



(Please scan the QR code to view the RHP)



GEM AROMATICS LIMITED

Our Company was originally incorporated as 'Gem Aromatics Private Limited' as a private limited company under the Companies Act, 1956, pursuant to certificate of incorporation dated October 3, 1997, issued by the Registrar of Companies, Mumbai at Maharashtra ("RoC"). Upon the conversion of our Company into a public limited company pursuant to a Board resolution dated July 13, 2023 and a Shareholders' resolution dated July 14, 2023, the name of our Company was changed to, 'Gem Aromatics Limited', and a fresh certificate of incorporation dated August 17, 2023, was issued by the RoC. For details of changes in name and registered office of our Company, see "History and Certain Corporate Matters – Brief history of our Company" and "History and Certain Corporate Matters – Changes in the registered office of our Company" on page 252 of the red herring prospectus dated August 12, 2025, ("RHP" or "Red Herring Prospectus") filed with the ROC.

Corporate Identification Number: U24246MH1997PLC111057
Registered Office: A/410, Kailas Complex, Vikhroli Powai Link Road, Park Site, Vikhroli (W), Mumbai – 400 079, Maharashtra, India; **Corporate Office:** A/503, Kailas Complex, Vikhroli Powai Link Road, Park Site, Vikhroli (West), Mumbai – 400 079, Maharashtra, India
Contact Person: Pooja Padam Bhandari, Company Secretary and Compliance Officer; **Tel:** +91 93221 21990; **E-mail:** secretarial@gemaromatics.in; **Website:** www.gemaromatics.com

THE PROMOTERS OF OUR COMPANY ARE VIPUL PAREKH, KAKSHA VIPUL PAREKH, YASH VIPUL PAREKH AND PAREKH FAMILY TRUST

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH ("EQUITY SHARES") OF GEM AROMATICS LIMITED ("COMPANY") FOR CASH AT A PRICE OF [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO [●] MILLION ("OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 1,750.00 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 8,500,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY THE SELLING SHAREHOLDERS ("OFFER FOR SALE") COMPRISING UP TO 3,234,727 EQUITY SHARES AGGREGATING UP TO [●] MILLION BY VIPUL PAREKH, UP TO 1,548,873 EQUITY SHARES AGGREGATING UP TO [●] MILLION BY KAKSHA VIPUL PAREKH, UP TO 1,591,400 EQUITY SHARES AGGREGATING UP TO [●] MILLION BY YASH VIPUL PAREKH (EACH, THE "PROMOTER SELLING SHAREHOLDER"), AND UP TO 2,125,000 EQUITY SHARES AGGREGATING UP TO [●] MILLION BY dōTERRA ENTERPRISES, SÄRL ("INVESTOR SELLING SHAREHOLDER", AND TOGETHER WITH THE PROMOTER SELLING SHAREHOLDERS, THE "SELLING SHAREHOLDERS", AND SUCH EQUITY SHARES, THE "OFFERED SHARES").

THE FACE VALUE OF EQUITY SHARES IS ₹ 2 EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS, AN ENGLISH LANGUAGE NATIONAL DAILY WITH WIDE CIRCULATION, ALL EDITIONS OF JANSATTA, A HINDI LANGUAGE NATIONAL DAILY WITH WIDE CIRCULATION AND MUMBAI EDITION OF NAVSHAKTI, A MARATHI DAILY NEWSPAPER WITH WIDE CIRCULATION (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH THE BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES, IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

DETAILS OF THE OFFER FOR SALE			
NAME OF THE SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OFFERED	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARES*(IN ₹)
Vipul Parekh	Promoter Selling Shareholder	Up to 3,234,727 Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million	0.61
Kaksha Vipul Parekh	Promoter Selling Shareholder	Up to 1,548,873 Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million	0.95
Yash Vipul Parekh	Promoter Selling Shareholder	Up to 1,591,400 Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million	0.81
dōTERRA Enterprises, SÄrl	Investor Selling Shareholder	Up to 2,125,000 Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million	38.90

*As certified by M/s Chhajer & Doshi, Chartered Accountants, by way of their certificate dated August 12, 2025.

PRICE BAND: ₹309 TO ₹325 PER EQUITY SHARE OF FACE VALUE OF ₹2 EACH.

THE FLOOR PRICE IS 154.50 TIMES THE FACE VALUE OF THE EQUITY SHARES AND THE CAP PRICE IS 162.50 TIMES THE FACE VALUE OF THE EQUITY SHARES.

THE PRICE TO EARNINGS RATIO BASED ON DILUTED EPS FOR FISCAL 2025 AT THE LOWER END OF THE PRICE BAND IS 27.13 TIMES AND AT THE UPPER END OF THE PRICE BAND IS 28.53 TIMES

BIDS CAN BE MADE FOR A MINIMUM OF 46 EQUITY SHARES AND IN MULTIPLES OF 46 EQUITY SHARES THEREAFTER.

WEIGHTED AVERAGE RETURN ON NET WORTH FOR LAST THREE FINANCIAL YEARS IS 20.79%.

BID/OFFER PERIOD	ANCHOR INVESTOR BIDDING DATE MONDAY, AUGUST 18, 2025*
	BID/OFFER OPENS ON TUESDAY, AUGUST 19, 2025*
	BID/OFFER CLOSES ON THURSDAY, AUGUST 21, 2025^

*Our Company in consultation with the BRLM and subject to applicable law, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/ Offer Opening Date.

^UPI mandate end time and date shall be 5:00 p.m. on the Bid/ Offer Closing Date.

We are manufacturer of specialty ingredients, including, essential oils, aroma chemicals and Value-Added Derivatives in India, offering a diversified portfolio of products, ranging from the Mother Ingredients to its various Value-Added Derivatives. Our products find application across a broad spectrum of industries, such as, oral care, cosmetics, nutraceuticals, pharmaceuticals, wellness and pain management and personal care.

The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations.

THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON THE MAIN BOARD OF THE BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED. NSE SHALL BE THE DESIGNATED STOCK EXCHANGE.

QIB Portion: Not more than 50% of the Offer | Non-Institutional Portion: Not less than 15% of the Offer
| Retail Portion: Not less than 35% of the Offer

In accordance with the recommendation of the Independent Directors of our Company, pursuant to their resolution dated August 12, 2025, the above provided price band is justified based on quantitative factors/ KPIs disclosed in the "Basis for the Offer Price" section on page 125 of the RHP vis-a-vis the weighted average cost of acquisition ("WACA") of primary and secondary transaction(s), as applicable, disclosed in "Basis for the Offer Price" section on page 125 of the RHP and provided below in the advertisement.

