN E-Commerce Ventures Limited.





Dot & Key Wellness Limited

(formerly known as "Dot & Key Wellness Private Limited")

2/7, Sarat Bose Road, Vasundhara, West Block, 3rd Floor, P.O. Elgin Road, Kolkata – 700 020,

Email Id: customercare@dotandkey.com, Contact No.: 8447704734

CIN: U24110WB2020PLC236913

DETAILS OF MATERIAL CHANGES AND COMMITMENTS FROM THE END OF THE FINANCIAL YEAR

During the financial year, the status of the Company was changed from a Private Limited Company to a Public Limited Company. Accordingly, name of the Company has been changed from "Dot & Key Wellness Private Limited" to "Dot & Key Wellness Limited" and CIN (Corporate Identity Number) changed to U24110WB2020PLC236913, with effect from March 06, 2025.

There are no other material changes and commitments affecting the financial position of your company, which have occurred between the end of the FY 2024-25 and the date of this report.

RESERVES

ESOP reserve created during the year amounting to Rs. 36.89 Millions out of which Rs. 26.23 Millions has been transferred to Securities Premium on account of ESOP exercised during the period of March'25.

DIVIDEND

In view of the profit incurred during the year under review, your directors do not recommend any Dividend on the Equity Shares of the Company for FY ended March 31, 2025.

SHARE CAPITAL

During the financial year under review, there was no change in the Authorized Share Capital but in the Paid-up Share Capital of the Company from existing Rs. 1,35,71,430/- (Rupees One Crore Thirty Five Lacs Seventy One Thousand Four Hundred Thirty) divided into 13,57,143 (Thirteen lacs Fifty Seven Thousand One Hundred Forty Three) Equity Shares of Rs. 10/- each to Rs.1,36,21,730/- (Rupees One Crore Thirty Six Lacs Twenty One Thousand Seven Hundred Thirty) divided into 13,62,173 (Thirteen lacs Sixty Two Thousand One Hundred Seventy Three) Equity Shares of Rs. 10/- each.

SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANY

The Company does not have any subsidiary, associate or joint venture company. Hence, the particulars relating to the same are not applicable.

FINANCIAL STATEMENTS

The audited financial statements of the Company are drawn up for the financial year ended March 31, 2025, in accordance with the requirements of the Companies (Indian Accounting Standards) Rules, 2015 (Ind-AS) notified under Section 133 of the Act, read with relevant Rules and other accounting principles.

ANNUAL RETURN

The Annual Return of the Company as on March 31, 2025, in Form MGT - 7 is prepared in accordance





Dot & Key Wellness Limited

(formerly known as "Dot & Key Wellness Private Limited")

2/7, Sarat Bose Road, Vasundhara, West Block, 3rd Floor, P.O. Elgin Road, Kolkata – 700 020,

Email Id: customercare@dotandkey.com, Contact No.: 8447704734

CIN: U24110WB2020PLC236913

with Section 92(3) and Section 134(3)(a) of the Act as amended from time to time and the Companies (Management and Administration) Rules, 2014.

DIRECTOR RESPONSIBILITY STATEMENT:

As required under clause (c) of sub-section (3) of section 134 of the Companies Act, 2013, directors, to the best of their knowledge and belief, confirm that:

- (a) In the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards read with requirements set out under schedule III have been followed 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 the end of the financial year and of the profit/loss of the company for the year ended on that date;
- (c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors have prepared the annual accounts on a going concern basis; and
- (e) The Directors have laid down internal financial controls on financial statements and such internal financial controls are adequate.

DISCLOSURES IN TERMS OF THE PROVISIONS OF THE ACT

A. Board of Directors ("Board")

(i) Number of Meetings

The Board met 5 times during the year under review and the maximum interval between two Board meetings did not exceed 120 days. The dates of the Board Meetings are May 14, 2024; August 01, 2024; November 06, 2024; February 06, 2025; March 27, 2025. The requisite quorum was present at the Board meeting.

(ii) Director retiring by rotation

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Ashok Saraf (DIN: 00502607), Director of the Company, is due to retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

A brief profile of Mr. Ashok Saraf and other related information is appended to the Notice of the Annual General Meeting.





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Director(s) Disclosure

Based on the declarations and confirmations received from the Directors, none of the Directors of the Company are disqualified from being appointed/ continuing as Directors of the Company.

(iii) Declaration of independence

The Company does not have any independent Directors. Therefore, the requirement of obtaining the declaration confirmation from the Independent Director, is not applicable to the Company.

B. Details of Directors and Key Managerial Personnel

The composition of the Board is in compliance with the applicable provisions of the Companies Act, 2013, ("Act") and the rules framed thereunder and other applicable laws inter alia with respect to appointment of directors. The following were the Directors of the Company as on March 31, 2025:

- (i) Mr. Ashok Saraf
- (ii) Mr. Suyash Saraf
- (iii) Mr. Sujeet Jain
- (iv) Mr. P Ganesh

During the year under review, there were no changes in the Directors of the Company.

The Company is not required to appoint/ designate any Key Managerial Personnel ("KMP") in terms of the Companies Act, 2013, during the year under review.

C. Board evaluation

The Company is not required to carry out formal annual evaluation of its Board, pursuant to Rule 8(4) of The Companies (Accounts) Rules, 2014 and any other applicable sections.

D. Vigil Mechanism/Whistle Blower

The Company has in the spirit of good corporate governance established a Vigil Mechanism through which it overseas the concerns expressed by the employees and other directors. The Company has also provided adequate safeguards against victimization of employees and directors who express their concerns via the mechanism.

E. Corporate Social Responsibility ("CSR")

Pursuant to the applicability of Section 135 of the Companies Act, 2013 and as a part of good governance the Company has adopted the CSR Policy of the FSN E-Commerce Ventures Limited (Holding Company).





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A brief outline of the CSR Philosophy, salient features of the CSR Policy of the Company, the CSR initiatives undertaken during the FY 2024-25 together with progress thereon and the report on CSR activities in the prescribed format, as required under Section 134(3)(o) read with Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014, are set out in "Annexure-1" to this Report and the CSR Policy can be accessed using the link [CSR Policy](#)

F. Related Party Transactions

In terms of the provisions of Section 188(1) of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, all contracts/ arrangements/ transactions entered into by the Company with its related parties, during the year under review, were in ordinary course of business and on an arm's length basis. All transactions with related parties are placed before the Board for its approval/noting. Further, the Company grants omnibus approval to certain categories of Related Party Transactions proposed to be entered into by the Company which are repetitive in nature.

Members may refer to notes to the financial statement which sets out related party disclosures pursuant to Indian Accounting Standards.

G. Conservation of energy, technology absorption, foreign exchange earnings and outgo

Considering the nature of business of your Company, the particulars with respect to conservation of energy and technology absorption required as per Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, as applicable to the Company are as below:

(Rs.in Millions)		
Foreign Exchange earnings and outgo	2024-25	2023-24
Earnings in Foreign Exchange:-	-	-
Expenditure in Foreign Exchange:	0.04	-

H. Risk Management

Risk management is integral to your Company's strategy and for the achievement of its long-term goals. The Board has duly identified risk(s) associated with the operation and functioning of the Company and reviews the operation and financial position, from time to time. There are no risks which in the opinion of the Board threaten the existence of the Company.

Your Board has duly identified risk(s) associated with the operation and functioning and it reviews the operations and financial position of the Company, from time to time.

I. Internal Financial Control

The Company has adequate Internal Financial Controls System over financial reporting ensuring that all transactions are authorized, recorded, and reported correctly in a timely manner to provide reliable financial information and to comply with applicable accounting standards which commensurate with the size and volume of business of the Company.





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J. Statutory Auditors and their Report

Pursuant to the provisions of section 139, 141, 142 and other applicable provisions of the Companies Act, 2013, The Companies (Audit & Auditors) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to approval of Shareholders, M/s V.C. Shah & Co., Chartered Accountants, Firm Registration No. 109818W, be and is hereby appointed as the Statutory Auditors of the Company for a period of 5 (five) years, commencing from the conclusion of 3rd Annual General Meeting till the conclusion of the 8th Annual General Meeting for FY 2026-2027.

The statutory audit report on the Financial Statements for the year 2024-25 does not contain any qualification, reservation or adverse remark or disclaimer made by Statutory Auditors.

K. Particulars of Loans given, Investments made, Guarantees given and Securities provided:

During the year, the company has not made any investment or given any loan or provided any guarantee or security as prescribed under section 186 of the Act.

L. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Company is committed to create and provide an environment free from discrimination and harassment including sexual harassment for all its employees. Your Company has in place Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 which mandates no tolerance against any conduct amounting to workplace sexual harassment. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and conclusively handled during the year 2024-25:

Particulars	Number of Complaints
Number of complaints received	-
Number of complaints disposed off	-
Number of complaints pending as on end of the financial year	-

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions/events on these items during the year under review:

- There was no change in the nature of business of your Company as stipulated under sub-rule 5(ii) of Rule 8 of Companies (Accounts) Rules, 2014;





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- Details relating to deposits covered under Chapter V of the Act. Since your Company has not accepted any fixed deposits from the public falling under Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014;
- No significant or material orders were passed by the Regulators or Courts or Tribunals, which impact the going concern status and Company's operations in future;
- During the year the company under Stock Option Scheme 2024 ('ESOS 2024') has granted 9,430 Equity Shares to 14 employees till date out of which 5,030 ESOPs have been exercised by 9 employees and the same has been transferred to FSN E-Commerce Ventures Limited
- No fraud has been reported by the Auditors to the Board;
- There is no application made or proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the FY 2024-25;
- The Company has not made any one-time settlement for the loans taken from the Banks or Financial Institutions, therefore, the same is not applicable; and
- Company has not issued Equity shares with differential rights as to dividend, voting or otherwise.

SECRETARIAL STANDARDS

Your Company have duly followed the applicable Secretarial Standards, i.e., SS-1 and SS-2, relating to 'Meetings of the Board of Directors and 'General Meetings', respectively.

