



Gem Aromatics Limited

(Formerly Known as Gem Aromatics Pvt. Ltd.)

Manufacturer & Exporters of Essential Oils & Aromatics Chemicals

Registered Office: A/410-411, A-Wing, Kailash Ind. Complex, Powai Vikhroli link Rd, Vikhroli West, Mumbai-400079. Maharashtra, India, Tel No: +91-2225185231/25185931 CIN: L24246MH1997PLC111057

Date: January 08, 2026

To,
Listing / Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
BSE CODE: 544491

To,
Listing / Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051
NSE SYMBOL: GEMAROMA

Dear Sir/Madam,

Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations")- Postal Ballot Notice

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot notice dated January 07, 2026, along with the Explanatory Statement ("Notice") for seeking approval of the Shareholders of the Company through remote e-voting, on the following matter:

Sr. No.	Description of Resolution	Type of Resolution
1.	Appointment of Mr. Shrenik Kishorbhai Vora (DIN: 08688950) as Non-Executive, Non- Independent Director of the Company.	Ordinary Resolution

In accordance with the applicable laws, the Notice being sent electronically to all the Shareholders whose name appears in the Register of Members / List of Beneficial Owners and whose e-mail IDs are registered with the Company / KFin Technologies Limited ("RTA") / Depositories as on **Friday, January 02, 2026 ("cut-off date")**. The same is also being made available on the website of the Company at <https://gemaromatics.com/> and on the website of NSDL www.evoting.nsdl.com.

The remote e-voting period shall commence on **Friday, January 09, 2026 (09:00 A.M. IST)** India Standard Time (IST) and conclude on **Saturday, February 07, 2026 (05:00 P.M. IST)**. The results of the remote e-voting shall be declared on or before **Tuesday, February 10, 2026**.

The e-voting module shall be disabled by Gem Aromatics Limited thereafter. The results of the postal ballot shall be announced within 2 (Two) working days i.e. on or before **Tuesday, February 10, 2026**. Further, the voting results along with the scrutinizer's report shall be uploaded on the website of the Company i.e. <https://gemaromatics.com/> and on the website of BSE Limited ("BSE") at www.bseindia.com and also on the website of NSE Limited ("NSE") at [https://www.nseindia.com/](http://www.nseindia.com/).

Kindly take the same on record.

This intimation is also being placed on the website of the Company at <https://gemaromatics.com/>

Corporate Office: A/503, Kailash Ind. Complex, Powai Vikhroli link Rd, Vikhroli (W), Mumbai, Maharashtra, India, Pin - 400079. Facility 1: Plot No 2, Survey No.16/4/2, Near Alok Industries, Village Rakholi, Silvassa, Dadra & Nagar Haveli, Pin - 396230. Facility 2: Khasara No 8,9,10,126, Village Gathona, Ujhani Budaun Road, District: Budaun, UP, India, Pin # 243639.

E-mail: secretarial@gemaromatics.in Web: www.gemaromatics.in



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Thanking you,

Yours faithfully,

For Gem Aromatics Limited

Akshita Deepak Gohil
Company Secretary & Compliance Officer

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India.]

E-VOTING COMMENCES ON	E-VOTING CONCLUDES ON
Friday, January 09, 2026, at 9.00 a.m.	Saturday, February 07, 2026, at 5.00 p.m.

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108, 102 of the Companies Act, 2013, ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable provisions, if any read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014, ("the Rules"), as amended from time vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, General Circular No. 03/2025 dated 22nd September 2025 (collectively, the "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Secretarial Standard on General Meetings ('SS-2'), issued by The Institute of Company Secretaries of India ('ICSI') as amended and pursuant to any other applicable laws, rules or regulations for the time being in force, to transact the special businesses as set out hereunder is proposed to be passed by Ordinary Resolution by Members of Gem Aromatics Limited ("the Company") through Postal Ballot ("Postal Ballot") only by way of remote e-voting facility ("remote e-voting facility").

Pursuant to Section 102, Section 108, Section 110 and other applicable provisions of the Act, the Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Postal Ballot Notice ("Notice") for your consideration and forms part of this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors, through circular resolution dated January 07, 2026 has appointed Mr. Vishwanath (Certificate of Practice No. 25099), failing him Mr. Sachin Sharma (Certificate of Practice No. 20423), Designated Partners of M/s Sharma and Trivedi LLP, Practising Company Secretaries (LLPIN: AAW-6850) (E-mail: csllp108@gmail.com) as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rule 18 of the Rules, the Company is providing the facility of remote e-voting to its Members on the item of business set out in this Notice and has engaged the services of National Securities Depository Limited ("NSDL") for this purpose.