IN MAKING AN INVESTMENT DECISION, POTENTIAL INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RHP AND THE TERMS OF THE OFFER, INCLUDING THE RISKS INVOLVED AND NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION ABOUT THE OFFER AVAILABLE IN ANY MANNER.

In relation to Price Band, potential investors should only refer to this pre-offer and price band advertisement for the Offer and should not rely on any media articles/ reports in relation to the valuation of our Company.

RISK TO INVESTORS (For details refer to section titled “Risk Factors” on page 29 of the RHP)

1. **Negative Cash flow of ₹ 249.16 million in Fiscal 2025 from Operations**
Risk: We have had negative cash flows from operating activities in the past. In Fiscal 2025, the Company had the negative cash flow from operating activities of ₹ 249.16 million. The following table sets forth certain information relating to our net cash flows on a consolidated basis for the Fiscals indicated:

(₹ in million)

Particular	For the year ended March 31,		
	2025	2024	2023
Net cash flows from/ (used in) operating activities	(249.16)	401.31	153.05
Net cash flows from/ (used in) investing activities	(925.37)	(510.50)	(143.58)
Net cash flows from/ (used in) financing activities	1,026.38	153.60	64.37

Any negative cash flows in the future could adversely affect our ability to operate our business and implement our growth plans, thereby affecting our financial condition.

2. **Product Concentration Risk:** As of Fiscal 2025, Fiscal 2024 and Fiscal 2023, we derived 69.12%, 72.89% and 69.98%, respectively, of our revenue from operations from the sale of mint and mint derivatives product category. The table below sets out the revenues generated from sale of our key product categories and as a percentage of our revenue from operations:

(₹ in million)

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of revenue from operations
Mint and mint derivatives	3,483.32	69.12	3,297.90	72.89	2,972.56	69.98
Clove and clove derivatives	952.50	18.90	683.02	15.10	640.92	15.09
Phenol	140.86	2.80	17.54	0.39	1.58	0.04
Other synthetic and natural ingredients*	372.56	7.39	465.42	10.29	571.00	13.44
Total^	4,949.24	98.21	4,463.88	98.67	4,186.06	98.55

* Including eucalyptus, eucalyptol, lemon grass, amongst others.
^ Remaining percentage consists other operating revenues

Any decline in the demand for such product may have an adverse impact on our business, revenue and profitability.

3. Risk relating to Subsidiary: Our Company proposes to deploy certain portion of the Net Proceeds towards repayment of certain borrowings of our Subsidiary, Krystal Ingredients Private Limited, which has incurred losses in the past and has negative net worth as of March 31, 2025 and may not be able to achieve or maintain profitability in the future. Details of the losses incurred by our Subsidiary, Krystal Ingredients Private Limited and the net worth, for the Fiscal 2025, Fiscal 2024 and Fiscal 2023, are provided below:

(₹ in million)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Profit/loss after tax	(41.70)	(19.58)	(8.05)
Net worth	(75.80)	(34.10)	(14.52)

4. Revenue Dependence on Top 10 customers Risk: As of Fiscal 2025, Fiscal 2024 and Fiscal 2023, we derived 56.06%, 52.19% and 65.81%, respectively, of our revenue from operations from top 10 customers. As of Fiscal 2025, Fiscal 2024 and Fiscal 2023, we derived 7.97%, 18.89% and 20.27%, respectively, of our revenue from operations from our top customer dōTERRA Global Limited. The loss of all or a significant portion of sales to any of our top 10 customers, could have an adverse impact on our business, financial condition, results of operations, and cash flows.

5. Ongoing Litigation - Budaun Facility Related Risk: Our Company is involved in an on-going litigation where the State of Uttar Pradesh, Department of Finance and Revenue has filed a special leave petition before the Supreme Court of India aggrieved by the order dated October 7, 2021 passed by the High Court of Allahabad allowing a writ petition filed by our Company, restraining the State of Uttar Pradesh, Department of Finance and Revenue from proceeding against our Company. The Special Leave Petition is filed against our Company and others in relation to recovery of alleged outstanding trade tax and entry tax under the U.P. Trade Tax Act, 1948 from M/s Kanha Vanaspati Limited amounting to ₹ 176.48 million. Any adverse judgment in the proceedings could have a direct adverse impact on the manufacturing activities undertaken by us at the Budaun Facility and in turn have an adverse impact on our business, financial condition, results of operations and future cash flows.

6. Liquidation Proceedings against the Gopinath Dairy Products Private Limited ("Promoter Group Entity"): The State Bank of India filed an application under Section 7 of the Insolvency and Bankruptcy Code, 2016, as amended, against Gopinath Dairy Products Private Limited one of the members of our Promoter Group, for initiating corporate insolvency resolution process, as a result of the account of Gopinath Dairy Products Private Limited being declared a non-performing asset. Further, Lallubhai Hargovindas Chitalia, Krishna Lallubhai Chitalia and Rajesh Lallubhai Chitalia, individual members of our Promoter Group, along with Gopinath Dairy Products Private Limited, have been identified as wilful defaulters in their capacity as directors and guarantor of Gopinath Dairy Products Private Limited.

7. Raw Material Dependency on Top 5 and Top 10 Suppliers Risk: We have significant dependence on our top 10 suppliers for supply of raw materials, with whom we do not have long-term contracts for the purchase of raw materials. The table below sets forth the details of contributions towards our top 5 and top 10 suppliers as a percentage of total expense, for the periods indicated:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of total expense	Amount (₹ in million)	% of total expense	Amount (₹ in million)	% of total expense
Top 5 suppliers	1,668.61	38.72	2,107.55	54.51	1,400.35	37.96
Top 10 suppliers	2,280.65	52.92	2,652.70	68.61	1,909.67	51.76

8. Jurisdictional risk: We derive a significant portion of our revenue from operations cumulatively from 22 foreign countries, contributing towards 50.66%, 49.56% and 62.70% of our revenue from operations in Fiscal 2025, 2024 and 2023, respectively.