MAINTENANCE OF COST RECORDS

Your Company is not engaged in the business of production of goods or providing of services as specified in Rule 3 of the Companies (Cost Records and Audit) Rules, 2014 ("Rules"). Accordingly, the requirement of maintaining cost records in accordance with Section 148(I) of the Act read with the Rules is not applicable to the Company for the period under review.

ACKNOWLEDGEMENT

The Board wishes to place on record its appreciation for the assistance, cooperation and encouragement extended to the Company by the Company's customers, brands, bankers and other stakeholders.

For and on behalf of the Board of Directors
Dot And Key Wellness Limited

Ashok Saraf
Director

Director

DIN: 00502607

Place: Kolkata

Date: May 06, 2025

Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)
Notes to Financial Statements as at and for the year ended 31 March 2025

1. Corporate Information

Dot & Key Wellness Limited (the 'Company') is a Public limited company incorporated and domiciled in India. The registered office of the Company is located at 2/7 Sarat Bose Road, Vasundhara Building, 3rd Floor, Kolkata-700020.

The Company is engaged in the business of selling & distribution of beauty, wellness, personal care, skin care, hair care products on the online platforms or websites such as e-commerce, internet, intranet as well as through general trade and modern trade etc.

2. Material accounting policies

2A. Basis of preparation

i) Statement of compliance:

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 (the "Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III).

ii) Historical cost convention:

The financial statements have been prepared on a historical cost convention on accrual basis, except for certain assets and liabilities that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

2B. Summary of material accounting policies

a) 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 realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be settled within twelve months after the reporting period or
- Cash or cash equivalents 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 or due to be settled within twelve months after the reporting period
- It is held primarily for the purpose of trading
- 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.



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)
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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 realization in cash and cash equivalents. The Company has identified period of twelve months as its operating cycle.

b) Property Plant & Equipment

Property, Plant & Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of Property, Plant & Equipment is included in 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 cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of profit and loss for the period during which they are incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Cost incurred on Property, plant and equipment not ready for their intended use is disclosed as Capital Work-in-Progress. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are classified as capital advances under other non-current assets.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from derecognition of Property, Plant & Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation on Property, Plant & Equipment:

Depreciation is provided using the Straight Line Method based on useful lives of the assets prescribed in Schedule II to the Companies Act, 2013.

Leasehold improvements are amortized on a straight line basis over the period of primary lease or the expected useful life whichever is lower.

Estimated useful lives of the assets are as follows:

Property Plant & Equipment	Useful lives (in years)
Plant and Machinery	15
Computers	3
Furniture & Fixtures	10
Office Equipments	5
Vehicles	10



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Notes to Financial Statements as at and for the year ended 31 March 2025

The assets' residual values which is presently taken as 5% , useful lives and methods of depreciation are reviewed at each reporting period and adjusted prospectively for any change in estimate, if appropriate. Changes in expected useful lives are treated as change in accounting estimates.

c) Intangible assets

Intangible Assets acquired separately are measured on initial recognition at cost. The useful lives of intangible assets are assessed as either finite or indefinite.

Following, initial recognition, intangible assets with finite lives are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss.

Amortization of intangible assets:

Intangible assets are amortized on straight line basis as per the following useful lives:

Intangible asset	Useful lives (in years)
Patents	30
Software	3

d) Impairment of non-financial assets

The carrying amounts of assets are reviewed at each balance sheet date. If there is any indication of impairment based on internal / external factors, an impairment loss is recognised, i.e. wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.



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In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

The Company bases its impairment calculation on most recent budgets and forecast calculations, which are prepared for the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses are recognised in the statement of profit and loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

e) Inventory

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.
- Stock in Trade: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

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

An inventory provision is recognized for the damaged & near to expiry product including obsolescence of material due to design change, process change etc., unserviceable items i.e. items which cannot be used due to deterioration in quality or due to shelf life or damaged in storage and ageing of material i.e. slow moving/non-moving prevailing sales prices of inventory.



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f) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee:

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i. Right-of-use assets (ROU asset)

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Right of use for Properties 3 years

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (d) Impairment of non-financial assets.

ii. Lease liabilities:

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the



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lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii. Short term leases and leases of low value assets:

The Company applies the short-term lease recognition exemption to its short-term leases of property (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases where the underlying asset is considered to be low value.

Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

g) 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.

1. Initial recognition and measurement:

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. All Financial assets and liabilities 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.

Financial Assets

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 or for which the Company has applied the practical expedient, 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. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price as disclosed in section ((I))i 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.

Financial Liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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.



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II. Subsequent measurement:

i. Financial assets

For purposes of subsequent measurement, financial assets are classified in three categories:

- Financial assets at amortised cost
- Financial assets at fair value through other comprehensive income (FVTOCI)
- Financial assets at fair value through profit or loss

Financial assets at amortised cost

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognized, modified, or impaired.

The Company's financial assets at amortised cost includes trade and other receivables, loans to employees.

Financial Assets at fair value through other comprehensive Income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within business model whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it measured at amortised cost or fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in the statement of profit and loss.

ii. Financial liabilities

Financial liabilities at fair value through Profit or Loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received



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that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

III. Derecognition

Financial Assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Company's statement of financial position) 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 or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in statement of profit and loss if such gain or loss would have otherwise been recognised in statement of profit and loss on disposal of that financial asset.

Financial Liabilities 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 or loss.

IV. Impairment of financial assets:

In accordance with Ind AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:



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- a) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115
- b) Investments
- c) Other financial assets such as deposits, advances etc.

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables

V. Reclassification of financial assets:

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassification and how they are accounted for:

Original classification	Revised classification	Accounting treatment
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in profit or loss.
FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)
Notes to Financial Statements as at and for the year ended 31 March 2025

FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss on the reclassification date.

VI. 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 recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

h) Revenue recognition:

i. Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The Company identifies the performance obligations in its contracts with customers and recognises revenue as and when the performance obligations are satisfied. The specific recognition criteria described below must also be met before revenue is recognised.

i. Sale of products:

Revenue is recognised upon transfer of control of promised products to customer in an amount that reflects the consideration which the company expects to receive in exchange for products. Revenue from the sale of products is recognised when products are delivered to customer. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances, price concessions, incentives, and returns, if any, as specified in the contracts with the customers.



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)
Notes to Financial Statements as at and for the year ended 31 March 2025

Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. Due to the short nature of credit period given to customers, there is no financing component in the contract.

ii. Contract balances:

- Contract assets

A contract asset is the right to consideration in exchange for products or services transferred to the customer. If the Company performs by transferring products or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

- Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section - Financial instruments – initial recognition and subsequent measurement.

- Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

ii. Interest income:

Interest income is accrued on time basis, by reference to the principle outstanding and using the effective interest rate method. Interest income is included under the head "Other income" in the statement of profit and loss.

i) Provisions

A provision is recognised when the Company has a present legal or constructive obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss.

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 recognized as a finance cost.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

j) Foreign currency transactions

Functional and presentation currency

The financial statements are presented in Indian Rupees (INR), which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

Foreign currency transactions and balances



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)
Notes to Financial Statements as at and for the year ended 31 March 2025

(i) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

(iii) Exchange differences

Exchange differences arising on settlement or translation of other monetary items or on reporting monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the statement of profit and loss in the year in which they arise.

k) *Post-employment and other employee benefits*

Short term employee benefits

All short term employee benefits such as salaries, incentives, medical benefits which are expected to be settled wholly within 12 months after the end of the period in which the employee renders the related services which entitles him to avail such benefits are recognized on an undiscounted basis and charged to the statement of profit and loss.

Post-employment benefits

i. *Defined Contribution Plans*

Retirement benefit in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the year when the contribution to the funds is due. There are no other obligations other than the contribution payable to the fund. The Company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

ii. *Defined Benefit Plans*

Gratuity

The company have an obligation towards gratuity, a defined benefit plan covering eligible employees. The plan provides for a lump-sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The gratuity benefits are unfunded.

Gratuity liability is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)
Notes to Financial Statements as at and for the year ended 31 March 2025

end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

Net interest is calculated by applying the discount rate to the net defined benefit liability. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Re-measurements, comprising of actuarial gains and losses, excluding amounts included in net interest on the net defined benefit liability, are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through 'Other comprehensive income' in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Compensated absences

The Company provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment/leave with pay. The liability is provided based on the number of days of unutilised leave at each balance sheet date on the basis of an independent actuarial valuation using the projected unit credit method at the reporting date. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer the settlement for at least 12 months after the reporting date, regardless of when the actual settlement.

1) Fair value measurement

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 economic best interest.

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized 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



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)
Notes to Financial Statements as at and for the year ended 31 March 2025

- 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 assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. The management assessed that cash and cash equivalents, trade receivables, advances, trade payables, bank overdraft and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The management selects appropriate valuation techniques using discounted cash flow model when the fair value of the financial assets and liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. External valuers are involved for valuation of significant assets and liabilities. The management selects external valuer on various criteria such as market knowledge, reputation, independence and whether professional standards are maintained by valuer. The management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

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.

m) Income taxes

Tax expense comprises current and deferred tax.

Current income tax

Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences and the carry forward of any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilized.

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 profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)
Notes to Financial Statements as at and for the year ended 31 March 2025

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Current tax and deferred tax are measured using the tax rates and tax laws enacted or substantively enacted, at the reporting date. Current income tax and deferred tax relating to items recognized outside profit and loss is recognized outside profit and loss (either in OCI or in equity). The Company periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company reflects the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

n) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, and other short term highly liquid investments which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

o) Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

p) Earnings per share

Basic earnings per share is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, except where the result would be anti-dilutive.



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)
Notes to Financial Statements as at and for the year ended 31 March 2025

q) Segment reporting policies

Considering Company's aggressive expansion plan for driving synergy across fulfilment models, sales channels and product categories, it necessitates change in current review mechanism. The management reviews and allocates resources based on Omni business and Omni channel strategy, which in the terms of Ind AS 108 on 'Operating Segments' constitutes a single reporting segment.

r) Share capital

Equity shares are classified as equity. Incremental costs directly attributable to the issue of equity shares are recognised as a deduction from equity.

3. Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities, at the end of the reporting period. Such judgments, estimates and associated assumptions are evaluated based on historical experience and various other factors, including estimation of the effects of uncertain future events, which are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

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 following are the critical judgements and estimates that have been made by the management in the process of applying the Company's accounting policies and that have the most significant effect on the amount recognised in the financial statements and/or key sources of estimation uncertainty that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

I. Judgements:

- **Determining the lease term of contracts with renewal and termination options – the Company as lessee**

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. It considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination.

II. Estimates and assumptions:

a. Estimation of useful life of property, plant and equipment and intangible asset

Property, plant and equipment and intangible assets represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and residual value at the end of its life. The useful lives and



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)
Notes to Financial Statements as at and for the year ended 31 March 2025

residual values of assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial period/year end. The lives are based on historical experience with similar assets.

b. Fair Value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the 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 judgement is required in establishing fair values. Judgements 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.

c. Estimation of defined benefit obligation and compensated absences

The cost of the defined benefit gratuity plan, compensated absences and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. Future salary increases are based on expected future inflation rates. The mortality rate is based on publicly available mortality tables for the country. Those mortality tables tend to change only at interval in response to demographic changes.

d. Income taxes

Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.

e. Deferred Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that future taxable profit will be available against which the losses can be utilised. In assessing the probability the Company considers whether the entity has sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity, which will result in taxable amounts against which the unused tax losses or unused tax credits can be utilised before they expire. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. The Company has recognised deferred tax assets on the unused tax losses and other deductible temporary differences since the management is of the view that it is probable the deferred tax assets will be recoverable using the estimated future taxable income based on the approved business plans and budgets.



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)
Notes to Financial Statements as at and for the year ended 31 March 2025

f. Provision

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

g. Impairment of financial assets

The impairment provisions for financial assets depending on their classification are based on assumptions about risk of default, expected cash loss rates, discounting rates applied to these forecasted future cash flows, recent transactions and independent valuer's report. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

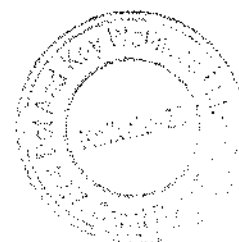
h. Provision for expected credit losses of trade receivables and contract assets:

The Company uses a simplified approach to determine impairment loss allowance on the portfolio of trade receivables. This is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may not be representative of customer's actual default in the future.

i. Leases – Estimating the incremental borrowing rates:

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease.

The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the Company's credit rating).



Dot & Key Wellness Limited (Formerly known as Dot & Key Wellness Private Limited)
- Financial Statements as on March 31, 2025



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Balance Sheet as at March 31, 2025

(All amounts are in ₹ millions unless stated otherwise)

	Notes	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-Current Assets			
Property, plant and equipment	4	25.41	22.23
Right of use assets	5	12.89	6.78
Other Intangible assets	6	0.13	0.43
Financial assets			
Investments	7	0.00	0.00
Other financial assets	8	413.27	48.22
Deferred tax assets	9	1.86	-
Other non-current assets	10	-	0.01
Total Non-Current Assets (A)		453.56	77.67
Current Assets			
Inventories	11	180.67	148.53
Financial assets			
Trade receivables	12	450.77	84.54
Cash and cash equivalents	13	337.79	184.28
Bank balance other than cash and cash equivalents	14	389.99	333.26
Other financial assets	15	14.96	9.06
Other current assets	16	16.48	22.78
Total Current Assets (B)		1,390.66	782.45
Total Assets (A+B)		1,844.22	860.12
EQUITY AND LIABILITIES			
Equity			
Equity share capital	17	13.62	13.57
Other equity	18	1,166.76	570.64
Total Equity (A)		1,180.39	584.21
Liabilities			
Non-Current Liabilities:			
Financial liabilities			
Lease Liabilities	19	6.43	4.28
Long-term Provisions	20	5.05	1.48
Deferred Tax Liabilities	9	-	0.75
Total Non-Current Liabilities (B)		11.48	6.51
Current Liabilities:			
Financial liabilities			
Lease Liabilities	21	6.71	2.44
Trade payables	22		
- Total outstanding dues of Micro enterprise and small enterprise		11.90	11.91
- Total outstanding dues of creditors other than Micro enterprises and small enterprises		300.82	116.65
Other financial liabilities	23	263.76	114.16
Short-term Provisions	24	0.54	0.26
Contract Liabilities	25	20.57	7.00
Current tax liabilities (Net)	26	16.16	11.78
Other current liabilities	27	31.89	5.20
Total Current Liabilities (C)		652.35	269.40
Total Liabilities (B+C)		663.83	275.91
Total Equity and Liabilities (A+B+C)		1,844.22	860.12

The accompanying notes are an integral part of the financial statements

1-3

As per our report attached

For V C Shah & Co

Chartered Accountants

Firm Registration No: 109818W

Anish N. Shah

Anish N. Shah

Partner

Membership No: 042649

Place: Mumbai

Date: May 06, 2025



For and on behalf of Board of Directors of

Dot & Key Wellness Limited

Dot And Key Wellness Limited

Ashok Saraf

Ashok Saraf

Director

DIN No.: 00502607

Director

Place: Kolkata

Date: May 06, 2025

Dot And Key Wellness Limited

Ganesh Padmanabhan

Ganesh Padmanabhan

Director

DIN No.: 07202923

Director

Place: Mumbai

Date: May 06, 2025

ABR BB

Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)
Statement of Profit and Loss for the year ended March 31, 2025
(All amounts are in ₹ millions except per share data and unless stated otherwise)

	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
INCOME			
Revenue from Operations	28	4,233.66	1,983.45
Other Income	29	42.19	24.73
TOTAL INCOME		4,275.85	2,008.18
EXPENSES			
Purchase of Stock-in-Trade	30	1,157.49	637.98
Changes in Inventories of Stock-in-Trade	31	(32.14)	(64.82)
Employee benefits expense	32	171.83	71.26
Finance costs	33	1.49	0.46
Depreciation and amortization expense	34	10.15	8.10
Other expenses	35	2,215.70	1,147.25
Total expenses		3,524.52	1,800.23
Profit before exceptional items and tax		751.33	207.95
Add/(Less): Exceptional items			
Profit before tax		751.33	207.95
Tax expense / (benefit) :			
Current tax		192.48	25.07
Deferred tax	9	(2.04)	28.11
Total tax expense /(benefit)		190.44	53.18
Profit for the period		560.89	154.77
Other Comprehensive Income			
A. Items that will not be reclassified to profit or loss			
Remeasurements gain / (loss) of defined benefit liability		(2.24)	0.60
Fair valuation of investments measured through OCI		-	-
Income tax effect on above		0.56	(0.15)
Other comprehensive income for the year, net of tax		(1.68)	0.45
Total Comprehensive Income for the year		559.21	155.22
Earnings per share of face value ₹ 10/- each			
Basic earnings per share (in ₹)	36	413.27	113.80
Diluted earning per share (in ₹)	36	413.27	113.80

The accompanying notes are an integral part of the financial statements

As per our report attached
For V C Shah & Co
Chartered Accountants
Firm Registration No: 109818W

Anish N. Shah
Partner
Membership No: 042649



Place: Mumbai
Date: May 06, 2025

For and on behalf of Board of Directors of
Dot & Key Wellness Limited

Dot And Key Wellness Limited

Ashok Saraf
Director
DIN No.:00502607

Place: Kolkata
Date: May 06, 2025

Dot And Key Wellness Limited

Ganesh Padmanabhan
Director
DIN No.:07202923

Place: Mumbai
Date: May 06, 2025

Director

Handwritten initials

Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Statement of Changes in Equity for the year ended March 31, 2025
(All amounts are in ₹ millions unless stated otherwise)

a. Share Capital:

Equity shares of ₹ 10 each issued, subscribed and fully paid

At April 01, 2023

Share Issued during the Year

At March 31, 2024

Share Issued during the Year

At March 31, 2025

No. of shares	Amount
13,57,143.00	13.57
-	-
13,57,143.00	13.57
5,030.00	0.05
13,62,173.00	13.62

b. Other Equity:

For the year ended March 31, 2025

Particulars	Reserves & Surplus				Other comprehensive income (OCI)	Total other equity
	Retained Earnings	Capital reserve	Employee Share Options Scheme Reserve	Securities premium		
As at April 01, 2023	(67.87)	-	-	482.90	(0.00)	415.03
Net Profit / (Loss) for the year	154.77	-	-	-	-	154.77
Other comprehensive income	-	-	-	-	0.45	0.45
Shares granted during the year	-	-	0.39	-	-	0.39
As at March 31, 2024	86.90	-	0.39	482.90	0.45	570.64
Net Profit / (Loss) for the year	560.89	-	-	-	-	560.89
Other comprehensive income	-	-	-	-	(1.68)	(1.68)
ESOP Exercise during the year	-	-	36.89	-	-	36.89
ESOP lapse/forfeited	-	-	-	-	-	-
Transfer	-	-	(26.23)	26.23	-	-
Round off adjustment (+/-)	0.02	-	-	-	-	0.02
As at March 31, 2025	647.81	-	11.05	509.12	(1.23)	1,166.76