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In compliance with the MCA Circulars referred to as above, this Postal Ballot Notice is being sent by e-mail to only those shareholders, who have registered their e-mail addresses with the Company / Registrar & Share Transfer Agent / Depository / Depository Participants and whose names appear in the register of Members / List of beneficial owners of the Company provided by NSDL as on Friday, **January 02, 2026 (i.e., the "Cut-off Date")**. In case the Member's e-mail address is not registered or updated with the Company, they can follow the process mentioned in the Notes to this Postal Ballot Notice for receiving the Notice, login ID and password for e-voting on the proposed resolutions.

The Members are requested to read the Instructions given in the Notes under the Section 'Instructions of E-voting' of the Notice to cast their votes electronically from respective locations. The communication of assent or dissent of the Members would only take place through remote E-voting facility.

The e-voting period shall commence on **Friday, January 09, 2026 (09:00 A.M. IST)** India Standard Time (IST) and conclude on **Saturday, February 07, 2026 (05:00 P.M. IST)**, both days inclusive. Members are requested to record their Assent or Dissent on the resolution set out in this Postal Ballot Notice through remote e-voting only not later than **05:00 P.M. IST on Saturday, February 07, 2026** after which the remote e-voting facility shall be disabled by NSDL, and voting shall not be allowed beyond time. Members are requested to cast their votes through the remote e-voting process within the remote e-voting period, failing which it will be strictly considered that no vote has been received from the concerned Member.

The Scrutinizer will submit his/her report to the Chairman of the Company or any other person duly authorized by him, after completion of scrutiny of votes casted electronically. The results of Postal Ballot will be declared to the Stock Exchanges where the Equity shares of the Company are listed within two working days from the conclusion of Postal Ballot through remote e-voting process i.e on or before **Tuesday, February 10, 2026**. Additionally, the Scrutinizers Report along with the Voting Results will be uploaded on the Company's website <https://gemaromatics.com/> and on the website of NSDL www.evoting.nsdl.com.

The Resolutions if passed by requisite majority, shall be deemed to have been passed on **Saturday, February 07, 2026** being the last day of remote e-voting.

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. SHRENIK KISHORBHAI VORA AS AN NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR / Listing

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Regulations') read with such rules, guidelines and regulations issued by any other regulatory or governmental authority, as may be relevant (including any statutory amendment, modification or re-enactment thereof, for the time being in force), in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other consents, approvals, permissions and sanctions as may be necessary and based on the recommendation of Nomination and Remuneration Committee, Mr. Shrenik Kishorbhai Vora (DIN: 08688950), who was appointed as an Additional Director in the category of Non-Executive, Non-Independent Director of the Company with effect from November 13, 2025, be and is hereby appointed as Non-Executive Non-Independent Director of the company, who is liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Sections 197, 198 and other applicable provisions of the Companies Act, 2013 ("the Act"), the underlying rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), framework for remuneration to Non-Executive Directors and subject to such approvals as may be required, availability of net profits at the end of each financial year and also the total remuneration payable during any financial year to Directors who are neither Managing Directors nor Whole-time Directors not exceeding in the aggregate 1% (one percent) of the net profits of the Company computed in the manner stipulated in Section 198 of the Act, consent of the Members be and is hereby accorded to pay sitting fees and remuneration as per the terms and conditions agreed, to Mr. Shrenik Kishorbhai Vora, to be designated as Non-Executive, Non-Independent of the Company, with effect from November 13, 2025.

RESOLVED FURTHER THAT the Company Secretary and any director of the Company be and is hereby authorized to sign and submit all relevant e-forms, documents in respect of the aforesaid appointment with the Registrar of Companies and to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

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Mumbai – 400 079
CIN: L24246MH1997PLC111057
E-mail: secretarial@gemaromatics.in
Date: January 07 ,2025

**By Order of the Board of Directors
For Gem Aromatics Limited**

Sd/-
Akshita Gohil
Company Secretary and Compliance Officer
Membership No. A71881

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NOTES

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (the 'Act') setting out material facts and reasons in respect of the resolution as set out above, is annexed hereto and forms part of this Notice.
2. In compliance with the applicable regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to all those Members, whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories/ Registrar and Share Transfer Agent as on **Friday, January 02, 2026** ('Cut-off date) and whose e-mail IDs are registered with the Company/ Depositories. Therefore, those Members who have not yet registered/updated their e-mail addresses are requested to get their e-mail addresses registered/updated by following the procedure given below in e-voting Instructions. After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with remote e-voting User ID and password will be sent to the registered e-mail address, upon request received from the Members.
3. In accordance with the applicable regulatory requirements, Members can vote only through the e-voting process. Members are requested to provide their assent or dissent through e-voting only. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
4. For purpose of providing remote e-Voting facility, the Company has entered into an agreement with NSDL for facilitating e-Voting and enabling the Members to cast their votes electronically.
5. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://gemaromatics.com/>, websites of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com, and National Stock Exchange of India Limited (NSE) at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.
6. The voting rights of shareholders shall be in proportion to their shares in the Paid-Up Equity Share Capital of the Company as on **Friday, January 02, 2026** being the cut-off date fixed for the purpose. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to do e-voting on the resolution included in the Postal Ballot Notice.
7. The voting through electronic means will commence on **Friday, January 09, 2026 (09:00 A.M. IST)** India Standard Time (IST) and conclude on **Saturday, February 07, 2026 (05:00 P.M. IST)**. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change subsequently.
8. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.

