

**CERTIFICATE ON COMPLIANCE WITH THE LISTING CRITERIA OF THE STOCK
EXCHANGES**

To:

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

Motilal Oswal Investment Advisors Limited
Motilal Oswal Tower
Rahimtullah Sayani Road
Opposite Parel ST Depot, Prabhadevi, Mumbai
Maharashtra, India 400025

(Motilal Oswal Investment Advisors Limited will be referred as **"Book Running Lead Manager"** or **"BRLM"**)

Dear Sir/Madam,

Re: Proposed initial public offering of equity shares of face value ₹ 2 each (the "Equity Shares") by Gem Aromatics Limited comprising a fresh issue of Equity Shares and an offer for sale of the Equity Shares by Selling Shareholders (the "Offer")

This Certificate is issued in accordance with the terms of our engagement with Gem Aromatics Limited (the **"Company"**), a company incorporated under the Companies Act, 1956 and having its registered office at A/410, Kailas Complex, Vikhroli Powai Link Road, Park Site, Vikhroli (W), Mumbai, Maharashtra – 400079 to provide certain confirmations in relation to the Company's compliance with the listing criteria prescribed by BSE Limited (**"BSE"**) and National Stock Exchange of India Limited (**"NSE"**), together with BSE, the **"Stock Exchanges"**).

We have been informed by management of the Company that the Company is in the process of filing a Red Herring Prospectus (**"RHP"**) and Prospectus in relation to the Issue under Chapter II of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"SEBI ICDR Regulations"**) and relevant provisions of the Companies Act, 2013, as amended (**"Companies Act"**).

We have audited the consolidated financial statements of the Company for the financial year ended March 31, 2025 prepared in accordance with the Companies Act and the Companies (Indian Accounting Standards) Rules, 2015 (**"Ind AS"**) (the **"Audited Consolidated Financial Statements"**) which have been approved by the Board of Directors at their meeting held on May 30, 2025 and on which we have issued our unmodified opinion through our report dated May 30, 2025.

We have carried out a special purpose audit, in accordance with Ind AS, the Companies Act, Standards on Auditing specified under Section 143(10) of the Companies Act and the Standard on Auditing 800 (Special Considerations - Audit of Financial Statements Prepared in Accordance with Special Purpose Frameworks), of the consolidated financial statements of the Company for the financial years ended March 31, 2024 and March 31, 2023 which were prepared as per generally accepted accounting principles in India and audited by us (the **"Special Purpose Audited Consolidated Financial Statements"**) which have been approved by the Board of Directors at their meeting held on December 16, 2024 and on which we have issued our unmodified opinion through our reports dated December 16, 2024.

Subsequently, we have examined the restated consolidated financial statements prepared on the basis of (i) Audited Consolidated Financial Statements and (ii) Special Purpose Audited Consolidated Financial Statements in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) (**"Restated Consolidated Financial Statements"**).



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Management's Responsibility

The management of the Company is responsible for ensuring the compliance of requirements of the SEBI ICDR Regulations.

The preparation of the enclosed **Annexure A, B & C** dealing with conditions for eligibility is the responsibility of the management of the Company including the preparation and maintenance of all accounting and other records supporting its contents. This responsibility includes the designing, implementation and maintaining of internal control relevant to the preparation and presentation of the **Annexure A, B & C** and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

The Company is responsible for preparation of the Restated Consolidated Financial Statements for the purpose of the Offer in accordance with the SEBI ICDR Regulations, as amended and read with the rules, circulars and notifications issued in relation thereto, the Companies Act and the Ind AS.

Our Responsibility

At your specific request, we, M/s Chhajed & Doshi, Chartered Accountants, the statutory auditors of the Company, have examined the enclosed **Annexure A, B & C**. Our responsibility is to provide a reasonable assurance in the form of this certificate for the information mentioned below after undertaking the following procedures: -

- i. Reviewed the Restated Consolidated Financial Statements of the Company for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023.
- ii. Agreed the amounts in the **Annexure A** in relation to net tangible assets and monetary assets of the Company, to the corresponding amounts in the Restated Consolidated Financial Statements of the Company.
- iii. Agreed the amounts in the **Annexure B** of restated operating profits of the Company to the corresponding amounts in the Restated Consolidated Financial Statements of the Company.
- iv. Agreed the amounts in the **Annexure C** showing calculation of restated net worth of the Company to the corresponding amounts in the Restated Consolidated Financial Statements of the Company.
- v. Tested the clerical and arithmetical accuracy of the amounts contained in the **Annexures A, B & C**.
- vi. Reviewed the computation of average operating profit for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023.
- vii. Reviewed the list of litigation proceedings involving the Company and its promoters dated August 01, 2025 together with necessary documents and details in relation to such proceedings, as requested by us, and other relevant documents as provided by the management of the Company.
- viii. Reviewed the minutes of the meetings of shareholders, board of directors, extra-ordinary general meetings and committees of board of directors held the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023.
- ix. Enquired with the management regarding changes in the name of the Company in the immediately preceding year and obtained representation from management in this regard and compared the same against the latest Memorandum of Association of the Company filed with the Registrar of Companies, Mumbai at Maharashtra ("**RoC**") as well as the latest certificate of incorporation issued by the RoC.
- x. Obtained and reviewed the statement on beneficiary positions (BENPOS) as on August 08, 2025.
- xi. Enquired with the management regarding proceedings under the Insolvency and Bankruptcy Code, 2016 against the Company and winding up petition admitted by the National Company Law Tribunal and obtained representation from management in this regard.