The accompanying notes are an integral part of the financial statements

As per our report attached

For V C Shah & Co

Chartered Accountants

Firm Registration No: 109818W

For and on behalf of Board of Directors of
Dot & Key Wellness Limited

Anish N. Shah

Anish N. Shah

Partner

Membership No: 042649



Dot And Key Wellness Limited

Ashok Saraf

Ashok Saraf
Director

DIN No.:00502607

Dot And Key Wellness Limited

Ganesh Padmanabhan

Ganesh Padmanabhan

Director

Director
DIN No.:07202923

Place: Mumbai

Date: May 06, 2025

Place: Kolkata

Date: May 06, 2025

Place: Mumbai

Date: May 06, 2025

ABR BR

Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Statement of Cash Flows for the year ended March 31, 2025
(All amounts are in ₹ millions unless stated otherwise)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Operating activities		
Profit including comprehensive income before exceptional items and tax	749.09	208.55
Adjustments to reconcile profit / (loss) before tax to net cash flows:		
Depreciation of property, plant & equipment	10.15	7.99
Amortisation of intangible assets	-	0.11
Share based expense	36.89	0.39
Interest expense	1.49	0.46
Interest income	(42.19)	(23.24)
Allowance for expected credit loss	0.21	0.75
Rounding off adjustments	0.02	-
Liabilities no longer required written back	(0.04)	(0.20)
Operating profit before working capital changes	755.62	194.81
Working capital Adjustments:		
(Increase)/decrease in trade receivables	(366.44)	(18.19)
(Increase)/decrease in inventories	(32.14)	(64.82)
(Increase)/decrease in non-current financial assets excluding bank deposits	(0.10)	(0.10)
(Increase)/decrease in other financial assets	(5.89)	(1.02)
(Increase)/decrease in other current assets	44.53	9.55
Increase/(decrease) in trade payables	184.16	89.39
Increase/(decrease) in current financial liabilities	149.64	68.59
Increase/(decrease) in short term provisions	0.28	0.04
Increase/(decrease) in contract liabilities	13.57	3.83
Increase/(decrease) in other current liabilities	26.69	1.88
Increase/(decrease) in current tax liabilities	(11.10)	(16.08)
Increase/(decrease) in long term provisions	3.57	0.26
Cash generated from / (used) in operations	6.77	73.41
Refund / (payment) of taxes (net)	(177.00)	2.78
Net cash flow from / (used in) operating activities (A)	585.39	271.01
Investing activities		
Purchase of Property, Plant and Equipment	(6.31)	(9.00)
Sale proceeds from disposal of assets	-	0.01
Interest income (Finance Income)	3.96	1.34
Net cash flows from / (used in) investing activities (B)	(2.35)	(7.65)
Financing activities		
Proceeds from exercise of share options	0.05	-
Repayment of Lease liabilities	(6.41)	(5.87)
Interest expense	(1.49)	(0.46)
Net cash flows from / (used in) financing activities (C)	(7.85)	(6.33)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	575.19	257.02
Cash and cash equivalents and bank deposits at the beginning of the year	564.37	307.35
Net foreign exchange differences	-	-
Cash and cash equivalents and bank deposits at the year end [refer note 13, 14 & 8 (b)]	1,139.56	564.37

Note:

1 The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 Statement of Cash flow

The accompanying notes are an integral part of the financial statements

As per our report attached
For V C Shah & Co
Chartered Accountants
Firm Registration No: 109818W

Anish N. Shah
Anish N. Shah
Partner
Membership No: 042649

Place: Mumbai
Date: May 06, 2025



For and on behalf of Board of Directors of
Dot & Key Wellness Limited

Dot And Key Wellness Limited

Ashok Saraf
Ashok Saraf
Director
DIN No.:00502607
Director
Place: Kolkata
Date: May 06, 2025

Dot And Key Wellness Limited

Ganesh Padmanabhan
Ganesh Padmanabhan
Director
DIN No.:07202923

Place: Mumbai
Date: May 06, 2025

Director

ABR BT

Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)
Notes to the financial statements for the year ended March 31, 2025
(All amounts are in ₹ millions unless stated otherwise)

4 Property, plant and equipment

	Computers	Furniture & fixtures	Office equipments	Vehicles	Plant and machinery*	Total
Cost/Deemed Cost						
At April 01, 2023	2.21	5.72	0.64	0.10	10.02	18.68
Additions	0.92	4.13	0.85	-	3.00	8.90
Disposals/transfers	-	-	-	-	-	-
At March 31, 2024	3.13	9.85	1.48	0.10	13.02	27.58
Additions	2.59	1.58	0.42	-	1.72	6.31
Disposals/transfers/Adjustment	0.50	-	-	-	(0.05)	0.45
At March 31, 2025	6.21	11.44	1.91	0.10	14.68	34.33
Accumulated depreciation						
At April 01, 2023	1.13	0.53	0.25	0.03	0.89	2.83
Depreciation charge for the year	0.74	0.76	0.17	0.01	0.84	2.52
Disposals/transfers	-	-	-	-	-	-
At March 31, 2024	1.88	1.29	0.42	0.04	1.73	5.35
Depreciation charge for the year	1.13	1.07	0.36	0.01	0.84	3.42
Disposals/transfers	0.16	-	-	-	-	0.16
At March 31, 2025	3.17	2.37	0.77	0.05	2.57	8.93
Net Book Value						
At March 31, 2025	3.04	9.07	1.13	0.06	12.11	25.41
At March 31, 2024	1.25	8.56	1.06	0.07	11.29	22.23
At March 31, 2023	1.08	5.19	0.38	0.08	9.13	15.85

*Plant and machinery capitalised in books of accounts are in the nature of moulds which are used for providing the shape of the products as per the specification of the Company. Accordingly, the primary beauty products are manufactured at a third party location. There is an agreement between the Company and the third party where the moulds would be sourced by the Company and provided to third party for the exclusive use for the Company's production only.

5 Right of Use Assets

	Right of Use Assets	Total
Gross carrying amount		
At April 01, 2023	14.12	14.12
Additions	7.87	7.87
Disposals/transfers	-	-
At March 31, 2024	21.99	21.99
Additions	13.42	13.42
Disposals/transfers	(0.81)	(0.81)
At March 31, 2025	34.61	34.61
Accumulated depreciation		
At April 01, 2023	9.74	9.74
Depreciation charge for the year	5.47	5.47
Disposals/transfers	-	-
At March 31, 2024	15.21	15.21
Depreciation charge for the year	6.73	6.73
Disposals/transfers	(0.22)	(0.22)
At March 31, 2025	21.72	21.72
Net Book Value		
At March 31, 2025	12.89	12.89
At March 31, 2024	6.78	6.78
At March 31, 2023	4.38	4.38

6 Intangible assets

	Patent	Total
Gross carrying amount		
At April 01, 2023	0.49	0.49
Additions	0.11	0.11
Disposals/transfers	-	-
At March 31, 2024	0.60	0.60
Additions	-	-
Disposals/transfers	(0.45)	(0.45)
At March 31, 2025	0.15	0.15
Accumulated amortisation		
At April 01, 2023	0.07	0.07
Depreciation charge for the year	0.11	0.11
Disposals/transfers	-	-
At March 31, 2024	0.17	0.17
Depreciation charge for the year	0.00	0.00
Disposals/transfers	(0.16)	(0.16)
At March 31, 2025	0.02	0.02
Net Book Value		
At March 31, 2025	0.13	0.13
At March 31, 2024	0.43	0.43
At March 31, 2023	0.42	0.42



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Notes to the financial statements for the year ended March 31, 2025

(All amounts are in ₹ millions unless stated otherwise)

7 Investment (Non Current) - (unquoted)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Units	Amount	Units	Amount
Investment in Equity Instruments (unquoted, fully paid up)				
Nykaa Foundation				
1 fully paid equity shares of ₹ 10 each	1	0.00*	1	0.00*
(March 31, 2024 : ₹ 10)				
Total investments		0.00*		0.00*
Aggregate amount of unquoted Investments		0.00*		0.00*
Aggregate amount of impairment in value of Investments		-		-

*Numbers are below million under the rounding off convention adopted by the Company and accordingly not reported

Investment at fair value through OCI (fully paid) reflect investment in unquoted securities. These securities are designated as FVTOCI as they are not held for trading purpose and are not in similar line of business as the group.



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Notes to the financial statements for the year ended March 31, 2025

(All amounts are in ₹ millions unless stated otherwise)

8 Other Financial Assets (Non-current) (measured at amortised cost)

- a. Security Deposits (unsecured, considered good)
- b. Deposits with Financial Institution with maturity period more than 12 months

As at March 31, 2025	As at March 31, 2024
1.49	1.39
411.78	46.83
413.27	48.22

9 Income Taxes

A The major components of income tax expense/(credit) are:

(1) Income tax reported in the Statement of Profit and Loss:

- i. Current tax:
In respect of current year
 - ii. Deferred tax:
In respect of current year
- Income tax expense/(income) reported in the Statement of Profit and Loss

For the year ended March 31, 2025	For the year ended March 31, 2024
192.48	25.07
(2.04)	28.11
190.44	53.18

(2) Deferred tax related to items recognised in OCI during the year:

Tax Expenses/(Income) on remeasurements of defined benefit plans
Deferred tax expense charged / (credited) to OCI

For the year ended March 31, 2025	For the year ended March 31, 2024
(0.56)	0.15
(0.56)	0.15

B Reconciliation of tax expense/(credit) and the accounting profit multiplied by India's domestic tax rate for March 31, 2025 and March 31, 2024:

Profit before tax
Applicable tax rate
Tax using the Company's domestic tax rate

For the year ended March 31, 2025	For the year ended March 31, 2024
751.33	207.95
25.17%	25.17%
189.09	52.34

Add/(Less) - Tax effect of:

Other Expenses allowed /disallowed (mainly includes permanent differences)

Adjustment of unused tax losses

Current tax expense

Deferred tax (credit) /expense

Tax expense recognized in the Statement of Profit and Loss

Effective tax rate

3.39	0.32
-	(27.59)
192.48	25.07
(2.04)	28.11
190.44	53.18
25.35%	25.57%

C Reconciliation of average effective tax rate and applicable tax rate for March 31, 2025 and March 31, 2024:

Profit before tax
Applicable tax rate
Add/(Less) - Tax effect of:
Others
Total Tax
Current tax (credit) /expense
Deferred tax (credit) /expense