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9. The Scrutinizer will submit their report to the Chairman or any other person authorized by him after completion of the scrutiny and the result of the Postal Ballot through e-voting process will be declared within two working days from the end of Postal Ballot, i.e. on or before **Tuesday, February 10, 2026**.
10. Resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same has been passed at General Meeting of the Members.
11. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed, NSDL and shall also be published in the newspaper(s). The Resolution, if passed by the requisite majority, shall be deemed to have been passed on **Saturday, February 07, 2026**, being the last date specified by the Company for e-voting.
12. Any query in relation to the Resolution proposed to be passed by this Postal Ballot may be addressed to Ms. Akshita Gohil, Company Secretary and Compliance Officer at E-mail: secretarial@gemaromatics.in or query / grievance with respect to E-voting, Members may refer to the Frequently Asked Questions (FAQs) for Shareholders and E-voting User Manual for Shareholders available under the Downloads section of www.evoting.nsdl.com or send a request to NSDL at e-mail ID: evoting@nsdl.co.in or contact Mr. Sanjeev Yadav, Deputy Manager, NSDL, Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013 at Toll Free No. 1800 1020 990 / 1800 224 430.
13. For Members who hold shares in physical form, the Securities and Exchange Board of India ("SEBI"), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17th May 2023 read with SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated 26th September 2023, has mandated furnishing of PAN linked with Aadhaar, KYC details (i.e., postal address with PIN code, e-mail address, mobile number, bank account details, etc.) and nomination by holders of securities. In case any of the aforesaid documents/ details are not available by December 31, 2023 in the record of the Company/ Registrar and Share Transfer Agent ("RTA"), our RTA will be required to freeze such Members' folio(s) impending submission. In view of the above, new share certificate(s) to be issued by the Company shall not be dispatched to those Members holding shares in physical form until their KYC is completed. For Members who hold shares in demat form, they should keep their bank details, e-mail address, postal address and contact number updated in their demat account(s) maintained with Depository Participant(s). Further, SEBI has mandated that securities of listed companies can be transferred only in dematerialized form. To avail various benefits of dematerialization, Members are advised to dematerialize shares held by them in physical form, for ease in portfolio management.

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PROCEDURE FOR KYC UPDATION AS MANDATED BY SEBI

1. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a. For shares held in electronic form: to their Depository Participants ("DPs");
 - b. and For shares held in physical form: submit Form ISR-1 and other forms as prescribed by SEBI Circular No. SEBI/HO/ MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 to Kfin Technologies Limited (the Company's "RTA") at 301, Selenium Tower B, Plot No. 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana, 500032, India. The Members are requested to update their KYC details with Company/Company's RTA. The Company has dispatched reminder letters along with Business Reply Envelopes, providing instruction for submitting the required documents.
2. Members may please note that SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/CIR/2023/70 dated 17th May, 2023 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website at <https://gemaromatics.com/> and on the website of the Company's RTA, Kfin Technologies Limited at Selenium Tower B, Plot Nos. 31 & 32, Financial District Nanakramguda Serilingampally Mandal, Hyderabad - 500032, India.

However, as per above SEBI circular, the Company/Company's RTA will issue Letter of Confirmation (LOC) in lieu of share certificate, which should be dematerialised within 120 days from the date of issue of LOC.

It may be noted that any service request can be processed only after the folio is KYC Compliant.

3. However, as per above SEBI circular, the Company/Company's RTA will issue Letter of Confirmation (LOC) in lieu of share certificate, which should be dematerialised within 120 days from the date of issue of LOC. It may be noted that any service request can be processed only after the folio is KYC Compliant.
4. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the

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Company's website at <https://gemaromatics.com/> or from the website of the Company's RTA, Kfin Technologies Limited at Selenium Tower B, Plot Nos. 31 & 32, Financial District Nanakramguda Serilingampally Mandal, Hyderabad - 500032, India.

5. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
6. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company at the address: Kfin Technologies Limited at Selenium Tower B, Plot No. 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana, 500032, India.
7. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the download section of www.evoting.nsdl.com or send a request to Mr. Sanjeev Yadav, Deputy Manager, NSDL at email id: evoting@nsdl.co.in.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

Process and manner for members opting for E-Voting

In compliance with the provisions of Sections 110 and 108 of the Act, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 and SS-2 issued by the ICSI, the Company is pleased to provide remote e-Voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL.

The instructions for e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Registered Office: A/410-411, A-Wing, Kailash Ind. Complex, Powai Vikhroli link Rd, Vikhroli West, Mumbai-400079. Maharashtra, India, Tel No: +91-2225185231/25185931 CIN: L24246MH1997PLC111057

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful

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Facility 2: Khasara No 8,9,10,126, Village Gathona, Ujhani Budaun Road, District: Budaun-243639, UP, India.

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authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

5. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdsindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdsindia.com and click on login & New System Myeasi Tab and then click on registration option.

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	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdsindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdsindia.com or contact at toll free no. 1800-21-09911

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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



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- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

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4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csllp108@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@gemaromatics.in

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2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@gemaromatics.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013 **("ACT")**

Item No. 1

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee appointed Mr. Shrenik Kishorbhai Vora as Additional Non-Executive Non-Independent Director of the Company with effect from November 13, 2025.

Brief profile covering the details of his qualification, experience etc., as required pursuant to Secretarial Standards on General Meeting, is annexed to this Notice.

The Board is of the considered opinion that, in view of the vast knowledge, proven expertise, and extensive professional experience of Mr. Shrenik Kishorbhai Vora, his appointment would be in the best interest of the Company. Mr. Vora brings with him over 25 years of rich and diverse experience in the field of Investment Banking and Financial Services. His core areas of expertise include Syndication and Structured Finance, Debt Restructuring and Resolution, Corporate Finance, and Management Consulting.

Over the course of his distinguished career, he has successfully structured, advised, and delivered numerous complex transactions across a wide range of industries, geographies, and economic cycles. His deep understanding of financial markets, strategic insight, and ability to navigate challenging business environments have consistently added value to the organizations he has been associated with. The Board believes that his guidance, strategic perspective, and leadership will significantly contribute to strengthening the Company's financial strategy, governance standards, and long-term growth objectives.

The Members are requested to consider the appointment of Mr. Shrenik Kishorbhai Vora as a Non-Executive Non-Independent Director of the Company and pass the proposed Ordinary Resolution as set out in Item No. 1.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise except to the extent of their shareholding in the Resolution.

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CIN: L24246MH1997PLC111057
E-mail: secretarial@gemaromatics.in
Date: January 07 ,2025

**By Order of the Board of Directors
For Gem Aromatics Limited**

Sd/-
Akshita Gohil
Company Secretary and Compliance Officer
Membership No. A71881

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Annexure A

Details of Directors seeking appointment at the Postal Ballot pursuant to the provisions of (i) Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ('SS-2'), issued by The Institute of Company Secretaries of India and are provided herein below:

Name of the Director	Mr. Shrenik Kishorbhai Vora
DIN	08688950
Category	Non- Executive Non-Independent Director
Date of Birth	06/08/1974
PAN	AAEPV3343B
Age	51
Nationality	Indian
Date of appointment	November 13, 2025
Brief resume of the director	Mr. Shrenik Kishorebhai Vora (DIN: 08688950) is one of our directors. He is a Chartered Accountant and holds a certificate of membership from the Institute of Chartered Accountants of India. He has rich experience of more than 25 years in the field of Investment Banking and Financial Services which include Syndication & Structured Finance, Debt Restructuring & Resolution, Corporate Finance and Management Consulting and has successfully structured and delivered numerous transactions across industries, geographies and economic cycles. He has worked with Anand Rathi Group, Brescon Corporate Advisors Limited, Kotak Mahindra Bank Limited, Capri Global, Edelweiss Group at senior level as business head before starting his own advisory venture under the name Novem Advisors Private Limited.
Qualifications	Bachelor's degree in Commerce Chartered Accountant
Nature of Expertise in specific functional areas	Finance, Corporate advisory, Banking
Inter-se relationships with directors and Key Managerial Personnel.	NA
Number of Board Meetings attended during the year FY (2025-26)	6
Term and Condition of Appointment along with Remuneration	The terms of appointment are as per the resolution set out in this Notice read with the Statement hereto.

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	He will also be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings
Remuneration last drawn (including sitting fees in FY 2025-26)	Sitting fees of INR 3,50,000 of the Board and Committee meetings as on date.
Membership of Committee of Gem Aromatics Limited	2
Directorship held in other entities	Novem Advisors Private Limited
No. of Shares held in the Company	Nil
Remuneration proposed to be paid	Sitting fees

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