

The Board of Directors

Gem Aromatics Limited

(Formerly known as Gem Aromatics Private Limited)

A/410, Kailas Complex,

Vikhroli Powai Link Road,

Park Site, Vikhroli(W), Mumbai,

Maharashtra - 400079

Dear Sirs / Madams,

1. We, Chhajed & Doshi, Chartered Accountants ("we" or "us") have examined the attached Restated Consolidated Financial Information of Gem Aromatics Limited (formerly known as Gem Aromatics Private Limited) (the "**Company**") and its subsidiaries (the Company and its subsidiaries together referred to as the "**Group**"), as annexed to this report, comprising the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Cash Flows, the Restated Consolidated Statement of Changes in Equity for the years ended March 31, 2025, March 31, 2024 and March 31, 2023, the Material Accounting Policies and other explanatory information (collectively, the "**Restated Consolidated Financial Information**"), prepared by the Company and as approved by the Board of Directors of the Company at their meeting held on July 14, 2025 for the purpose of inclusion in the Red Herring Prospectus ("**RHP**") and Prospectus to be filed with Registrar of Companies, Mumbai at Maharashtra ("**RoC**") and thereafter to be submitted to Securities and Exchange Board of India ("**SEBI**"), the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") and together with the BSE, the "**Stock Exchanges**" in connection with the proposed initial public offer of equity shares of face value of ₹ 2 each of the Company (the "**Offering**"), prepared by the Company in connection with its proposed initial public offer of equity shares (the "**IPO**") prepared in terms of the requirements of:
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "**Act**");
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**ICDR Regulations**"); and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (the "**ICAI**"), as amended from time to time (the "**Guidance Note**"), as applicable.
2. The Company's management is responsible for the preparation of the Restated Consolidated Financial Information which have been approved by the Board of Directors for the purpose of inclusion in the RHP and Prospectus to be filed with RoC and submitted to SEBI and Stock Exchanges in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the Basis of Preparation stated in Note 2.01 of Annexure V to the Restated



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Consolidated Financial Information. The Board of Directors responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Group complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such Restated Consolidated Financial Information taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated November 16, 2025 in connection with the proposed IPO of equity shares of the Company;
- b) The Guidance Note, as applicable. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and
- d) The requirements of Section 26 of the Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note, in connection with the IPO.

4. These Restated Consolidated Financial Information have been compiled by the management from:

- a) The audited consolidated financial statements of the Group as at and for the year ended March 31, 2025 prepared in accordance with Indian Accounting Standards (hereinafter referred to as "**Ind AS**"), as prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles accepted in India ("**Audited Consolidated Financial Statements**"), which have been approved by the Board of Directors at their meeting held on May 30, 2025;
- b) The audited special purpose consolidated financial statements of the Group as at and for the years ended March 31, 2024 (the "**2024 Special Purpose Consolidated Financial Statements**") and March 31, 2023 (the "**2023 Special Purpose Consolidated Financial Statements**") (collectively referred to as "**Special Purpose Consolidated Financial Statements**") prepared in accordance with the Ind AS, prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and the other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on December 16, 2024.

5. For the purpose of our examination, we have relied on:

- a) Auditors' report issued by us dated May 30, 2025 on the Audited Consolidated Financial Statements of the Group as referred in paragraph 4(a) above
- b) Auditors' report issued by us dated December 16, 2024 on the 2024 Special Purpose Consolidated Financial Statements of the Group as referred in paragraph 4(b) above, which included an Emphasis of



Matter paragraph as mentioned below:

"Basis of preparation and restriction on distribution and use

We draw attention to Note 2.01 to the 2024 Special Purpose Consolidated Financial Statements, which describes the purpose and Basis of Preparation. The 2024 Special Purpose Consolidated Financial Statements have been prepared by the Company solely for the purpose of preparation of the restated consolidated financial information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "ICDR Regulations"), which will be included in the Draft Red Herring Prospectus ("DRHP") in connection with the proposed initial public Offering of the Company. As a result, the 2024 Special Purpose Consolidated Financial Statements may not be suitable for any other purpose. The 2024 Special Purpose Consolidated Financial Statements cannot be referred to or distributed or included in any offering document other than those referred above or used for any other purpose except with our prior consent in writing. Our report is intended solely for the purpose of preparation of the restated consolidated financial information and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Our opinion is not modified in respect of this matter".

