

**CERTIFICATE ON KEY PERFORMANCE INDICATORS**

To,  
The Board of Directors,  
**Gem Aromatics Limited**  
A/410, Kailas Complex,  
Vikhroli Powai Link Road,  
Park Site, Vikhroli(W), Mumbai,  
Maharashtra - 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 hereinafter referred to as “Book Running Lead Manager” or “BRLM”)

**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”)**

Dear Sir,

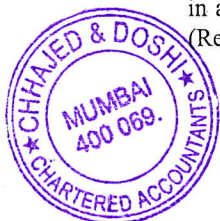
This Certificate is issued in accordance with the terms of our engagement with Gem Aromatics Limited (the “Company”), a company incorporated under the Companies Act, 1956 and having its registered office at A/410, Kailas Complex, Vikhroli Powai Link Road, Park Site, Vikhroli (W), Mumbai, Maharashtra – 400079 to confirm Key Performance Indicators (‘KPI’s’) for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 (the “Relevant Period”).

We have been informed by management of the Company that the Company is in the process of filing Red Herring Prospectus (“RHP”) and Prospectus in relation to the Offer 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 the requirements of 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”).



The management of the Company is responsible for ensuring that the requirements of Chapter II read with part A of Schedule VI of the SEBI ICDR Regulations have been complied with.

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.

At your specific request, we, M/s Chhajed & Doshi, Chartered Accountants, the statutory auditors of the Company, have performed various procedures as defined in **Annexure A** for the purpose of confirming the KPIs set out in **Annexure B**.

Our engagement was performed in accordance with the **Standard on Related Services (SRS) 4400, "Engagements to Perform Agreed-upon Procedures regarding Financial Information"**, issued by the Institute of Chartered Accountants of India ("ICAI").

The procedures were performed solely for the submission of Statement of KPI's for the purpose of Company's proposed Offer.

We report our findings below:

Based on the procedures performed as defined in **Annexure A**, we found –

- i. the calculation of percentages and ratios to be correct and the amounts to be in agreement with the Restated Consolidated Financial Statements.
- ii. the calculation of percentages and ratios to be correct and the amounts to be in agreement with the audited financial statements of Clean Science & Technology Limited, Privi Specialty Chemicals Limited, Camlin Fine Sciences Limited, Yasho Industries Limited, S H Kelkar and Company Limited and Oriental Aromatics Limited (collectively referred as "**Listed Peers**") as available on the website of BSE Limited for the financial years ended March 31, 2024 and March 31, 2023.
- iii. the calculation of percentages and ratios to be correct and the amounts to be in agreement with the audited financial results or annual reports as available of Listed Peers as available on the website of BSE Limited for the year ended March 31, 2025.

Because the above procedures do not constitute either an audit or a review made in accordance with the generally accepted auditing standards in India, we do not express any assurance. Had we performed additional procedures or had we performed an audit or review of the financial information in accordance with the generally accepted auditing standards of India, other matters might have come to our attention that would have been reported to you.

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 hereby consent that this certificate either in part or full can be used in Red Herring Prospectus ("**RHP**") and Prospectus to be filed with the Registrar of Companies, Mumbai at Maharashtra ("**RoC**") and 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 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.



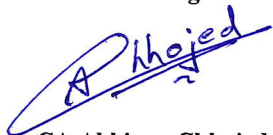
As a result, the certificate may not be suitable for any other purpose and, save and except for above, should not be distributed to or used by any third parties without our prior written consent. Accordingly, save and except for above, we do not accept or assume any liability or any duty of care for 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 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: 25196452BMNWBL3771



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  
 Telephone: +91 22 4405 0600

Legal Counsel to the Book Running Lead Managers

**Economic Laws Practice**  
 9<sup>th</sup> floor, Berger Tower  
 Sector 16B, Noida – 201301  
 Uttar Pradesh, India

## ANNEXURE A

Procedures performed for the purpose of confirming the KPIs set out in **Annexure B**.

1. Agreed the amounts from Restated Consolidated Financial Statements and recomputed the mathematical accuracy of the amounts total, percentages and ratios as indicated in Annexure B.
2. Agreed the amounts from audited financial statements of Listed Peers as available on the website of BSE Limited for the financial years ended March 31, 2024 and March 31, 2023 and recomputed the mathematical accuracy of the amounts total, percentages and ratios as indicated in Annexure B.
3. Agreed the amounts from audited financial results or audited financial statements as available of Listed Peers as available on the website of BSE Limited for the year ended March 31, 2025 and recomputed the mathematical accuracy of the amounts total, percentages and ratios as indicated in Annexure B.
4. Reviewed the resolution of Audit Committee as on August 12, 2025 wherein Company has identified certain KPIs and wherein it has also been stated that no KPI has been shared by the Company with any investors in the three years prior to filing of this RHP.