For the year ended March 31, 2025	For the year ended March 31, 2024
751.33	207.95
25.17%	25.17%
0.18%	0.41%
25.35%	25.57%
25.62%	12.06%
-0.27%	13.52%



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Notes to the financial statements for the year ended March 31, 2025

(All amounts are in ₹ millions unless stated otherwise)

D Deferred tax:

(1) Deferred tax assets and liabilities are attributable to the following:

	As at March 31, 2025	As at March 31, 2024
i. Impact of expenditure allowed for tax purposes on payment basis	2.57	
ii. Impact of brought forward losses and Unabsorbed depreciation	-	
iii. Impact of difference between tax depreciation and depreciation as per books	(0.71)	
Deferred tax assets (A)	1.86	-
i. Impact of brought forward losses and Unabsorbed depreciation	-	0.15
ii. Impact of difference between tax depreciation and depreciation as per books	-	0.60
Deferred tax liabilities (B)	-	0.75
Deferred tax assets (net) (C=A-B)	1.86	(0.75)

(2) Reconciliation of Deferred Tax Assets/(Liabilities) (net):

	As at March 31, 2025	As at March 31, 2024
Opening balance	(0.75)	27.51
Tax income/(expense) during the period recognised in the statement of Profit and Loss	2.04	(28.11)
Tax income/(expense) during the period recognised in OCI	0.66	(0.15)
Closing balance	1.86	(0.75)

The Company elected to exercise the option permitted under section 115BAA of the Income Tax Act, 1961 as introduced by Taxation (Amendment) Ordinance, 2019. Accordingly, the Company has recognised Provision for Income Tax and re-measured its Deferred tax assets/(liabilities) basis the rate prescribed in the said section. The impact of this change has been recognised during the current financial year.

10 Other Non Current Assets

	As at March 31, 2025	As at March 31, 2024
Accrued Income	-	0.01
	-	0.01

11 Inventories

	As at March 31, 2025	As at March 31, 2024
(Valued at lower of cost or net realisable value)		
Stock in trade (includes goods-in-transit amounting to ₹ 20.11 Mn (March 31, 2024: ₹ 2.20 Mn))	180.67	148.53
	180.67	148.53

During the year ended March 31, 2025, ₹ 11.63 Mn (March 31, 2024: ₹ 7.72 Mn) is recognised as provision taking into account various factors, including obsolescence of material and ageing, etc.

12 Trade receivables

	As at March 31, 2025	As at March 31, 2024
Trade receivables- Unsecured, considered good	450.77	84.54
Trade receivables- Credit impaired	1.07	0.86
Less: Allowances for expected credit loss	(1.07)	(0.86)
	450.77	84.54



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Notes to the financial statements for the year ended March 31, 2025

(All amounts are in ₹ millions unless stated otherwise)

12.1 Trade receivables Ageing Schedule:

As at March 31, 2025 :

	Current but not due	< 6 Months	6 Month -1 Year	1-2 Years	2-3 Years	> 3 Years	Total
Undisputed Trade Receivable- Unsecured, considered good	-	450.77	-	-	-	-	450.77
Undisputed Trade Receivable- Credit impaired	-	0.53	0.19	0.34	-	-	1.07
	-	451.30	0.19	0.34	-	-	451.84

As at March 31, 2024 :

	Current but not due	< 6 Months	6 Month -1 Year	1-2 Years	2-3 Years	> 3 Years	Total
Undisputed Trade Receivable- Unsecured, considered good		84.54	-	-	-	-	84.54
Undisputed Trade Receivable- Credit impaired		0.20	0.23	0.43	-	-	0.86
	-	84.74	0.23	0.43	-	-	85.40

(For details of trade receivable with related party, refer note 39 related party disclosures)

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person.

13 Cash and cash equivalents

	As at March 31, 2025	As at March 31, 2024
Bank balance in current account	137.76	114.23
Cash in hand	0.03	0.05
Deposits with original maturity of less than three months	200.00	70.00
	337.79	184.28

14 Bank balance other than cash and cash equivalents

	As at March 31, 2025	As at March 31, 2024
Deposits with original maturity for more than 3 months but less than 12 months -With Banks	389.99	333.26
	389.99	333.26

15 Other financial assets (current) (measured at amortised cost)

	As at March 31, 2025	As at March 31, 2024
Interest accrued on deposit but not due	14.96	9.06
	14.96	9.06

15.1 Movement in interest accrued on deposit but not due

	As at March 31, 2025	As at March 31, 2024
Opening Balance	9.06	8.05
Interest accrued during the year	34.28	19.57
Receipt of interest during the year	(28.38)	(18.55)
Closing Balance	14.96	9.06

16 Other current assets

	As at March 31, 2025	As at March 31, 2024
Advance to suppliers (unsecured, considered good)	1.44	0.50
Advance against expenses (unsecured, considered good)	14.14	8.36
Prepaid expenses	0.90	0.94
Balance with statutory / government authorities	-	12.98
	16.48	22.78



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Notes to the financial statements for the year ended March 31, 2025
(All amounts are in ₹ millions unless stated otherwise)

17 Share Capital

i) Authorised Equity Share Capital (Equity shares of ₹ 10 each)

At April 01, 2023

Increase / (decrease) during the year

At March 31, 2024

Increase / (decrease) during the year

At March 31, 2025

No. of shares	Amount
15,50,000	15.50
-	-
15,50,000	15.50
-	-
15,50,000	15.50

ii) Authorised Preference Share Capital (Preference shares of ₹ 10 each)

At April 01, 2023

Increase / (decrease) during the year

At March 31, 2024

Increase / (decrease) during the year

At March 31, 2025

No. of shares	Amount
5,00,000	5.00
-	-
5,00,000	5.00
-	-
5,00,000	5.00

Note

i) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

Each equity shareholder is entitled to dividends as and when the Company declares and pays dividend after obtaining shareholders' approval.

During the year ended March 31, 2025, the amount of per share dividend recognised as distribution to equity share-holders was ₹ Nil (March 31, 2024 : ₹ Nil)

ii) Issued share capital

a) Issued equity capital

Equity shares of ₹ 10 each issued, subscribed and fully paid

At April 01, 2023

Changes during the year

At March 31, 2024

Changes during the year

At March 31, 2025

Equity shares	
No. of shares	Amount
13,57,143	13.57
-	-
13,57,143	13.57
5,030.00	0.05
13,62,173	13.62



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)
Notes to the financial statements for the year ended March 31, 2025
(All amounts are in ₹ millions unless stated otherwise)

iii) Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates along with nominee shareholder:

Particulars	As at March 31, 2025	As at March 31, 2024
FSN E-Commerce Ventures Limited (Holding Company)	1.22	0.69
12,21,429 (March 31, 2024: 6,92,143) equity shares of ₹ 10/- each		

iv) Details of shareholders holding more than 5% shares in the company

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares	%age holding	No. of shares	%age holding
FSN E-Commerce Ventures Limited	12,21,429	89.67%	6,92,143	51.00%
Anisha Saraf			1,95,067	14.37%
Ashok Saraf			1,66,328	12.26%
Rekha Saraf			1,02,333	7.54%
Suyash Saraf			2,01,272	14.83%
	12,21,429	89.67%	13,57,143	100.00%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

v) Promoters Share Holding

Name of the promoter	%age of Change During the Year	As at March 31, 2025		As at March 31, 2024	
		No. of shares	%age of total shares	No. of shares	%age of total shares
FSN E-Commerce Ventures Limited	38.67%	12,21,429	89.67%	6,92,143	51.00%
Anisha Saraf	-11.11%	44,398	3.26%	1,95,067	14.37%
Ashok Saraf	-10.76%	20,357	1.49%	1,66,328	12.26%
Rekha Saraf	-6.05%	20,357	1.49%	1,02,333	7.54%
Suyash Saraf	-11.12%	50,602	3.71%	2,01,272	14.83%
		13,57,143	99.63%	13,57,143	100.00%

v) Neither bonus shares issued nor shares issued for consideration other than cash during the period of Five years immediately preceding the reporting date



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Notes to the financial statements for the year ended March 31, 2025

(All amounts are in ₹ millions unless stated otherwise)

18 Other equity

	As at March 31, 2025	As at March 31, 2024
(a) Securities premium		
Opening balance	482.90	482.90
Add : Additions during the year	26.23	-
Closing balance (a)	509.12	482.90
(b) Retained earnings		
Opening balance	86.90	(67.87)
Add: Profit during the year	560.89	154.77
Less: Transfer/Adjustment during the year	0.02	-
Closing balance (b)	647.81	86.90
(c) Other comprehensive income		
Opening balance	0.45	(0.00)
Add : Other comprehensive income for the year	(1.68)	0.45
Less: Transfer during the year	-	-
Closing balance (c)	(1.23)	0.45
(d) Employee stock option reserve		
Opening balance	0.39	-
Add : Additions during the year	36.89	0.39
Less: Transfer during the year	(26.23)	-
Closing balance (d)	11.05	0.39
Total (a+b+c+d)	1,166.76	570.64

Nature and purpose of reserves

Securities premium

Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares is transferred to "Securities Premium".

The securities premium can be utilised only in accordance with the provisions of the Companies Act 2013.

Retained earnings:

Retained Earnings are the profits / (losses) that the Company has earned till date, less any dividends or other distributions paid to shareholder.

Other Comprehensive Income:

This represents the cumulative gains and losses arising on remeasurement of defined employee benefit plan.

Employee stock option reserve

This represents grant of stock option to the selected employees of the company.



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Notes to the financial statements for the year ended March 31, 2025

(All amounts are in ₹ millions unless stated otherwise)

19 Lease Liabilities (Non Current)

Payable for lease liabilities (Refer Note 37)

As at March 31, 2025	As at March 31, 2024
6.43	4.28
6.43	4.28

20 Long-term Provisions

Provisions for Employee Benefits
Provision for Gratuity (Refer note 38)
Provision for Compensated Leave

As at March 31, 2025	As at March 31, 2024
4.21	1.30
0.84	0.18
5.05	1.48

21 Lease Liabilities (Current)

Payable for lease liabilities (Refer Note 37)

As at March 31, 2025	As at March 31, 2024
6.71	2.44
6.71	2.44

22 Trade payables

(Carried at amortized cost)

Total outstanding dues of micro enterprises and small enterprises

Total outstanding dues of trade payables other than micro enterprises and small enterprises

As at March 31, 2025	As at March 31, 2024
11.90	11.91
300.82	116.65
312.72	128.56

No trade or other Payable are due from directors or other officers of the company either severally or jointly with any other person.
Trade Payables are non-interest bearing.

