



# Gem Aromatics Limited

(Formerly Known as Gem Aromatics Pvt. Ltd.)

Manufacturers & 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: +91-25185231/25185931 CIN: U24246MH1997PLC111057

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF GEM AROMATICS LIMITED (FORMERLY KNOWN AS GEM AROMATICS PRIVATE LIMITED) ON MONDAY, 16<sup>TH</sup> DAY OF DECEMBER, 2024 AT 8.00 PM IST / 7.30 A.M MST AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT A/410, KAILAS COMPLEX, VIKHROLI POWAI LINK ROAD, PARK SITE, VIKHROLI (W), MUMBAI- 400079 CONCLUDED AT 09:08 P.M./8.38 A.M**

## **TO APPOINT INTERMEDIARIES TO THE IPO:**

### ***i) Appointment of Book Running Lead Manager to the Offer***

**“RESOLVED THAT** for the purpose of giving effect to the proposed initial public offering of equity shares by the Company (**“Offer”**) and in terms of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (**“Companies Act”**) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended) (**“SEBI ICDR Regulations”**) and other applicable laws, the Board hereby appoints Motilal Oswal Investment Advisors Limited as the book running lead manager for the Offer on the terms and conditions as may be agreed.

**RESOLVED FURTHER THAT** Mr. Vipul Parekh, Whole Time Director of the Company, Mrs. Kaksha Parekh Whole Time Director of the Company & CFO, Mr. Yash Parekh, Managing Director & CEO be and are authorized severally or jointly to do all such acts, deeds, matters and things and to negotiate, finalize, execute and deliver all engagement letters, memoranda of understanding, agreements and such other documents, etc. as they may, in their absolute discretion, deem necessary or desirable to implement the above resolution.”

### ***ii) Appointment of Domestic Legal Counsel to the Company***

**“RESOLVED THAT** for the purpose of giving effect to the proposed initial public offering by the Company (**Offer**) and in terms of the Companies Act, 2013 and the rules made thereunder, as amended, if any, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and other applicable laws, the IPO Committee hereby appoints Saraf and Partners as the domestic legal counsel to the Company for the Offer on the terms and conditions as may be agreed.

**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:** vparekh@gemaromatics.in **Web:** www.gemaromatics.in





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**“RESOLVED THAT** for the purpose of giving effect to the proposed initial public offering by the Company (**Offer**) and in terms of the Companies Act, 2013 and the rules made thereunder, as amended, if any, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and other applicable laws, the IPO Committee hereby appoints Economic Laws Practice as the domestic legal counsel to the Book Running Lead Manager for the Offer on the terms and conditions as may be agreed.

**RESOLVED FURTHER** Mr. Vipul Parekh, Whole Time Director of the Company, Mrs. Kaksha Parekh Whole Time Director of the Company & CFO, Mr. Yash Parekh, Managing Director & CEO be and are authorized jointly or severally to do all such acts, deeds, matters and things and to negotiate, finalize, execute and deliver all engagement letters, memoranda of understanding, agreements and such other documents, etc. as they may, in their absolute discretion, deem necessary or desirable to implement the above resolution.”

*iii) Appointment of Advertising Agency in relation to the Offer*

**“RESOLVED THAT** for the purpose of giving effect to the initial public offering by the Company (**Offer**) and in accordance with Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended), and other applicable laws, the Board hereby appoints Concept Communication Limited as the Advertising Agency in relation to the Offer to assist the Company and the book running lead manager to ensure compliance with applicable laws and for providing marketing communications services in relation to the Offer, on the terms and conditions as may be agreed and mutually decided between the parties.

**RESOLVED FURTHER** Mr. Vipul Parekh, Whole Time Director of the Company, Mrs. Kaksha Parekh Whole Time Director of the Company & CFO, Mr. Yash Parekh, Managing Director & CEO be and are authorized jointly or severally to do all such acts, deeds, matters and things and to negotiate, finalize, execute and deliver all engagement letters, memoranda of understanding, agreements and such other documents, etc. as they may, in their absolute discretion, deem necessary or desirable to implement the above resolution.”

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iv) *Appointment of Registrar to the Offer*

**“RESOLVED THAT** for the purpose of giving effect to the initial public offering by the Company (**Offer**) and in accordance with the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended), Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and other applicable laws, the Board hereby appoints KFIN Technologies Limited as the Registrar to the Offer on the terms and conditions as may be agreed.

**RESOLVED FURTHER** Mr. Vipul Parekh, Whole Time Director of the Company, Mrs. Kaksha Parekh Whole Time Director of the Company & CFO, Mr. Yash Parekh, Managing Director & CEO be and are authorized jointly or severally to do all such acts, deeds, matters and things and to negotiate, finalize, execute and deliver all engagement letters, memoranda of understanding, agreements and such other documents, etc. as they may, in their absolute discretion, deem necessary or desirable to implement the above resolution.”

//Certified True Copy//

For Gem Aromatics Limited  
(Formerly Known as Gem Aromatics Private Limited)

Kaksha Vipul Parekh  
Whole Time Director & CFO  
(DIN: 00235998)



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