The table below sets forth our revenues from these 22 foreign countries where we export our products, in absolute terms and as a percentage of our total revenue from operations for the periods indicated:

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in million)	% of revenue from operations	Amount (₹ in million)	% of revenue from operations	Amount (₹ in million)	% of revenue from operations
USA	1,564.34	31.04	1,487.08	32.86	1,768.31	41.63
China	134.71	2.67	216.65	4.79	233.36	5.49
Brazil	322.94	6.41	212.94	4.71	135.34	3.19
Singapore	0.49	0.01	40.52	0.90	148.32	3.49
Rest of the world*	530.58	10.53	284.67	6.29	378.00	8.90
Total	2,553.06	50.66	2,241.86	49.56	2,663.33	62.70

*Rest of the world includes Australia, France, Indonesia, Ireland, Nepal, Netherlands, South Africa, Thailand, Spain, Germany, Uganda, United Kingdom, Hong Kong (Special Administrative regions of People’s republic of China), Italy, United Arab Emirates, Bulgaria, Israel and Switzerland.

Our revenues from these markets may decline as a result of increased competition, pricing pressures or fluctuations in the demand for or supply of our products. Our failure to effectively react to these situations could adversely affect our business, prospects, results of operations and financial condition.

9. Dependence on imported raw materials Risk: We currently rely on imported raw materials, such as, crude clove oil for a portion of our raw material requirements. In Fiscal 2025, 2024 and 2023, our imported raw materials contributed towards 37.63%, 42.61% and 34.12%, respectively, of our total cost of materials consumed. Any restrictions on import of raw materials and an increase in shipment cost may adversely impact our business, cash flows and results of operations.

10. Weighted average cost of acquisition of all shares transacted in last one year, 18 months and three years preceding the date of the RHP is:

Period	Weighted average cost of acquisition (in ₹)*#	Cap Price is ‘x’ times the weighted average cost of acquisition**	Range of acquisition price per Equity Share of face value of ₹ 2: lowest price – highest price (in ₹)#
Last one year preceding the date of the Red Herring Prospectus	Nil	NA	NA
Last 18 months preceding the date of the Red Herring Prospectus	Nil	NA	NA
Last three years preceding the date of the Red Herring Prospectus	Nil	NA	NA

*As certified by M/s Chhaged & Doshi, Chartered Accountants, by way of their certificate dated August 12, 2025.

**To be updated upon the finalization of the Price Band.

#As adjusted for Split of Equity Shares and Bonus Issue.

11. Average cost of acquisition of Equity Shares by our Promoters and the Selling Shareholders

The average cost of acquisition of Equity Shares by our Promoters (including the Promoter Selling Shareholders) and the Investor Selling Shareholder as at the date of the Red Herring Prospectus is:

Sr. No	Name	Number of Equity Shares of face value of ₹2 each held	Average cost of acquisition per Equity Share of face value of ₹ 2 (in ₹)*
Promoter			
1.	Vipul Parekh#	12,451,475	0.61
2.	Kaksha Vipul Parekh#	5,962,092	0.95
3.	Yash Vipul Parekh#	6,125,797	0.81
4.	Parekh Family Trust	10,600,000	Nil
Investor Selling Shareholder			
1.	dōTERRA Enterprises, Sàrl	11,713,144	38.90

*As certified by M/s Chhaged & Doshi, Chartered Accountants, by way of their certificate dated August 12, 2025.

#Also the Promoter Selling Shareholder

12. The BRLM associated with the Offer have handled 21 Public Issues in the past three years, out of which 4 Issues closed below the issue price:

Name of the BRLM	Total Issue	Issues closed below the issue price
Motilal Oswal Investment Advisors Limited	21	4

Additional Information for Investors

1. Our Company has not undertaken any pre-IPO placement and our Promoters or members of Promoter Group have not undertaken any transaction of shares aggregating up to 1% or more of the paid-up equity share capital of the Company from the date of the Draft Red Herring Prospectus ("DRHP") till date.

Name	Pre-Offer shareholding as at the date of Price Band advertisement		Post-Offer shareholding as at Allotment^			
	Number of Equity Shares of face value of ₹ 2 each	Percentage of pre-Offer Equity Share capital	At the lower end of the Price Band (₹309)		At the upper end of the Price Band (₹325)	
			Number of Equity Shares of face value of ₹ 2 each	Percentage of post Offer Equity Share capital	Number of Equity Shares of face value of ₹ 2 each	Percentage of post Offer Equity Share capital
Promoters						
Vipul Parekh*	12,451,475	26.58%	9,216,748	17.55%	9,216,748	17.64%
Kaksha Vipul Parekh*	5,962,092	12.73%	4,413,219	8.40%	4,413,219	8.45%
Yash Vipul Parekh*	6,125,797	13.07%	4,534,397	8.63%	4,534,397	8.68%
Parekh Family Trust	10,600,000	22.62%	10,600,000	20.18%	10,600,000	20.29%
Promoter Group						
Yash Vipul Parekh (HUF)	5	Negligible	5	Negligible	5	Negligible
Vruta Yash Parekh	5	Negligible	5	Negligible	5	Negligible
Prisha Yash Parekh	5	Negligible	5	Negligible	5	Negligible
Additional top 10 Shareholders						
dōTERRA Enterprises, Sàrl	11,713,144	25.00%	9,588,144	18.26%	9,588,144	18.36%

* Also the Promoter Selling Shareholder.

[^] Subject to completion of Offer and finalisation of the Allotment.

BASIS FOR THE OFFER PRICE



(you may scan the QR code for accessing the website of Motilal Oswal Investment Advisors Limited)

The "***Basis for the Offer Price***" on page 125 of the RHP has been updated as above. Please refer to the websites of the BRLM: www.motilaloswalgroup.com for the "***Basis for the Offer Price***" updated for the above price band .

The Price Band and the Offer Price will be determined by our Company, in consultation with the BRLM, on the basis of assessment of market demand for the Equity Shares of face value of ₹ 2 each offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 2 each and the Offer Price is [●] times the Floor Price and [●] times the Cap Price. Bidders should also see "*Risk Factors*", "*Our Business*", "*Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 29, 218, 286 and 348 of the RHP, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe that some of the qualitative factors and our strengths which form the basis for computing the Offer Price are:

- Established manufacturer of specialty ingredients, including, essential oils, aroma chemicals and Value-Added Derivatives in India

We are an established manufacturer of specialty ingredients, including, essential oils, aroma chemicals and Value-Added Derivatives in India with a track record of over two decades. Within the product categories in which we operate, we offer a diversified portfolio of products, ranging from the Mother Ingredients to its various Value-Added Derivatives. In India, we have a dominant presence in essential oil-based products and derivatives that are manufactured from mint, clove, eucalyptus oils and other essential oils. (Source: F&S Report)

- Wide product range with continuous product development and R&D capabilities

We have a wide and differentiated product category, which includes 70 products as of March 31, 2025, and is spread across our four product categories, namely, (i) mint and mint derivatives; (ii) clove and clove derivatives; (iii) phenol; and (iv) other synthetic and natural ingredients. We also have established manufacturing capabilities for new product categories like citral and are in the process of expanding our production capabilities in the same by expanding the capacity of our Dahej Facility.

