

# Pooja Padam Bhandari

A-2/16, Gayatri Dham Phase 1, Ganesh Mandir Road, Manda Titwala East, Kalyan, PO:  
Kalyan D.c, Dist: Thane, Maharashtra-421301

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Date: December 26,2024

To,

**The Board of Directors**  
**Gem Aromatics Limited**  
A/410, Kailas Complex,  
Vikhroli Powai Link Road,  
Park Site, Vikhroli(W), Mumbai,  
Maharashtra, India-400079

Dear Sir/Madam,

**Sub: Proposed initial public offering of equity shares (the “Equity Shares”) of Gem Aromatics Limited (the “Company” and such offer, the “Offer”).**

I, Pooja Padam Bhandari, hereby give my consent to act as the company secretary and compliance officer of the Company and to my name and other details mentioned herein being included as Company Secretary and Compliance Officer of the Company in the draft red herring prospectus (“**DRHP**”) which is intended to be filed by the Company with the Securities and Exchange Board of India (the “**SEBI**”) and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the “**Stock Exchanges**”) and the red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) is intended to be filed with the Registrar of Companies, Maharashtra at Mumbai (“**RoC**”) and thereafter with SEBI and the Stock Exchanges (collectively, the “**Offer Documents**”) and any other documents in relation to the Offer.

I hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required.

I am a member of the Institute of Company Secretaries of India, holding membership number 73944.

I will be responsible for ensuring the conformity by and monitoring compliance of the Company with all applicable laws, including securities laws and for redressal of investor's grievances, in connection with the Offer, and subsequent listing of the Company's Equity Shares on the stock exchanges. The following details with respect to me may be disclosed in the Offer Documents and any other documents in relation to the Offer:

Name: Pooja Padam Bhandari

Designation: Company Secretary & Compliance Officer

Address: A.2/16, Gayatri Dham-1, Ganesh Mandir Road, Titwala East, Taluka – Kalyan, Dist-Thane, Mumbai - 421605

Telephone Number: +91-25185231

Email: [secretarial@gemaromatics.in](mailto:secretarial@gemaromatics.in)

I further confirm that the above information in relation to me is true and correct.

I agree to keep the information regarding the Offer strictly confidential, save and except disclosures required for the purpose of the Offer and/ or as may be required by applicable law.

I confirm that I will immediately communicate any changes in writing in the above information to the book running lead managers to the Offer (“**Book Running Lead Manager(s)**”) until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, Book Running Lead Manager(s) and the legal advisors, each to the Company and the Book Running Lead Manager(s), can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.



# **Pooja Padam Bhandari**

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Kalyan D.c, Dist: Thane, Maharashtra-421301**

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This consent letter is for information and for inclusion (in part or full) in the Offer Documents or any other Offer - related material, and may be relied upon by the Company, Book Running Lead Manager(s) and the legal advisors appointed by the Company and the Book Running Lead Manager(s), in relation to the Offer. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the relevant stock exchanges, and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Manager(s) and in accordance with applicable law or in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

I also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date as well as will be uploaded on the website of the Company.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Yours faithfully,

**Name:** Pooja Padam Bhandari

**Designation:** Company Secretary and Compliance Officer

**Cc:**

**Motilal Oswal Investment Advisors Limited**

Motilal Oswal Tower

Rahimtullah Sayani Road

Opposite Parel ST Depot, Prabhadevi, Mumbai

Maharashtra, India 400025

**Legal Counsel to the Company as to Indian Law**

**Saraf and Partners**

2402, Tower 2, One International Center

Senapati Bapat Marg, Prabhadevi West

Mumbai 400013, Maharashtra, India

Telephone: +91 22 4405 0600

**Legal Counsel to the Book Running Lead Manager(s)**

**Economic Laws Practice**

9<sup>th</sup> floor, Berger Tower

Sector 16B, Noida – 201301

Uttar Pradesh, India