



Gem Aromatics Limited™

(Formerly Known as Gem Aromatics Pvt. Ltd.)

Manufacturers & Exporters of Essential Oils & Aromatics Chemicals

Registered Office: A/410, Kailas Complex, Vikhroli Powai link Rd, Parksite,
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 TUESDAY, 12TH DAY OF AUGUST, 2025 AT 10.30 A.M IST AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT A/410, KAILAS COMPLEX, VIKHROLI POWAI LINK ROAD, PARK SITE, VIKHROLI (W), MUMBAI- 400079 VIA VIDEO CONFERENCING.

APPROVAL AND ADOPTION OF RED HERRING PROSPECTUS:

"RESOLVED THAT the red herring prospectus dated 12th August, 2025 ("RHP") in respect of the initial public offer of equity shares of face value of ₹ 2 each ("Equity Shares") comprising a Fresh Issue of Equity Shares aggregating up to ₹ 1,750.00 million and an Offer for Sale of up to 85,00,000 Equity Shares, comprising of an offer for sale of up to 3,234,727 Equity Shares of face value of ₹ 2 each by Vipul Parekh, up to 1,548,873 Equity Shares of face value of ₹ 2 each by Kaksha Vipul Parekh, up to 1,591,400 Equity Shares of face value of ₹ 2 each by Yash Vipul Parekh and up to 2,125,000 Equity Shares of face value of ₹ 2 each by dōTERRA Enterprises, Sàrl (the "Offer"), as placed before the Board of the Company containing the requisite information as prescribed by the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Companies Act, 2013 read with the rules thereunder, or any statutory modification(s) or re-enactment(s) thereof, and other applicable laws and regulations, is hereby approved and taken on the records.

RESOLVED FURTHER THAT the RHP be filed with the RoC (pursuant to Section 32 of the Companies Act, 2013 and the rules made thereunder, each as amended), the stock exchanges, SEBI and such other authorities or persons as may be required under applicable laws

RESOLVED FURTHER THAT the preliminary international wrap dated August 12, 2025 ("Preliminary International Wrap") which is placed before the Board in respect of the Offer, be and is hereby approved.]

RESOLVED FURTHER THAT any amendment, supplement, corrigenda or notice to investors issued by the Company in relation to the RHP that may be filed with the RoC, SEBI, the Stock Exchanges or any other regulatory authority, be and is hereby approved in accordance with applicable law.

RESOLVED FURTHER THAT any director of the company be and are hereby severally authorized to approve and adopt any corrections, alterations, updates, revisions, modifications, amendments or any other actions for withdrawal or filing of the RHP with relevant authorities or persons as may be required, to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such changes, correction, updates, alterations, revisions, modifications, deletions or

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Facility 1: Plot No 2, Survey No.16/4/2, Near Alok Industries, Village Rakholi, Silvassa-396230, Dadra & Nagar Haveli.

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

E-mail: vparekh@gemaromatics.in Web: www.gemaromatics.com



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amendments as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal advisors and the book running lead manager, Motilal Oswal Investment Advisors Limited (the "BRLM"), appointed in this respect and to do all such acts, deeds, matters and things and execute all engagement letters, memoranda of understanding, agreements and such other documents as they may, in their absolute discretion, deem necessary or desirable for the purpose of filing the RHP with the RoC, the stock exchanges, SEBI and such other authorities or persons as may be required under applicable laws.

RESOLVED FURTHER THAT any director of the company be and are hereby authorised to sign the RHP for and on behalf of the Company and to file the same with RoC, the stock exchanges, SEBI and such other authorities as required under applicable laws

RESOLVED FURTHER THAT the allotment letters shall be offered or application money shall be refunded within four days from the date of closure of the Offer or such lesser time as may be specified by SEBI failing which the application money shall be refunded or unblocked from the ASBA Accounts (as applicable) to the applicants forthwith and failing which interest shall be due to be paid to the applicants in the event of any delay in such allotment and/or refund or unblocking as per applicable laws.

RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account maintained with a scheduled bank as per the provisions of Companies Act, 2013, as amended.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or the duly appointed Company Secretary and Compliance Officer of the Company, be forwarded to the concerned authorities for necessary action."

//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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