22.1 This information is required to be disclosed as per the Micro, Small and Medium Enterprise Development Act, 2006 and has been disclosed to the extent such parties as identified on the basis of information available with the Company.

- a) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of
b) The amount of interest paid along with the amounts of the payment made to the supplier beyond the
c) The amount of interest due and payable for the period of delay in making payment
d) The amount of interest accrued and remaining unpaid at the end of each accounting year
e) The amount of further interest remaining due and payable

As at March 31, 2025	As at March 31, 2024
11.90	11.91
-	-
0.12	0.01
-	-
-	-
12.02	11.92

22.2 Trade Payable Ageing Schedule:

As at March 31, 2025 :

	Current but not due	< 1 year	1-2 Years	2-3 Years	> 3 Years	Total
MSME						
-Undisputed Trade Payable- Considered Good	-	11.90	-	-	-	11.90
-Undisputed Trade Payable- Credit Impaired	-	-	-	-	-	-
Others						
-Undisputed Trade Payable- Considered Good	-	300.79	0.03	-	-	300.82
-Undisputed Trade Payable- Credit Impaired	-	-	-	-	-	-
	-	312.69	0.03	-	-	312.72



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Notes to the financial statements for the year ended March 31, 2025

(All amounts are in ₹ millions unless stated otherwise)

As at March 31, 2024 :

	Current but not due	< 1 year	1-2 Years	2-3 Years	> 3 Years	Total
MSME						
-Undisputed Trade Payable- Considered Good	-	11.91	-	-	-	11.91
-Undisputed Trade Payable- Credit Impaired	-	-	-	-	-	-
Others						
-Undisputed Trade Payable- Considered Good	-	116.65	-	-	-	116.65
-Undisputed Trade Payable- Credit Impaired	-	-	-	-	-	-
	-	128.56	-	-	-	128.56

23 Other financial liabilities (Current)

(Measured at amortized cost)

Employee related liabilities

Provisions for Expenses

As at March 31, 2025	As at March 31, 2024
7.94	5.38
255.82	108.78
263.76	114.16

24 Short-term provisions

Provisions for Employee Benefits

Provision for Gratuity (Refer note 38)

Provision for Compensated Leave

As at March 31, 2025	As at March 31, 2024
0.24	0.15
0.30	0.11
0.54	0.26

25 Contract Liabilities

Advance from Customers

Deferred revenue (Provision for Reward points & Coupon)

As at March 31, 2025	As at March 31, 2024
20.57	6.45
-	0.55
20.57	7.00

Movement in provision for reward points and coupons:

Opening balance

Provision made during the year

Provision utilised during the year

Closing balance

As at March 31, 2025	As at March 31, 2024
0.55	1.66
0.01	4.26
(0.56)	(5.37)
-	0.55

26 Current Tax Liabilities (Net)

Income Tax Provision (Net of Advances Tax & TDS)

As at March 31, 2025	As at March 31, 2024
16.16	11.78
16.16	11.78

27 Other Current Liabilities

Statutory dues

Others

As at March 31, 2025	As at March 31, 2024
29.01	4.91
2.88	0.29
31.89	5.20



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Notes to the financial statements for the year ended March 31, 2025

(All amounts are in ₹ millions unless stated otherwise)

28 Revenue from Contracts with Customers

	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Sale of products		
Sales	4,802.42	2,259.24
Less : Product Promotion Expenses	(568.76)	(275.79)
	4,233.66	1,983.45
B. Sale of services		
Market-place services commission	-	-
	4,233.66	1,983.45

(A) Disaggregation of revenue from contracts with customers

The Company derives its major revenue from sale of products, which is a single line of business.

(B) Contract Balances

	As at March 31, 2025	As at March 31, 2024
Trade Receivables	450.77	84.54
	450.77	84.54

(C) Performance Obligation:

The Company enters into contract with majority of its customers to sale products for a consideration on a cost plus mark-up basis and which constitute a single performance obligation that the company satisfies over time.

(D) Transaction price:

Sale of products

Contract price is determined as per the terms agreed with the customer, and no further adjustments are made to the same. As such, there are no reconciling items and hence the reconciliation of the contract price is not disclosed.

(E) Costs to obtain the contract:

The Company does not incur material costs to obtain contracts with customers and contract fulfilment costs are generally expensed as incurred.



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Notes to the financial statements for the year ended March 31, 2025

(All amounts are in ₹ millions unless stated otherwise)

29 Other Income

	For the year ended March 31, 2025	For the year ended March 31, 2024
(a) Interest Income on:		
Security Deposit	0.15	0.12
Fixed Deposit	42.04	23.12
Interest income sub-total (a)	42.19	23.24
(b) Other Non-Operating Income :		
Shipping & COD Charges	-	0.17
Other Income	(0.04)	1.12
Net Sundry balance written back	0.04	0.20
Other Non-Operating income sub-total (b) :	-	1.49
Other-Income (a+b)	42.19	24.73

30 Purchase of Stock-in-Trade

	For the year ended March 31, 2025	For the year ended March 31, 2024
Purchase of Stock-in-Trade	1,157.49	637.98
	1,157.49	637.98

31 Changes in Inventories

	For the year ended March 31, 2025	For the year ended March 31, 2024
Traded Goods		
Opening balance	148.53	83.71
Closing balance	180.67	148.53
	(32.14)	(64.82)

32 Employee Benefits Expense

	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries, Wages and Bonus	126.60	66.46
Contribution to Provident Fund	3.25	1.90
Contribution to Other Funds	0.78	-
Contribution to welfare fund	0.01	-
Gratuity expenses (Refer note 38)	0.81	0.84
Share based expenses (Refer note 45)	36.89	0.39
Compensated expenses (Refer note 38)	0.86	0.17
Staff welfare expenses	2.63	1.50
	171.83	71.26



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Notes to the financial statements for the year ended March 31, 2025

(All amounts are in ₹ millions unless stated otherwise)

33 Finance Costs

	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest expenses on lease liabilities	1.49	0.46
	1.49	0.46

34 Depreciation and Amortization Expense

	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation of Property, Plant and Equipment (Refer note 4)	3.42	2.52
Depreciation of Right-of-use assets (Refer note 5)	6.73	5.47
Amortisation of Intangible assets (Refer note 6)	-	0.11
	10.15	8.10

35 Other expenses

	For the year ended March 31, 2025	For the year ended March 31, 2024
Administrative & Other Expenses	8.96	3.11
Selling Expenses	706.11	367.66
Rates & Taxes	3.13	0.58
Rent	62.49	31.44
Consumption of Packing Materials	1.15	1.52
Payment Gateway Charges	6.78	4.02
Marketing & Advertisement Expenses	1,334.99	705.32
Web & Technology Expenses	12.20	6.28
Repairs & Maintenance - Others	5.17	4.03
Electricity Charges	1.25	0.86
Travelling & Conveyance Expenses	6.01	1.62
Communication Expenses	0.27	0.14
Insurance Expenses	0.60	0.37
Legal and Professional Fees	21.70	6.50
Corporate Social Responsibility (Refer note no. 49)	0.64	-
Recruitment Charges	42.85	12.01
Bank charges	0.09	0.08
Auditors Remuneration :	-	-
Audit fees	0.85	0.75
Taxation Matters	0.25	0.21
Provision for Expected Credit Loss (ECL) (Refer note no. 12)	0.21	0.75
	2,215.70	1,147.25



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Notes to the financial statements for the year ended March 31, 2025

(All amounts are in ₹ millions except per share data and unless stated otherwise)

36 Earnings per share (EPS)

	For the year ended March 31, 2025	For the year ended March 31, 2024
Basic and Diluted EPS		
Profit after tax as per the Statement of Profit and Loss (A)	560.89	154.77
<u>Calculation of weighted average number of equity shares of Rs 10 each:</u>		
Total number of shares outstanding during the year	13,62,173.00	13,57,143.00
Weighted average number of equity shares outstanding during the year (in Mn) (B)	1.36	1.36
Add: Dilution impact of employee stock options and Optionally Convertible Redeemable Preference Shares	-	-
Number of Equity Shares used as denominator for calculating Diluted Earnings Per Share (C)	1.36	1.36
Basic earning per share (D= A/B)	413.27	113.80
Diluted earning per share (E = A/C)	413.27	113.80



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Notes to the financial statements for the year ended March 31, 2025

(All amounts are in ₹ millions except per share data and unless stated otherwise)

37 Leases

The Company as lessee

The Company has lease contracts for premises obtained for offices, warehouse etc. Leases of premises generally have lease terms between 2 to 3 years

The Company's obligations under its leases are secured by the lessor's title to the leased assets.

There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

Refer note 5 for carrying value of Right-of-use assets.

Set out below are the carrying value of lease liabilities and the movement during the period:

	As at March 31, 2025	As at March 31, 2024
Opening Balance	6.72	5.69
Add Addition	13.08	6.76
Add Accretion of interest	1.49	0.46
Less Deletion due to closure	(0.58)	
Less Payments	(7.57)	(6.19)
Closing balance	13.14	6.72
Non-current	6.43	4.28
Current	6.71	2.44
	13.14	6.72

The following amount are recognised in the statement of profit and loss :

	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation expenses of Right-of-use assets	6.73	5.47
Interest expenses on lease liabilities	1.49	0.46
	8.22	5.93

The Company had total cash outflow for leases of ₹ 7.57 Mn (March 24 : ₹ 6.19 Mn)

The weightage average effective interest rate for lease liabilities is 9.95% as on March 31, 2025 and effective interest rate is 9.50% as on March 31, 2024



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Notes to the financial statements for the year ended March 31, 2025

(All amounts are in ₹ millions except per share data and unless stated otherwise)

38 Gratuity and post-employment benefit plan:

i) Defined Contribution Plan

During the year, the Company has made contribution/provision to provident fund stated under defined contribution plan amounting to ₹ 3.25 Mn (previous year ₹ 1.90 Mn) and the same has been recognized as an expense in the statement of profit and loss.

ii) Defined Benefit Plans

The Company operates a defined benefit gratuity plan for its employees. Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service.