## ANNEXURE B

### 1. A list of Key Performance Indicators for the Relevant Period:

Particulars	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Revenue from Operations (₹ million)	5,039.53	4,524.52	4,247.93
Growth in revenue from operations (%)	11.38%	6.51%	35.14%
Gross Profit (₹ million)	1,280.08	1,112.96	1,074.10
Gross Margin (%)	25.40%	24.60%	25.29%
EBITDA (₹ million)	884.52	783.54	661.86
EBITDA Margin (%)	17.55%	17.32%	15.58%
Profit for the Year (₹ million)	533.84	501.04	446.72
Total Income (₹ million)	5,056.40	4,542.25	4,250.93
PAT Margin (%)	10.56%	11.03%	10.51%
Return on Equity (%)	18.80%	21.73%	24.88%
Return on Capital Employed (%)	16.02%	21.10%	22.85%
Gross Fixed Assets Turnover Ratio (in times)	2.51	4.76	7.66
Net Debt to Total Equity (in times)	0.78	0.36	0.44
Net Working Capital Cycle (days)	205.61	162.51	172.71

#### # Notes –

- i. Revenue from operations means the Revenue from operations for the year
- ii. Growth in Revenue from operations (%) is calculated as a percentage of Revenue from operations of the year minus Revenue from operations of the preceding year, divided by Revenue from operations of the preceding year
- iii. Gross profit is calculated as Revenue from operations minus cost of raw materials consumed minus purchase of stock-in-trade (traded goods) minus (increase)/decrease in inventories of finished goods, work-in-progress and stock-in-trade
- iv. Gross Margin is calculated as Gross Profit divided by Revenue from operations
- v. Earnings before interest, tax, depreciation and amortization (EBITDA) is calculated as profit/ (loss) for the /year plus finance costs, depreciation and amortization, exceptional items and total income tax expenses less other income.
- vi. EBITDA Margin is calculated as EBITDA divided by Revenue from operations.
- vii. Profit after tax (PAT) Margin is calculated as profit/ (loss) for the year divided by total income
- viii. Return on Equity is calculated as profit/ (loss) for the year (Excluding share of minority in profits) divided by total equity (Excluding non-controlling interest).
- ix. Return on Capital Employed is calculated as EBIT divided by capital employed. Capital employed is calculated as total equity plus current borrowings (including current maturities of non-current borrowings), non-current borrowings and deferred tax liability while EBIT is calculated as EBITDA less depreciation and amortization.



- x. *Gross Fixed Assets Turnover Ratio is calculated as Revenue from operations for the year divided by cost of property, plant and equipment, capital work-in-progress, right-of-use assets, goodwill, other intangible assets & intangible assets under development. In case of unavailability of cost of right-of-use assets, we have taken the carrying value.*
- xi. *Net Debt to Total Equity is calculated as net debt divided by total equity. Net Debt is calculated as current borrowings (including current maturities of non-current borrowings) plus non-current borrowings less cash and cash equivalents less other bank balances.*
- xii. *Net Working Capital Cycle (days) is calculated as net working capital divided by revenue from operations multiplied by 365 (year). Net Working Capital is calculated as inventories plus trade receivables minus trade payables.*



## 2. Comparison of KPI's of listed peers:

### a. For financial year ended March 31, 2025

Particulars	Gem Aromatics Limited	Clean Science & Technology Limited	Privi Speciality Chemicals Limited	Camlin Fine Sciences Limited	Yasho Industries Limited	S H Kelkar and Company Limited	Oriental Aromatics Limited
Revenue from Operations (₹ million)	5,039.53	9,666.44	21,011.91	16,665.27	6,685.00	21,234.00	9,282.56
Growth in revenue from operations (%)	11.38%	22.13%	19.91%	3.31%	12.62%	10.02%	10.98%
Gross Profit (₹ million)	1,280.08	6,159.32	9,696.99	8,172.68	2,784.40	9,275.30	3,687.99
Gross Margin (%)	25.40%	63.72%	46.15%	49.04%	41.65%	43.68%	39.73%
EBITDA (₹ million)	884.52	3,876.15	4,535.14	1,987.40	1,095.20	2,350.00	933.90
EBITDA Margin (%)	17.55%	40.10%	21.58%	11.93%	16.38%	11.07%	10.06%
Profit for the Year (₹ million)	533.84	2,644.05	1,847.50	(1,581.19)	61.10	730.10	343.28
Total Income (₹ million)	5,056.40	10,052.31	21,218.37	16,809.79	6,772.50	21,472.50	9,315.32
PAT Margin (%)	10.56%	26.30%	8.71%	(9.41)%	0.90%	3.40%	3.69%
Return on Equity (%)	18.80%	18.67%	16.74%	(17.54)%	1.46%	5.74%	5.18%
Return on Capital Employed (%)	16.02%	22.90%	14.61%	8.70%	6.02%	6.82%	6.69%
Gross Fixed Assets Turnover Ratio (in times) #	2.51	NA	1.00	1.35	NA	1.43	1.45
Net Debt to Total Equity (in times)	0.78	(0.01)	0.97	0.55	1.31	0.52	0.51
Net Working Capital Cycle (days)	205.61	95.88	135.55	104.66	181.87	141.57	187.56