- c) Auditors' report issued by us dated December 16, 2024 on the 2023 Special Purpose Consolidated Financial Statements of the Group as referred in paragraph 4(b) above, which included an Emphasis of Matter paragraph as mentioned below:

"Basis of preparation and restriction on distribution and use

We draw attention to Note 2.01 to the 2023 Special Purpose Consolidated Financial Statements, which describes the purpose and basis of preparation. The 2023 Special Purpose Consolidated Financial Statements have been prepared by the Company solely for the purpose of preparation of the restated consolidated financial information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "ICDR Regulations"), which will be included in Draft Red Herring Prospectus ("DRHP") in connection with the proposed initial public Offering of the Company. As a result, the 2023 Special Purpose Consolidated Financial Statements may not be suitable for any other purpose. The 2023 Special Purpose Consolidated Financial Statements cannot be referred to or distributed or included in any offering document other than those referred above or used for any other purpose except with our prior consent in writing. Our report is intended solely for the purpose of preparation of the restated consolidated financial information and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Our opinion is not modified in respect of this matter".

6. As indicated in our audit report referred in paragraph 5:

- a. We have not audited the financial statements of 1 wholly owned subsidiary located outside India i.e.



Gem Aromatics LLC for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 whose financial statements reflect total assets, total revenue and net cash outflows/ inflows as tabulated below.

(Amount in Rupees millions)

Particulars	As at /for the year ended March 31, 2025	As at /for the year ended March 31, 2024	As at /for the year ended March 31, 2023
Total Assets	308.60	152.27	261.61
Total Revenue	921.09	508.98	700.04
Net Cash Inflows/ (Outflows)	5.47	(11.53)	(0.07)

These financial statements have been audited by TDK & Co, Chartered Accountants (the "Other Auditor"), whose reports have been furnished to us by the Management and our opinion on the Audited Consolidated Financial Statements and Special Purpose Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiary is based solely on the report of the Other Auditor.

The Company's management has converted the financial information of Gem Aromatics LLC which is located outside India from accounting principles generally accepted in that country to accounting principles generally accepted in India. The Other Auditor have audited these conversion adjustments made by the Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the reports of Other Auditor and the conversion adjustments prepared by the management of the Company and audited by Other Auditor.

- b. The Company's management has converted the financial information of one wholly owned subsidiary located outside India i.e. Gem Aromatics FZ LLC as at and for the period ended June 13, 2024, as at and for the years ended March 31, 2024 and March 31, 2023 from accounting principles generally accepted in that country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the conversion adjustments prepared by the management of the Company and audited by us.

Our opinion on the Audited Consolidated Financial Statements and Special Purpose Consolidated Financial Statements is not modified in respect of above matters.

7. The Other Auditor i.e. TDK & Co, Chartered Accountants, of the subsidiary i.e. Gem Aromatics LLC, as mentioned in paragraph 6 have examined the restated financial information for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 of the subsidiary on which they have issued examination report dated July 11, 2025 included in the Restated Consolidated Financial Information for the respective years and have confirmed that the restated financial information of respective entity:

- a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2024 and



March 31, 2023 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed for the year ended March 31, 2025;

- b) do not require any adjustment for modification as there is no modification in the underlying audit reports;
 - c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
8. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination reports, as mentioned in paragraphs 7 above, respectively, we report that the Restated Consolidated Financial Information:
- a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2024 and March 31, 2023 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed for the year ended March 31, 2025;
 - b) doesn't contain any qualification requiring adjustments. Moreover, those unfavorable remarks, qualifications or adverse remarks in the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub section (11) of section 143 of the Act and certain instances with respect to feature of recording audit trail (edit log) facility for certain accounting software, pursuant to the requirements of Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 for the year ended March 31, 2025 and March 31, 2024, which do not require any corrective adjustments in the Restated Consolidated Financial Information have been disclosed in Annexure VI to the Restated Consolidated Financial Information.
 - c) do not require any adjustment for modification as there is no modification in the underlying audit reports referred in paragraph 5 above. There are items relating to emphasis of matters (refer paragraphs 5(b) and 5(c) above), which do not require any adjustment to the Restated Consolidated Financial Information; and
 - d) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
10. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the Audited Consolidated Financial Statements for the year ended March 31, 2025 and Special Purpose Consolidated Financial Statements for the years ended March 31, 2024 and March 31, 2023.
11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.



12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. Our report is intended solely for use of the Board of Directors for inclusion in the RHP and Prospectus to be filed with RoC and submitted to SEBI and Stock Exchanges in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For and behalf of
CHHAJED & DOSHI
Chartered Accountants
Firms' Registration No.: 101794W



Abhinav Chhajed
Partner
Membership No.: 196452
UDIN: 25196452BMNVZO3969
Place: Mumbai
Date: July 14, 2025