- Long standing relationship with well-established customers in India and globally

In over two decades of our operations, we have established long-standing relationships with several well established Indian and global customers such as Colgate-Palmolive (India) Limited, Dabur India Limited, Patanjali Ayurved Limited, SH Kelkar and Company Limited, Rossari Biotech Limited, Symrise Private Limited, dōTERRA, Ventos So Brasil Eireli and Anhui Hautian Spices Co. Ltd. Some of the major players in toothpaste market includes Colgate, Close-up, Pepsodent, Sensodyne, Oral-B, Meswak, Dabur Red Toothpaste, Patanjali, Himalaya, among others. There is dominance of GEM Aromatics in the oral care segment with customers such as Colgate, Dabur, Patanjali. (Source: F&S Report)

- Strategically located Manufacturing Facilities with focus on sustainability

Our Budaun Facility is located in the heart of the Mint cultivation belt of India which includes Mentha Arvensis, Piperita, Spearmint and Mentha Citrata (Bergamot Mint) (species of flowering plant in the Mint family). (Source: F&S Report) Our Silvassa Facility is strategically located close to Jawaharlal Nehru Port in Nhava Sheva, Maharashtra and help reduce time for export shipments. (Source: F&S Report) This also reduces our import costs for raw materials that are imported from Indonesia, Germany, China, Rwanda and Madagascar. (Source: F&S Report) Our Dahej Facility will provide us access to phenol, with one of the largest suppliers of phenol in the vicinity. (Source: F&S Report)

- Experienced Promoters and management team

We are led by an experienced management team that we believe has the expertise and vision to manage and grow our business. Our Promoters and Directors, Vipul Parekh and Kaksha Vipul Parekh have been associated with our Company since incorporation and Yash Vipul Parekh has been associated with our Company since April 29, 2011. Under the leadership of our Promoters, we have been able to expand our operations and have established a significant presence in India and globally.

For further details, see "*Our Business – Competitive Strengths*" on page 222 of the RHP.

Quantitative Factors

Some of the information presented below relating to our Company is based on the Restated Consolidated Financial Information prepared in accordance with the SEBI ICDR Regulations. For further details, see "*Restated Consolidated Financial Information*" beginning on page 286 of the RHP .

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

A. Basic and Diluted Earnings per share for continuing operations ("EPS") (face value of each Equity Share in ₹)

Fiscal ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
2025	11.39	11.39	3
2024	10.69	10.69	2
2023	9.53	9.53	1
Weighted Average for the above three Fiscals	10.85	10.85	-

- Notes:
- Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights
 - Basic Earnings per Equity Share (₹) is calculated as restated profit for the year attributable to equity holders of our Company divided by weighted average number of Equity Shares outstanding during the year.
 - Diluted Earnings per Equity Share (₹) is calculated as restated profit for the year attributable to equity holders of our Company divided by weighted average number of Equity Shares outstanding during the year considered for deriving basic earnings per share and the weighted average number of Equity Shares during the year as adjusted for the effects of all dilutive potential Equity Shares during the year.
 - EPS has been calculated in accordance with the Indian Accounting Standard 33 'Earnings per share' notified under the Companies (Indian Accounting Standards) Rules, 2015.
 - The figures disclosed above for the financial years ended March 31, 2025, 2024 and 2023 are based on the Restated Consolidated Financial Information of the Company.
 - The face value of Equity Shares of the Company is ₹ 2. Equity Shares of face value of ₹ 10 each were sub-divided into Equity Shares of face value of ₹ 2 each authorized by the Board pursuant to the resolution at its meeting held on July 13, 2023 and the Shareholders pursuant to the special resolution at their meeting held on July 14, 2023. Furthermore, 37,928,233 fully paid up Equity Shares of face value ₹ 2 each has been issued as bonus shares in the ratio of 17:4 by utilising the balance in the securities premium account pursuant to a special resolution passed in the extraordinary general meeting of the Shareholders of the Company held on July 14, 2023.

B. Price/Earning ("P/E") ratio in relation to Price Band of ₹ 309 to ₹ 325 per Equity Share:

Particulars	P/E at the Floor Price (number of times)	P/E at the Cap Price (number of times)
Based on Basic EPS for Fiscal 2025*	27.13	28.53
Based on Diluted EPS for Fiscal 2025*	27.13	28.53

*Offer Price per Equity Share will be determined on conclusion of the Book Building Process.

C. Industry Peer Group P/E ratio

Based on the peer group information (excluding our Company) given below in this section, the highest P/E ratio, the lowest P/E ratio and the average P/E ratio is as follows:

Particulars	Industry P/E ratio
Highest	374.92
Lowest	36.97
Average	112.41

Notes:

The industry high and low has been considered from the industry peer set provided below. The industry composite has been circulated as the arithmetic average P/E of the industry peer set as given below.

D. Return on Net Worth ("RoNW")

Fiscal ended	RoNW (%)	Weight
2025	18.80	3
2024	21.73	2
2023	24.88	1
Weighted Average for the above three Fiscals	20.79	-

- Notes:
- Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.
 - Return on Net Worth (%) = Restated Net profit after tax for the year attributable to the owners of the Company divided by the Restated Net worth at the year end attributable to the owners of the Company.
 - Net worth has been defined as the aggregate value of the paid-up equity 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 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.
 - The figures disclosed above for the financial years ended March 31, 2025, 2024 and 2023 are based on the Restated Consolidated Financial Information of the Company.