# Data for the calculation of Gross Fixed Assets Turnover Ratio for Listed Peers is not available.

Source: All the financial information for listed industry peers mentioned above is on consolidated basis and is sourced from the audited consolidated financial results or annual reports as available on BSE Limited for the Financial Year ending March 31, 2025



b. For financial year ended March 31, 2024

Particulars	Gem Aromatics Limited	Clean Science & Technology Limited	Privi Speciality Chemicals Limited	Camlin Fine Sciences Limited	Yasho Industries Limited	S H Kelkar and Company Limited	Oriental Aromatics Limited
Revenue from Operations (₹ million)	4,524.52	7,914.85	17,522.35	16,130.62	5,935.64	19,299.90	8,364.05
Growth in revenue from operations (%)	6.51%	(15.42)%	8.98%	(4.07)%	(11.61)%	14.44%	(1.49)%
Gross Profit (₹ million)	1,112.96	5,144.02	7,428.52	6,994.41	2,134.54	8,495.40	2,649.30
Gross Margin (%)	24.60%	64.99%	42.39%	43.36%	35.96%	44.02%	31.67%
EBITDA (₹ million)	783.54	3,320.65	3,249.63	241.11	998.05	3,068.40	469.37
EBITDA Margin (%)	17.32%	41.95%	18.55%	1.49%	16.81%	15.90%	5.61%
Profit for the Year (₹ million)	501.04	2,440.26	954.30	(1,048.75)	579.37	1,235.50	91.04
Total Income (₹ million)	4,542.25	8,327.71	17,785.34	16,286.18	6,009.70	19,360.20	8,436.85
PAT Margin (%)	11.03%	29.30%	5.37%	(6.44)%	9.64%	6.38%	1.08%
Return on Equity (%)	21.73%	20.28%	10.32%	(12.13)%	19.66%	10.19%	1.44%
Return on Capital Employed (%)	21.10%	23.20%	10.71%	(3.56)%	9.90%	11.59%	3.14%
Gross Fixed Assets Turnover Ratio (in times)	4.76	0.91	0.97	1.38	0.76	1.42	1.45
Net Debt to Total Equity (in times)	0.36	(0.01)	1.03	0.65	1.82	0.42	0.30
Net Working Capital Cycle (days)	162.51	82.74	151.30	107.37	127.70	150.07	164.42

Source: All the financial information for listed industry peers mentioned above is on consolidated basis and is sourced from the annual reports as available on BSE Limited for the Financial Year ending March 31, 2024.



c. For financial year ended March 31, 2023

Particulars	Gem Aromatics Limited	Clean Science & Technology Limited	Privi Speciality Chemicals Limited	Camlin Fine Sciences Limited	Yasho Industries Limited	S H Kelkar and Company Limited	Oriental Aromatics Limited
Revenue from Operations (₹ million)	4,247.93	9,357.99	16,078.20	16,815.64	6,715.52	16,865.20	8,490.73
Growth in revenue from operations (%)	35.14%	36.64%	14.54%	19.08%	9.61%	7.82%	(2.27)%
Gross Profit (₹ million)	1,074.10	6,098.44	6,468.30	8,683.33	2,563.36	6,818.40	2,723.02
Gross Margin (%)	25.29%	65.17%	40.23%	51.64%	38.17%	40.43%	32.07%
EBITDA (₹ million)	661.86	4,020.95	1,859.21	1,955.95	1,149.80	1,968.90	542.13
EBITDA Margin (%)	15.58%	42.97%	11.56%	11.63%	17.12%	11.67%	6.39%
Profit for the Year (₹ million)	446.72	2,951.76	212.78	398.10	678.68	629.50	197.43
Total Income (₹ million)	4,250.93	9,656.24	16,292.42	16,873.63	6,825.95	16,983.30	8,548.01
PAT Margin (%)	10.51%	30.57%	1.31%	2.36%	9.94%	3.71%	2.31%
Return on Equity (%)	24.88%	29.23%	2.57%	4.86%	28.52%	5.91%	3.16%
Return on Capital Employed (%)	22.85%	35.41%	4.14%	8.25%	16.95%	6.93%	3.95%
Gross Fixed Assets Turnover Ratio (in times)	7.66	1.52	0.97	1.51	1.65	1.33	1.94
Net Debt to Total Equity (in times)	0.44	(0.01)	1.25	0.83	1.27	0.47	0.34
Net Working Capital Cycle (days)	172.71	68.06	181.85	126.85	118.97	146.35	202.41

Source: All the financial information for listed industry peers mentioned above is on consolidated basis and is sourced from the annual reports as available on BSE Limited for the Financial Year ending March 31, 2023.