The Company has provided for gratuity based on actuarial valuation done as per projected unit credit method.

A The following tables set out the funded status of the gratuity plans and the amounts recognised in the Company's financial statements as at March 31, 2025 and March 31, 2024 :

i. Amount to be recognised in balance sheet

	As At March 31, 2025	As At March 31, 2024
Present value of defined benefit obligation	4.45	1.45
Less: Fair value of plan assets	-	-
Funded status – deficit / (surplus)	-	-
Net liability recognised in balance sheet	4.45	1.45
Non-Current	4.21	1.30
Current	0.24	0.15
Net liability recognised in balance sheet	4.45	1.45
	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening defined benefit obligation	1.46	1.22
Defined benefit obligation during the year:		
Current service cost	0.71	0.75
Interest cost	0.10	0.08
Remeasurement gain/loss	2.24	(0.60)
Experience adjustments	-	-
Benefit paid	(0.06)	-
Closing defined benefit obligation	4.45	1.46

B Amount recognised in the Statement of Profit and Loss under employee benefit expenses and other comprehensive income :

	For the year ended March 31, 2025	For the year ended March 31, 2024
Current service cost	0.71	0.75
Past service cost	-	-
Interest expenses	0.10	0.08
Amount recognised in the statement of profit and loss	0.81	0.84
Actuarial (Gains)/Losses in obligation for year ended due to changes in demographic/financial assumptions	0.83	0.01
Actuarial (Gains)/Losses in obligation for year ended due to changes in Experience adjustments	1.41	(0.61)
Amount recognised in other comprehensive income (OCI)	2.24	(0.60)



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Notes to the financial statements for the year ended March 31, 2025

(All amounts are in ₹ millions except per share data and unless stated otherwise)

B The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Mortality Table	IALM (2012-14)	IALM (2012-14)
Discount rate:	6.55%	7.15%
Future salary increases*	8.00% until year 1 then 6.50%	8.00% until year 1 then 6.50%
Withdrawal rates	20.17% across all levels	31% across all levels
IALM - Indian Assured Lives Mortality (Ultimate)	IALM (2012-14)	IALM (2012-14)

The discount rate is based on the prevailing market yields of Government of India Bonds as at the Balance Sheet date for the estimated terms of the obligations.

*The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

C The following payments are expected contributions to the defined benefit plan in future years:

	As At March 31, 2025	As At March 31, 2024
Within the next 12 months (next annual reporting period)	0.24	0.15
Between 2 and 5 years	2.86	1.15
Between 6 and 9 years	1.83	0.53
10 years and following years	1.87	0.21
Total expected payments	6.81	2.04

The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 5.66 years (March 31, 2024: 4.29 years).

D Sensitivity analysis

The sensitivity analysis of significant actuarial assumption as of end of reporting period is shown below.

	At March 31, 2025	At March 31, 2024
Discount rate (-/+ 1%)		
Decrease by 50 basis points	4.52	1.47
Increase by 50 basis points	(4.39)	(1.44)
Future salary increase (-/+ 1%)		
Decrease by 50 basis points	(4.39)	(1.44)
Increase by 50 basis points	4.51	1.47

The sensitivity analysis above has been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period and assuming there are no other changes in the market conditions. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analysis.

These plans typically expose the Company to actuarial risks such as: investment risk, interest risk, longevity risk and salary risk.

(a) Investment risk – The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds; if the return on plan asset is below this rate, it will create a plan deficit.

(b) Interest risk - A decrease in the discount rate will increase the plan liability.

(c) Longevity risk – The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

(d) Salary risk – The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Notes to the financial statements for the year ended March 31, 2025

(All amounts are in ₹ millions except per share data and unless stated otherwise)

39 Related party transactions

A. Names of the related parties

-Directors & Key Management Personnel

a) Mr Ashok Saraf	Director
b) Mr Suyash Saraf	Director
b) Mr Sujeet Roopchand Jain	Director
b) Mr Ganesh Padmanabhan	Director

-Holding & Subsidiary

a) FSN E-Commerce Ventures Limited	Holding Company
b) Nykaa E-Retail Private Limited	Fellow Subsidiary
c) FSN Brand Private Limited	Fellow Subsidiary
d) FSN Distribution Private Limited	Fellow Subsidiary
b) FSN International Private Limited	Fellow Subsidiary

- Relative of Directors & Key Management Personnel (KMP)

a) Anisha Saraf	Spouse of Suyash Saraf
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B. Transactions with Related party

Particulars	Nature of transactions	Transactions during the year ended March 31, 2025	Outstanding balances as on March 31, 2025	Transactions during the year ended March 31, 2024	Outstanding balances as on March 31, 2024
-Directors and Key Management Personnel					
Mr Suyash Saraf	(i) Remuneration	6.65	2.60	2.33	0.21
-Holding & Subsidiary					
FSN Brands Marketing Private Limited	(i) Sales	145.38	(9.25)	17.85	4.52
	(ii) Product Promotion Expense	9.52		1.99	-
	(iii) Advertisement Expense	4.09		0.04	-
	(iv) Commission	10.47			-
	(v) Outsourced Manpower Cost	15.16			-
	(vi) General Expense	2.37			-
FSN Distribution Private Limited	(i) Sales	159.58	(1.83)	29.72	-
	(ii) Product Promotion Expense	59.26		6.44	-
	(iii) Outsourced Manpower Cost	8.80		13.09	-
	(iv) Advertisement	18.62		3.25	-
FSN International Private Limited	(i) Sales	2.21	0.05	1.31	-
Nykaa E-Retail Private Limited	(i) Sales	1,029.86	(151.33)	701.45	16.89
	(ii) Product Promotion Expense	308.19	-	235.10	-
	(iii) Advertisement Expense	138.13	-	83.29	-
-Relative of Directors and Key Management Personnel					
Mrs Anisha Saraf	(i) Remuneration	6.65	2.60	2.33	0.21

Figures in brackets indicates receivables

Terms and conditions of transactions with related parties

The sales to and purchases from 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 interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.

* The Company do not have any other transaction with key managerial person than that is disclosed above.

Amount paid to KMP do not include the provisions made for gratuity as it is determined on an actuarial basis for the Company as a whole. Similarly, expenses for leave encashment are not included in the above table as the same is also determined on an actuarial basis for the Company as a whole.



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Notes to the financial statements for the year ended March 31, 2025

(All amounts are in ₹ millions unless stated otherwise)

40 Commitments and contingent liabilities

A Commitments

The Company does not have any contract remaining to be executed on capital account and not provided for (net of advances) - ₹ Nil as at March 31, 2025 (March 31, 2024 - ₹ Nil)

The Company does not have lease contracts that have not yet commenced as at March 31, 2025.

B Contingent liabilities (not provided for)

The Company does not have any contingent liabilities - ₹ Nil as at March 31, 2025 (March 31, 2024 - ₹ Nil)

41 Fair value measurement hierarchy

The fair values of financial assets and liabilities are included at the amount at which the instrument can be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- a. Carrying values of financial assets i.e. cash and cash equivalents, trade receivables, others financial assets and of financial liabilities i.e. trade and other payables, working capital loan borrowing and other financial liabilities are reasonable approximations of their fair values due to the short maturities of these instruments.

Particulars	Level	Carrying value as of March 31, 2025	Carrying value as of March 31, 2024	Fair value as of March 31, 2025	Fair value as of March 31, 2024
Financial Assets:					
Fair Value through other comprehensive income					
Non-current investments	Level 2				
Amortised cost					
Current investments		0.00	0.00	0.00	0.00
Trade receivables		450.77	84.54	450.77	84.54
Cash and cash equivalents		337.79	184.28	337.79	184.28
Other financial assets		14.96	9.06	14.96	9.06
Bank balance other than cash and cash equivalents		389.99	333.26	389.99	333.26
Financial Liabilities:					
Amortised cost					
Lease liabilities		6.71	2.44	6.71	2.44
Other financial liabilities		263.76	114.16	263.76	114.16
Trade payables		312.72	128.56	312.72	128.56

- b. The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

Fair value measurement hierarchy of the Company's financial assets and liabilities measured at FVTPL. There are no financial assets and liabilities measured at FVTOCI. During the period ending March 31, 2025 and March 31, 2024 there were no transfers between Level 1 and Level 2 fair value measurement

42 Segment information:

The Company is engaged in the business of selling, distributing of beauty, wellness, fitness, personal health care, skin care, hair care product. All the activities of the Company revolve around this main business. The Chief Operating decision maker (CODM) monitors the operating results of the business as a whole for the purpose of making decision about resource allocation and performance assessment.

Therefore management views Company's business activity as a single segment.

Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The Company operates in a single geographical environment i.e. in India.



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Notes to the financial statements for the year ended March 31, 2025

(All amounts are in ₹ millions unless stated otherwise)

43 Capital Management

The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholder

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 consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2025 and March 31, 2024.

The net gearing ratio at end of the reporting period was as follows:

		<u>As at March 31, 2025</u>	<u>As at March 31, 2024</u>
Gross debt		-	-
Less: Cash and cash equivalents		-	-
Net debt	(A)	-	-
Total Equity	(B)	-	-
Net gearing ratio	(A)/(B)	-	-

44 Financial risk management objectives and policies

The Company's principal financial liabilities comprises loan from bank, working capital loan, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors review and agree policies for managing each of these risks, which are summarised below.

A Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk mainly comprises currency risk, product price risk and interest rate risk

A.1 Foreign currency risk

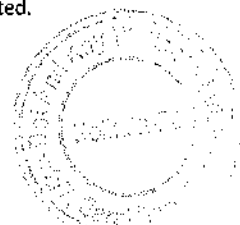
Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities denominated in foreign currency and thus the risk of changes in foreign exchange rates relates primarily to trade payables. Since the Company's overall foreign currency exposure is not significant, the Company does not hedge its foreign currency payables.

Foreign currency sensitivity

Since the business of the Company doesn't involves material foreign currency transactions, its exposure to foreign currency changes is not material.

A.2 Product price risk

In a potentially inflationary economy, the Company expects periodical price increases across its product lines. Product price increases which are not in line with the levels of customers' discretionary spends, may affect the business/ sales volumes. In such a scenario, the risk is managed by offering judicious product discounts to customers to sustain volumes. The Company negotiates with its vendors for purchase price rebates such that the rebates substantially absorb the product discounts offered to the customer This helps the Company to protect itself from significant product margin losses. This mechanism also works in case of a downturn in the retail sector, although overall volumes would get affected.



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Notes to the financial statements for the year ended March 31, 2025

(All amounts are in ₹ millions unless stated otherwise)

A.3 Interest rate risk

The Company is not exposed to interest rate risk.

B Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables)

Trade receivables

The Company's retail business is predominantly on 'cash on delivery', the credit risk on such collections is minimal. The Company has adopted a policy of dealing with only credit worthy counterparties in case of institutional customers and the credit risk exposure for institutional customers is managed by the Company by credit worthiness checks.

The Company's experience of delinquencies and customer disputes have been minimal. Further, Trade and other receivables consist of a large number of customers, hence, the Company is not exposed to concentration risks.

Security Deposits

The Company also carries credit risk on lease deposits with landlords for properties taken on leases, for which agreements are signed and property possessions are taken for operations. The risk relating to refunds after vacating the premises is managed through successful negotiations or appropriate legal actions, where necessary.

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Company's Finance Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

C Liquidity risk

Liquidity risk is a risk that the Company may not be able to meet its financial obligations on a timely basis through its cash and cash equivalents, and funds available by way of committed credit facilities from banks. Management manages the liquidity risk by monitoring rolling cash flow forecasts and maturity profiles of financial assets and liabilities. This monitoring includes financial ratios and takes into account the accessibility of cash and cash equivalents and additional undrawn financing facilities.

Particulars	Carrying value	< 1 year	1 to 5 years	> 5 years	Total
As at March 31, 2025					
Borrowings	-	-	-	-	-
Trade payables	312.72	312.69	0.03	-	312.72
Other financial liabilities	263.76	263.76	-	-	263.76
Lease liabilities	13.14	6.71	6.43	-	13.14
Total	589.62	583.16	6.46	-	589.62
As at March 31, 2024					
Borrowings	-	-	-	-	-
Trade payables	128.56	116.65	-	-	116.65
Other financial liabilities	114.16	114.16	-	-	114.16
Lease liabilities	6.72	2.44	4.28	-	6.72
Total	249.44	233.25	4.28	-	237.53



Dot & Key Wellness Private Limited**Notes to the financial statements for the year ended March 31, 2025***(All amounts are in INR millions except per share data and unless stated otherwise)***45 Share Based Payments**

Under the Employees Stock Option Scheme – 2024 ("ESOP - 2024 Scheme"), the stock options of the company were granted to certain employees. Vesting period of options is 1 to 2 years and options are vested equally over the vesting period. Vested options are exercisable as per the terms of the option plan, provided the employee is in employment of the Company on the date of the vesting of the stock options and should not be serving his notice period. The fair value of the share options is estimated at the grant date using the Black-Scholes option-pricing model, taking into account the terms and conditions upon which the share options were granted.

The Company has recognised an expense of ₹ 36.02 Mn (March 31, 2024: ₹ 0.39 Mn) arising from equity settled share based payment transactions for employee services received during the year.

Options granted under ESOP - 2024 Scheme

<i>Particulars</i>	As at March 31, 2025	As at March 31, 2024
Options outstanding at the beginning of the year	9,123	-
Options granted during the year	308	9,123
Options forfeited during the year	-	-
Options expired/lapsed/ Adjustment during the year	(1)	-
Options exercised during the year	(5,030)	-
Options outstanding at the end of the year	4,400	9,123
For options outstanding at the end of the year:		
Exercise price	10	10
Weighted average remaining contractual life (in years)	1.00	1.45

Particulars	ESOP - 2024 Scheme
Dividend yield (%)	Nil
Expected life (years)	1-2 years
Risk free interest rate (%)	6.97%-6.98%
Volatility (%)	35%-40%
Market price on date of grant	₹ 5,213
Fair Value	₹ 5,051



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Notes to the financial statements for the year ended March 31, 2025

(All amounts are in ₹ millions unless stated otherwise)

46 Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

The Identification of Micro, Small and Medium Enterprises is based on the Management's knowledge of their status. Disclosure of trade payables under the current liabilities is based on the information available with the Company regarding the status of the suppliers as defined under 'The Micro, Small and Medium Enterprises Development Act, 2006'.

47 Event after reporting dates

There have been no event after reporting dates that require disclosure in this financial statements.

48 Social Security Code

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

49	No.	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
	1	Amount required to be spent by the Company during the year	6,39,741.00	-
	2	Amount of expenditure incurred	6,40,000.00	-
	3	Excess/(Shortfall) at the end of the period	259.00	-
	4	Total of previous years excess/(shortfall)	-	-
	5	Reason for shortfall	-	-
	6	Nature of CSR activities	To support the treatment of 91 children & activities as covered in the CSR Policy	-
	7	Details of Related party transactions	-	-

50 Ratio Analysis and its elements

Sr No	Ratio	Numerator	Denominator	Mar-25	Mar-24	% Change	Reason for variation
1	Current Ratio	Current Asset	Current Liabilities	2.13	2.90	-26.60%	Due to comparative increment in statutory dues liabilities
2	Return on equity	Net Profits after taxes	Average Shareholder's Equity	63.57%	30.56%	108.00%	Due to reduced corresponding expenses in current year
3	Inventories t/o ratio	Cost of goods sold	Average Inventory	6.84	4.94	38.51%	Due to overstocking of product
4	Trade Receivable T/O	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	15.82	26.16	-39.54%	Due to deficiency in collection from the party
5	Trade payables T/O	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payable	5.25	14.45	-63.68%	Due to better payment cycle of trade payables in current year
6	Net Capital T/O ratio	Net sales = Total sales - sales return	Working capital = Current assets - Current liabilities	5.73	3.87	48.33%	Due to increase in revenue & decrease in working capital
7	Net Profit ratio	Net Profit	Net sales = Total sales - sales return	0.18	0.10	69.27%	Due to Profit & increase in sales in current year
8	Return on Capital employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt	63.16%	35.28%	79.03%	Due to Profit in current year
9	Return on Investment	Interest income on fixed deposit	Average investment in fixed deposit	5.79%	6.24%	-7.25%	NA
10	Debt- Equity	Total Debt	Share holder's Equity	-	-	-	
11	Debt Service coverage ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest & Lease Payments + Principal Repayments	-	-	-	

51 Additional Regulatory Information

(i) Title deeds of immovable properties not held in name of the company

The Company does not have immovable property in the name of the company.

(ii) Revaluation of Investment Property

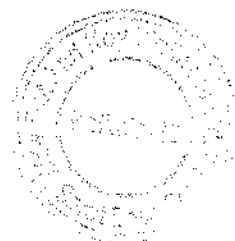
The Company does not have property in the name of the company.

(iii) Revaluation of Property, Plant and Equipment

There have been no revaluation of Plant, Property and Equipment during the current year.

(iv) Revaluation of Intangible Assets

There have been no revaluation of Intangible Assets during the current year.



Dot & Key Wellness Limited (formerly known as Dot & Key Wellness Private Limited)

Notes to the financial statements for the year ended March 31, 2025
(All amounts are in ₹ millions unless stated otherwise)

(v)(a) Loans or Advances

During the year, the Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- (i) 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
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(v)(b) During the year, 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:

- (i) 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
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) Capital Work-in-Progress (CWIP) ageing schedule / completion schedule

The Company does not have any capital work in progress.

(vii) Intangible assets under development ageing schedule / completion schedule

The Company does not have any intangible asset under development

(viii) Details of Benami Property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(ix) Security of current assets against borrowings
The Company does not have borrowings.

(x) Wilful Defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(xi) Relationship with Struck off Companies

The Company has not entered into any transaction with Struck off Companies.

(xii) Registration of charges or satisfaction with Registrar of Companies (ROC)

No satisfaction of charges are pending to be filed with ROC.

(xiii) Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under the Companies Act, 2013.

(xiv) Compliance with approved Scheme(s) of Arrangements

The Company has not entered into any scheme of arrangement which has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013

(xv) Disclosure in relation to undisclosed income

There are no transactions which are not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(xvi) Details of Crypto currency or Virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the financial year.

52 The accounting software used by the company to maintain its books of account have a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all the transactions recorded in the software as also in data base maintained with respect thereto. The audit trail has been preserved by the company as per the statutory requirements for record retention.

53 Previous year figures have been regrouped and reclassified wherever required to conform to those of the current year.

As per our report attached
For V C Shah & Co
Chartered Accountants
Firm Registration No: 109818W


Anish N. Shah
Partner
Membership No: 042649

Place: Mumbai
Date: May 06, 2025



For and on behalf of Board of Directors of
Dot & Key Wellness Private Limited

Dot And Key Wellness Limited

Ashok Saraf
Director
DIN No.:00502

Place: Kolkata
Date: May 06, 2025

Dot And Key Wellness Limited

Ganesh Padmanabhan
Director
DIN No.:07202923

Director

Place: Mumbai
Date: May 06, 2025

ABSE BR