E. Net Asset Value ("NAV") per Equity Share

Net Asset Value per Equity Share	Amount (₹)
As at March 31, 2025	60.61
After the Offer	
- At Floor Price	87.40
- At Cap Price	87.86
- At Offer Price*	[●]

*Offer Price per Equity Share will be determined on conclusion of the Book Building Process

Notes:

- Net Asset Value per Equity Share = Restated net worth for the year attributable to owners of the Company divided by weighted average number of equity shares for the year.
 - The figures disclosed above for the financial year ended March 31, 2025, are based on the Restated Consolidated Financial Information of the Company.
 - The face value of Equity Shares of the Company is ₹ 2. Equity shares of face value of ₹ 10 each were sub-divided into Equity Shares of face value of ₹ 2 each authorized by the Board pursuant to the resolution at its meeting held on July 13, 2023 and the Shareholders pursuant to the special resolution at their meeting held on July 14, 2023. Furthermore, 3,79,28,233 fully paid up equity shares of face value ₹ 2 each has been issued as bonus shares in the ratio of 17:4 by utilising the balance in securities premium account pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the company held on July 14, 2023.
- For further details, see "*Other Financial Information*" beginning on page 346 of the RHP.

F. Comparison with Listed Industry Peers

Following is the comparison with our peer group companies listed in India and in the same line of business as our Company:

Name of the Company	Face Value (₹ per share)	Closing price on July 11, 2025	Total Revenue (in ₹ million)	EPS (₹ per share)		Return On Net Worth (in %)	NAV (₹ per share)	P/E
				Basic	Diluted			
Gem Aromatics Limited*	2	NA	5,039.53	11.39	11.39	18.80	60.61	NA [‡]
Clean Science and Technology Limited	1	1,426.25	9,666.44	24.88	24.88	18.67	133.29	57.33
Privi Speciality Chemicals Limited	10	2,417.75	21,011.91	47.87	47.87	16.95	282.47	50.51
Carmlin Fine Sciences Limited	1	294.65	16,665.27	(8.03)	(7.95)	(16.01)	46.23	NM [¶]
Yasho Industries Limited	10	1,994.55	6,685.00	5.32	5.32	1.46	348.09	374.92
S H Kelkar and Company Limited	10	228.60	21,234.00	5.40	5.40	5.83	90.66	42.33
Oriental Aromatics Limited	5	377.05	9,282.56	10.20	10.20	5.20	196.20	36.97

*Financial information for Gem Aromatics Limited is derived from the Restated Consolidated Financial Information for the year ended March 31, 2025.

[‡] To be included post finalization of the Offer Price.

[¶] Not meaningful. EPS is negative.

Notes:

- 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, 2025.
- P/E ratio is calculated based on market price of equity shares on closing of July 11, 2025 on BSE Limited divided by diluted EPS for year ended March 31, 2025.
- Basic and Diluted EPS as reported in the annual report of the listed peer company as available on BSE Limited for the financial year ended March 31, 2025.
- Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company divided by net worth at the year ended March 31, 2025 attributable to the owners of the Company.
- Net asset value per equity share is computed as net worth attributable to owners of the Company divided by weighted average number of shares outstanding during the year.
- Net worth has been defined as the aggregate value of the paid-up equity 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 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 in accordance with Regulation 2(1)(hh) of the SEBI/ICDR Regulations, as amended.

Rationale for selection of listed industry peers

We are an established manufacturer of specialty ingredients, including, essential oils, aroma chemicals and Value-Added Derivatives. Our products find application across a broad spectrum of industries, such as, oral care, cosmetics, nutraceuticals, pharmaceuticals, wellness and pain management and personal care. We supply our essential oil products to flavour & fragrance ingredient houses like Firmenich SA, Givaudan, Symrise AG, and International Flavors & Fragrances, Inc. (Source: F&S Report). Our peers also operate in the specialty ingredient space, and some peers cater to similar spectrum of industries.

G. Key Performance Indicators

The table below sets forth the details of KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. All the KPIs disclosed below have been approved by a resolution of our Audit Committee dated August 12, 2025 and certified by our Managing Director on behalf of the management of our Company by way of certificate dated August 12, 2025. The management and the Audit Committee have confirmed that the KPIs disclosed below have been identified and disclosed in accordance with the SEBI/ICDR Regulations and the SEBI circular on the industry standards note on key performance indicators disclosures in the draft offer documents and offer documents dated February 28, 2025, in the Red Herring Prospectus. Further, the management and Audit Committee have confirmed and taken on record that (a) no KPIs have been shared by our Company with any investors in the three years prior to filing of the Red Herring Prospectus, and (b) verified details of the aforementioned KPIs have been included in this section. Further, the KPIs herein have been certified by M/s Chhajed & Doshi, Chartered Accountants pursuant to certificate dated August 12, 2025. This certificate has been designated as a material document for inspection in connection with the Offer. See "*Material Contracts and Documents for Inspection*" beginning on page 472 of the RHP.

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help it in analyzing the growth of various verticals in comparison to its peers.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once a year (or any lesser period as may be determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchanges or till the utilisation of the Offer Proceeds as per the disclosure made in the section "*Objects of the Offer*" beginning on page 115 of the Red Herring Prospectus, whichever is later, or for such other duration as required under the SEBI/ICDR Regulations.

Details of our KPIs for the Fiscals 2025, 2024 and 2023 are set out below:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 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 –

- Revenue from operations means the Revenue from operations for the year
- 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
- 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
- Gross Margin is calculated as Gross Profit divided by Revenue from operations
- 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
- EBITDA Margin is calculated as EBITDA divided by Revenue from operations
- Profit after tax (PAT) Margin is calculated as profit/ (loss) for the year divided by total income
- 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)
- 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.
- 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
- 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
- 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.

Continued from previous page.

The list of KPIs along with brief description on the historic use of the KPIs by our Company to analyze, track or monitor the operational and/or financial performance of our Company is below:

S.No.	KPI	Explanation
1.	Revenue from Operations (₹ million)	Revenue from operations is used by the management to track the revenue profile of the business and in turn helps assess the overall financial performance of the Company and size of the business.
2.	Growth in revenue from operations (%)	Growth in Revenue from operations provides information regarding the growth of the business for the respective period.
3.	Gross Profit (₹ million)	Gross profit provides information regarding the profits earned by reducing the material cost from Revenue from operations.
4.	Gross Margin (%)	Gross profit margin is an indicator of the profitability on Revenue from Operations.
5.	EBITDA (₹ million)	EBITDA provides information regarding the operational efficiency of the business of the Company.
6.	EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability of the business before interest, depreciation, amortisation, and taxes and financial performance of the business.
7.	PAT Margin (%)	PAT Margin is used for tracking the profit(loss) from continuing operations after tax generated per unit of revenue which enables the company to monitor the overall results of operations, financial health and viability of the company.
8.	Return on Equity (%)	Return on Equity provides how efficiently our Company generates profits from shareholders' funds.
9.	Return on Capital Employed (%)	Return on Capital Employed provides how efficiently our Company generates earnings from the capital employed in the business.
10.	Gross Fixed Assets Turnover Ratio (in times)	Gross Fixed Assets Turnover Ratio measures the efficiency with which a company generates sales from its existing property, plant and equipment.
11.	Net Debt to Total Equity (in times)	Net Debt to Total Equity is a key indicator of a company's financial health and stability, and is also known as a gearing ratio or leverage ratio.
12.	Net Working Capital Cycle (days)	Net Working Capital Cycle measures the conversion of working capital into cash, reflecting liquidity and operational efficiency.