- xii. Reviewed the list of wilful defaulters published by TransUnion CIBIL as on July 31, 2025.

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

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 issued by the ICAI.

Opinion

Based on the procedures performed by us, and the information and explanation provided to us along with our examination of the same, we certify that:

1. The Company is eligible to make an issue under the SEBI ICDR Regulations and is in compliance with Regulations 5 and 7 of the said regulations.
2. The Company is eligible for the Offer as per Regulation 6(1) of SEBI ICDR Regulations which is explained as under-

Conditions for Eligibility	Regulation	Eligibility (yes/no)
The Company has net tangible assets of at least ₹ 3,00,00,000 (Rupees three crore) calculated on the basis of Restated Consolidated Financial Statements, in each of the preceding three full years (of 12 months each), of which not more than 50% is held in monetary assets. <i>Provided that if more than 50% of the net tangible assets are held in monetary assets, the Company has utilised or made firm commitments to utilise such excess monetary assets in its business or project.</i> (as indicated in Annexure A);	6(1)(a)	Yes
The Company has an average operating profit of at least ₹ 15,00,00,000 (Rupees fifteen crore) calculated on the basis of Restated Consolidated Financial Statements, during the 3 preceding years (of 12 months each) with operating profit in each of these preceding 3 years. (as indicated in Annexure B);	6(1)(b)	Yes
The Company has a net worth of not less than ₹ 1,00,00,000 (Rupees one crore) in each of the preceding 3 full years (of 12 months each), calculated on the basis of Restated Consolidated Financial Statements (as indicated in Annexure C);	6(1)(c)	Yes
The Company has not changed its name during the last one year and if it has then at least 50% of the revenue, calculated on the basis of Restated Consolidated Financial Statements, for the preceding 1 full year has been earned by it from the activity indicated by its new name.	6(1)(d)	Yes*

*Pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on July 14, 2023, the Company has converted from a private limited company to a public limited company and consequently, name of the Company has changed to Gem Aromatics Limited pursuant to fresh certificate of incorporation issued by RoC on August 17, 2023.

3. The Company has not been referred to the Board of Industrial & Financial Reconstruction (BIFR) and no proceedings have been admitted under the Insolvency and Bankruptcy Code, 2016, against the Company;



4. The Company has not received any winding up petition admitted by the National Company Law Tribunal;
5. The net worth of the Company as at March 31, 2025, March 31, 2024 and March 31, 2023, as defined under the SEBI ICDR Regulations, is positive;
6. The Company was incorporated in the fiscal year 1997 and therefore has a track record of more than three years;
7. The Company has not sought listing on any stock exchange; therefore, the issue of defaulting on the payment of listing fees to any stock exchange since its incorporation, as well as the matters of delisting or suspension from trading, are not applicable; and
8. The Company and its subsidiaries has not accepted any funds in the form of debenture/bond/fixed deposit and therefore the question of defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the Company and its subsidiaries does not arise.

Restriction of use

At the specific request of the Company, this certificate is also being addressed to the Book Running Lead Manager to assist them in conducting their due diligence and documenting the affairs of the company in connection with the proposed offer.

We confirm that the information in this certificate is true and fair. We hereby consent that this certificate either in part or full can be used in RHP and Prospectus to be filed with the RoC and submitted to the Securities and Exchange Board of India (“SEBI”) and Stock Exchanges in connection with the Offer, and in any other material used in connection with the Offer and for disclosure on the website of the Company and the Book Running Lead Manager in connection with the Offer. We hereby also consent to the submission and disclosure of this certificate as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory, statutory, governmental, judicial or competent authorities and, or, for any other litigation purposes (including in connection with any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation related to any matter regarding issuance and listing of the Equity Shares of the Company) or affiliates of Book Running Lead Manager and/or for the records to be maintained by the Book Running Lead Manager, and in accordance with applicable law. We also consent to the inclusion of this certificate as a part of ‘Material Contracts and Documents for Inspection’ in connection with the Offer, which will be available for public for inspection from the date of filing of the RHP until the Bid/Offer Closing Date.

As a result, the certificate may not be suitable for any other purpose and, save and except for above, should not be distributed to or used by any third parties without our prior written consent. Accordingly, save and except for above, 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 certificate is shown or into whose hands it may come.