We believe that the KPIs, disclosed above, are the only relevant and material KPIs pertaining to our Company which may have a bearing on the Offer Price.

The other operational metrics of our Company have been disclosed in sections, see **“Our Business”** and **“Industry Overview”** and **“Management’s Discussion and Analysis of Financial Position and Results of Operations”** beginning on pages 218, 151 and 348 of the RHP, respectively.

H. Comparison of its KPIs with Listed Industry Peers

The following tables provides a comparison of our KPIs with our listed peers for the Fiscal indicated, which has been determined on the basis of companies listed on the Indian stock exchanges of comparable size to our Company, operating in the same industry as our Company and whose business model is similar to our business model.

For the 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 Period (₹ 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 available on BSE Limited for the Financial Year ending March 31, 2025.

For the 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 Period (₹ 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.

For the 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 Period (₹ 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

AN INDICATIVE TIMETABLE IN RESPECT OF THE OFFER IS SET OUT BELOW:

Submission of Bids (other than Bids from Anchor Investors):		* UPI mandate end time shall be 5:00 p.m. on the Bid/ Offer Closing Date.
Bid/Offer Period (except the Bid/Offer Closing Date)		* QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their Bids.
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST	
Bid/Offer Closing Date*		Bid / Offer Period:
Submission of electronic applications (Online ASBA through 3-in-1 accounts) - For Retail Individual Bidders	Only between 10.00 a.m. and up to 5.00 p.m. IST	Event
Submission of electronic applications (Bank ASBA through Online channels like internet banking, mobile banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹0.50 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST	Bid/Offer opens on
Submission of electronic applications (Syndicate non-retail, non-individual applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST	Bid/Offer closes on
Submission of physical applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST	Finalisation of Basis of Allotment with the Designated Stock Exchange
Submission of physical applications (Syndicate non-retail, non-individual applications) where Bid Amount is more than ₹0.50 million	Only between 10.00 a.m. and up to 12.00 p.m. IST	On or about Friday, August 22, 2025
Modification/ revision/cancellation of Bids		Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account
Upward revision of Bids by QIBs and Non-Institutional Bidders categories*	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/Offer Closing Date	Credit of Equity Shares to demat accounts of Allottees
Upward or downward revision of Bids or cancellation of Bids by Retail Individual Bidders	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Offer Closing Date	On or about Monday, August 25, 2025
		Commencement of trading of the Equity Shares on the Stock Exchanges
		On or about Tuesday, August 26, 2025

ASBA*

Simple, Safe, Smart way of Application!!!

UPI

UNITED PAYMENTS INTERFACE

UPI-Now available in ASBA for Retail Individual Investors and Non Institutional Investor applying in public issues where the application amount is up to ₹ 500,000, applying through Registered Brokers, Syndicate, CDPs & RTAs. Retail Individual Investors and Non-Institutional Investors also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021 read with press release dated September 17, 2021, CBDT Circular No. 3 of 2023 dated March 28, 2023.

*Applications Supported by Blocked Amount (“ASBA”) is a better way of applying to offers by simply blocking the fund in the bank account. For further details, check section on ASBA.

Mandatory in public issues.

No cheque will be accepted.

ASBA has to be availed by all the investors except Anchor Investors. UPI may be availed by (i) Retail Individual Investors in the Retail Category; (ii) Non-Institutional Investors with an application size of up to ₹ 500,000 in the Non-Institutional Portion. For details on the ASBA and UPI process, please refer to the details given in the Bid Cum Application Form and abridged prospectus and also please refer to the section “Offer Procedure” on page 415 of the RHP. The process is also available on the website of Association of Investment Bankers of India (“AIBI”) and Stock Exchanges and in the General Information Document. The Bid Cum Application Form and the Abridged Prospectus can be downloaded from the websites of BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), and together with BSE, the “Stock Exchanges”) and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFp=yes&intmid=35 and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFp=yes&intmid=43>, respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: www.sebi.gov.in. UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. Axis Bank Limited and ICICI Bank Limited have been appointed as the Sponsor Banks for the Offer, in accordance with the requirements of SEBI circular dated November 1, 2018 as amended. For Offer related queries, please contact the BRLM on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 18001201740 and mail id: ipo.upto@npci.org.in.

In case of any revision in the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the website of the BRLM and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Banks, as applicable.

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”), read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”) (the “QIB Portion”), provided that our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLM, in accordance with the SEBI ICDR Regulations (the “Anchor Investor Portion”), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors (“Anchor Investor Allocation Price”). In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (the “Net QIB Portion”). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Investors (“Non-Institutional Portion”) of which one-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 1.00 million and undersubscription in either of these two sub-categories of the Non-Institutional Portion may be allocated to Bidders in the other sub-category of the Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Offer shall be available for allocation to Retail Individual Investors (“Retail Portion”), in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders (except Anchor Investors) shall mandatorily participate in this Offer only through the Application Supported by Blocked Amount (“ASBA”) process and shall provide details of their respective bank account (including UPI ID (defined hereinafter) in case of UPI Bidders (defined hereinafter) in which the Bid Amount will be blocked by the Self Certified Syndicate Banks (“SCSBs”) or pursuant to the UPI Mechanism, as the case may be. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see “Offer Procedure” beginning on page 415 of the RHP.

Bidders/Applicants should ensure that DP ID, PAN and the Client ID and UPI ID (for UPI Bidders bidding through UPI Mechanism) are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN, Client ID and UPI ID available for UPI Bidders bidding through the UPI Mechanism in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID, Client ID and UPI ID (for UPI Bidders bidding through the UPI Mechanism) as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.