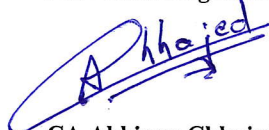
We confirm that any changes to the above information that are brought to our attention by the Company will immediately be intimated to the Book Running Lead Manager until the date when the Equity Shares commence trading on the relevant stock exchanges. In the absence of any communication from us, the Company, the BRLM and the legal advisors appointed with respect to the Offer may assume that there is no change in respect of the matters covered in this certificate.



This certificate may be relied on by the Book Running Lead Manager, their affiliates and the legal counsel in relation to the Offer and to assist the Book Running Lead Manager in the context of due diligence procedures that the Book Running Lead Manager has to conduct and the documents in relation of their investigation of the affairs of the Company in connection with the Offer.

Yours Faithfully,

For and on behalf of
CHHAJED & DOSHI
Chartered Accountants
ICAI Firm Registration No.: 101794W



CA Abhinav Chhajed
Partner
Membership No.: 196452
UDIN: 25196452BMNWBA2576



Place: Mumbai
Date: 12.08.2025

CC:

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

Legal Counsel to the Book Running Lead Manager

Economic Laws Practice
9th floor, Berger Tower
Sector 16B, Noida – 201301
Uttar Pradesh, India

ANNEXURE A

The Company's net tangible assets, operating profits and net worth, derived from the Restated Consolidated Financial Information included for the last three financial years ended March 31, 2025, 2024 and 2023 are set forth below.

Statement showing the calculation of composition of net tangible assets, the composition of monetary assets, monetary assets as a percentage of the net tangible assets and calculation of operating profit in each of the three preceding full years:

Description	As at / For the financial years ended March 31		
	2025	2024	2023
Restated Net Tangible Assets ¹ (₹ in million)	2,660.47	2,161.02	1,658.77
Restated Monetary Assets ² (₹ in million)	11.31	280.84	105.73
% of Restated Monetary Assets to Restated Net Tangible Assets	0.43%	13.00%	6.37%
Restated Operating profit ³ (₹ in million)	811.10	720.91	614.29
Average Restated Operating profit (₹ in million)	715.44		
Restated Net-worth ⁴ (₹ in million)	2,839.81	2,305.48	1,795.31

¹ 'Restated Net Tangible Assets' means net block of Property, plant and equipment, capital work in progress for Property, plant and equipment (including capital advances), current assets, loans and advances and excludes loan funds (secured loans and unsecured loans) and current liabilities and provisions.

² 'Restated Monetary Assets' includes cash on hand, balances with banks in current accounts and deposit accounts and excludes earmarked balances with banks which are not readily available for utilization by the Company.

³ 'Restated Operating Profit' means the profit before finance costs, and tax expenses but after excluding other income.

⁴ 'Restated Net Worth' means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as on March 31, 2025, 2024 and 2023 in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations, as amended.

1 Computation of Restated Net Tangible Assets

(in ₹ million)

Description	As at March 31		
	2025	2024	2023
Net block of Property, plant and equipment	433.41	402.76	263.26
Capital work in progress for Property, plant and equipment (including capital advances)	1,283.89	330.97	109.22
Current assets, loans and advances	3,427.85	2,804.64	2,443.70
Sub-total	5,145.15	3,538.37	2,816.18
Loan funds (Secured loans + Unsecured loans)	2,223.69	1,111.25	893.61
Current liabilities and provisions	260.99	266.10	263.80
Sub-total	2,484.68	1,377.35	1,157.41
Total	2,660.47	2,161.02	1,658.77



2 Composition of Restated Monetary Assets:

(in ₹ million)

Description	As at March 31		
	2025	2024	2023
Cash on hand	0.82	0.25	1.58
Balance with banks			
- in current accounts	10.49	2.73	5.95
- in cash credit accounts	-	100.86	98.20
- in bank deposit accounts (bank deposits considered as cash and cash equivalent)	-	55.00	-
- in fixed deposit accounts (bank deposits not considered as cash and cash equivalent)	-	122.00	-
Total	11.31	280.84	105.73



ANNEXURE B

Statement showing Restated Operating Profits:

(in ₹ million)

Description	For the Financial Years Ended March 31		
	2025	2024	2023
Profit before Tax	747.15	675.94	560.89
Less: Other Income	(16.87)	(17.73)	(3.00)
Add: Finance Costs	80.82	62.70	56.40
Restated Operating profit¹	811.10	720.91	614.29

The average restated consolidated operating profit of the Company for the preceding three financial years, i.e., financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 is Rs. 715.44 million.

¹ 'Restated Operating Profit' means the profit before finance costs, and tax expenses but after excluding other income.



ANNEXURE C

Statement showing Restated Net Worth:

(in ₹ million)

Description	As at March 31		
	2025	2024	2023
Paid-up share capital	93.71	93.71	17.85
Share premium account	401.98	401.98	477.84
Reserves and surplus	2,344.12	1,809.79	1,299.62
Restated Net worth	2,839.81	2,305.48	1,795.31

'Restated Net Worth' means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as on March 31, 2025, 2024 and 2023 in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations, as amended.