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.

Business Profile of the Listed Peers*

- Clean Science and Technology Limited:** Clean Science and Technology Limited (referred to as ‘CSTL’ or ‘the company’), is a technology-driven company. The company's primary focus is on manufacturing critical specialty chemicals for various end-user industries and everyday product verticals.
- Privi Speciality Chemicals Limited:** Privi Speciality Chemicals Ltd (Privi) leads as a largest manufacturer and exporter of aroma chemicals in India.
- Camlin Fine Sciences Limited:** The company along with its subsidiaries, is engaged in research, development, manufacturing and marketing of specialty chemicals, ingredients and additive blends which are in the broad product portfolio of: (i) Shelf-Life Solutions (ii) Aroma Ingredients (iii) Performance Chemicals and (iv) Health and Wellness.
- Yasho Industries Limited:** A prominent supplier of specialty chemicals to industry leaders across diverse sectors.
- S H Kelkar and Company Limited:** An Indian-origin fragrance and flavour company in India. The company's flavours and fragrances are sold under SHK, Cobra and Keva brands and find applications in various industries like personal care, fabric care, home care, fine fragrances, bakery products, dairy, pharmaceuticals, and other food and beverages.
- Oriental Aromatics Limited:** Manufacturers of fragrances, flavours, aroma chemicals, camphor, and terpene chemicals.

*Source: Annual Report of the listed peers for Fiscal 2025

- Comparison of KPIs over time based on additions or dispositions to the business**
Our Company has not undertaken a material acquisition or disposition of assets / business for the periods that are covered by the KPIs and accordingly, no comparison of KPIs over time based on additions or dispositions to the business, have been provided.
- Disclosures in relation to valuation of our Company**
 - The price per share of our Company based on the primary / new issue of shares (equity / convertible securities)**
There has been no issuance of Equity Shares or convertible securities, excluding the issuance of bonus shares, during the 18 months preceding the date of the Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days.
 - The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities)**
There have been no secondary sale / acquisitions of Equity Shares or any convertible securities, where the Promoters, members of the Promoter Group, Selling Shareholders, or Shareholder(s) having the right to nominate director(s) on the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of the Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days.
 - Price per share based on last five primary or secondary transactions**
Since there are no such transactions to report to under (a) and (b), therefore, information based on last five primary or secondary transactions (secondary transactions where Promoters / Promoter Group entities or Selling Shareholders or Shareholder(s) having the right to nominate director(s) on the Board of our Company, are a party to the transaction), not older than three years prior to the date of the Red Herring Prospectus irrespective of the size of transactions, is as below:

Primary transactions:

The details of primary transactions in the last three years preceding the date of the Red Herring Prospectus:

Date of Allotment	Number of Equity Shares	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of allotment	Nature of consideration	Total Consideration (in ₹ million)
July 14, 2023	37,928,233	2	NA	Bonus Issue	NA	Nil
Weighted average cost of acquisition (WACA) (primary issuances) (₹ per Equity Share)						Nil

As certified by our Statutory Auditor, pursuant to their certificate dated August 12, 2025.

Secondary acquisition:

Except as disclosed below, there have been no secondary transactions in which Promoters, members of the Promoter Group, Selling Shareholders are a party to the transaction, in the last three years preceding the date of the Red Herring Prospectus:

Date of Transfer	Name of Transferee	Name of Transferor	Number of Equity Shares	Face value per equity share (₹)	Price Equity Shares	Nature of transaction	Nature of consideration	Total Consideration (in ₹ million)
July 4, 2023	Vruta Yash Parekh	Yash Vipul Parekh	1	10	Nil	Transfer by way of gift	NA	Nil
July 4, 2023	Prisha Yash Parekh	Yash Vipul Parekh	1	10	Nil	Transfer by way of gift	NA	Nil
July 4, 2023	Yash Vipul Parekh (HUF)	Yash Vipul Parekh	1	10	Nil	Transfer by way of gift	NA	Nil
October 5, 2023	Parekh Family Trust	Vipul Parekh	10,600,000	2	Nil	Transfer by way of gift	NA	Nil
October 16, 2023	Vipul Parekh	Yash Vipul Parekh	3,000,000	2	Nil	Transfer by way of gift	NA	Nil
October 17, 2023	Vipul Parekh	Kaksha Vipul Parekh	3,000,000	2	Nil	Transfer by way of gift	NA	Nil
Weighted average cost of acquisition (WACA) (Secondary issuances) (₹ per Equity Share)								Nil

As certified by our Statutory Auditor, pursuant to their certificate dated August 12, 2025.

Weighted average cost of acquisition, floor price and cap price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)*	Floor price (₹)	Cap price (₹)
WACA of Primary Transactions	NA	NA	NA
WACA of Secondary Transactions	NA	NA	NA

Since there were no Primary Transactions or Secondary Transactions during the 18 months preceding the date of filing of the Red Herring Prospectus, the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions (where promoters/promoter group entities or the Investor Selling Shareholder or shareholder(s) having the right to nominate director(s) on the Board), are a party to the transaction, not older than three years prior to the date of the Red Herring Prospectus irrespective of the size of the transaction

-Based on primary transactions	Nil	NA	NA
-Based on secondary transactions	Nil	NA	NA

* As certified by M/s Chhajer & Doshi, Chartered Accountants, by way of their certificate dated August 12, 2025.

K. Justification for Basis for Offer Price

Explanation for Cap Price and WACA of Primary Issuance/ Secondary Transactions of Equity Shares of face value of ₹2 each (as disclosed above) along with our Company's KPIs and financial ratios for Fiscals 2025, 2024 and 2023 in view of the external factors which may have influenced the pricing of the Offer:

- We are an established manufacturer of specialty ingredients, including, essential oils, aroma chemicals and Value-Added Derivatives in India with a track record of over two decades.
- We have a wide and differentiated product category, which includes 70 products as of March 31, 2025, and is spread across our four product categories, namely, (i) mint and mint derivatives; (ii) clove and clove derivatives; (iii) phenol; and (iv) other synthetic and natural ingredients.
- We are one of the prominent essential oils and Value-Added Derivatives manufacturers in India, based on value and volume manufactured, specializing in products that are derived from mint and clove oil. (Source: F&S Report)
- Our track record, diverse product portfolio and brand recall has helped us establish several leadership positions within our product portfolio, for instance, in India, we have a dominant presence in essential oil-based products and derivatives that are manufactured from mint, clove, eucalyptus oils and other essential oils. (Source: F&S Report)
- The largest segments under essential oil are – Orange oil, Mint oil, Clove oil, and Eucalyptus oil. We are present in three of the four major categories. (Source: F&S Report)
- During FY 2025 in India, we were one of the largest procurers of Piperta oil, and one of the largest processors of Piperta oil, and one of the largest processors of DMO, Clove oil, Eugenol and Eucalyptus Oil in terms of volume manufactured. (Source: F&S Report)
- As on FY 2025, our share of DMO and Eugenol in India was 12% and 65%, respectively, in terms of volume manufactured. (Source: F&S Report)
- We are among the leading supplier in many of the product lines that we operate in. (Source: F&S Report)
- Our Company has achieved forward integration from Guiaacol to Eugenol derivatives, marking a significant breakthrough in the industry. (Source: F&S Report) This achievement is made possible through the in-house development of a specialized catalyst. (Source: F&S Report)

L. The Offer price is [●] times of the face value of the Equity Shares having face value of ₹ 2

The Offer Price of ₹ [●] has been determined by our Company, in consultation with the BRLM on the basis of the demand from investors for the Equity Shares through the Book Building process. The Offer price is justified in view of

...continued from previous page.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE OFFER	COMPANY SECRETARY AND COMPLIANCE OFFICER
<div><p>Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel,ST Depot, Prabhadevi, Mumbai – 400 025, Maharashtra, India; Telephone: +91 22 7193 4380; E-mail: gem.ipo@motilaloswal.com Website: www.motilaloswalgroup.com; Investor grievance e-mail: moiaplnredressal@motilaloswal.com Contact person: Sukant Goel / Ronak Shah; SEBI registration no.: INM000011005</p></div>	<div><p>KFin Technologies Limited Selenium Tower B, Plot No. 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana, India.; Tel: +91 40 67162222; E-mail: gem.ipo@kfintech.com Website: www.kfintech.com; Investor grievance e-mail: einward.ris@kfintech.com Contact Person: M. Murali Krishna; SEBI registration number.: INR000000221</p></div>	<div><p>Pooja Padam Bhandari A/410, Kailas Complex, Vikhroli Powai Link Road, Park Site, Vikhroli (W), Mumbai – 400 079, Maharashtra, India; Telephone: +91 93221 21990; E-mail: secretarial@gemaromatics.in</p><hr/><p>Bidders can contact our Company Secretary and Compliance Officer, or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer-related queries and for redressal of complaints, investors may also write to the Book Running Lead Managers.</p></div>

AVAILABILITY OF THE RHP: Investors are advised to refer to the RHP and the **“Risk Factors”** beginning on page 29 of the RHP before applying in the Offer. A copy of the RHP will be made available on the website of SEBI at www.sebi.gov.in and is available on the websites of the BRLM, Motilal Oswal Investment Advisors Limited at www.motilaloswalgroup.com and at the website of the Company, GEM AROMATICS LIMITED at www.gemaromatics.com and the websites of the Stock Exchanges, for BSE at www.bseindia.com and for NSE Limited at www.nseindia.com.

AVAILABILITY OF THE ABRIDGED PROSPECTUS: A copy of the Abridged Prospectus shall be available on the website of the Company, the BRLM and the Registrar to the Offer at: www.motilaloswalgroup.com and www.kfintech.com, respectively.

AVAILABILITY OF BID CUM APPLICATION FORM: Bid cum Application Form can be obtained from the Registered and Corporate Office of our Company, **GEM AROMATICS LIMITED:** Tel: +91 93221 21990; **BRLM:** Motilal Oswal Investment Advisors Limited Tel: +91 22 7193 4380 and **Syndicate Member:** Motilal Oswal Financial Services Limited at www.motilaloswalgroup.com, Registered Brokers, SCSBs, Designated RTA Locations and Designated CDP Locations for participating in the Offer. Bid cum Application Forms will also be available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and at all the Designated Branches of SCSBs, the list of which is available on the websites of the Stock Exchanges and SEBI.

SUB-SYNDICATE MEMBERS: Almondz Global Securities Limited; Anand Rathi Share & Stock Brokers Limited; Asit C. Mehta Investment Intermediates Limited; Axis Capital Limited; Centrum Broking Limited; Dalal & Broacha Stock Broking Private Limited; Finwizard Technology Private Limited; HDFC Securities Limited; ICICI Securities Limited;

IIFL Capital Limited; JM Financial Services Limited; KJMC Capital Market Services Limited; Kotak Securities Limited; LKP Securities Limited; Nuvama Wealth and Investment Limited; Prabhudas Lilladher Private Limited; Pravin Ratilal Share And Stock Brokers Limited; RR Equity Brokers Private Limited; SBI Cap Securities Limited; Sharekhan Limited; SMC Global Securities Limited; SS Corporate Securities Limited; Tradebulls Securities Private Limited; Upstox Securities Private Limited; Yes Securities (India) Limited.

SPONSOR BANKS: ICICI Bank Limited and Axis Bank Limited

PUBLIC OFFER ACCOUNT BANKS: ICICI Bank Limited

ESCROW COLLECTION BANK AND REFUND BANK: Axis Bank Limited

UPI: UPI Bidders can also Bid through UPI Mechanism.

All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

Place: Mumbai

Date: August 12, 2025

For **GEM AROMATICS LIMITED**
On behalf of the Board of Directors
Sd/-
Pooja Padam Bhandari
Company Secretary and Compliance Officer

GEM AROMATICS LIMITED is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has filed a red herring prospectus dated August 12, 2025 with the RoC. The RHP is made available on the website of the SEBI at www.sebi.gov.in as well as on the website of the BRLM i.e., Motilal Oswal Investment Advisors Limited at www.motilaloswalgroup.com, the website of the NSE at www.nseindia.com and the website of the BSE at www.bseindia.com and the website of the Company at www.gemaromatics.com. Any potential investor should note that investment in equity shares involves a high degree of risk and for details relating to such risks, please see the section **“Risk Factors”** beginning on page 29 of the RHP. Potential investors should not rely on the DRHP for making any investment decision but should only rely on the information included in the RHP filed by the Company with the RoC.

The Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (**"U.S. Securities Act"**) or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in "offshore transactions" as defined in and in reliance on Regulation S and the applicable laws of each jurisdictions where such offers and sales are made.