



Gem Aromatics Limited

Manufacturer & Exporters of Essential Oils & Aromatics Chemicals

Registered Office: A/410-411, A-Wing, Kailash Ind. Complex, Powai Vikhroli link Rd, Vikhroli West,
Mumbai-400079. Maharashtra, India, Tel No: +91-2225185231/25185931
CIN: L24246MH1997PLC111057

Date: June 23, 2026

To
Listing / Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

BSE CODE: 544491

To
Listing / Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (E), Mumbai - 400 051
NSE SYMBOL: GEMAROMA

Sub.: Outcome of the Board Meeting of Gem Aromatics Limited held on June 23, 2026.

Ref: Regulation 30 (read with Schedule III - Part A, Para A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

This is to inform you that the Board of Directors of Gem Aromatics Limited, in its meeting held today, i.e., on Tuesday, June 23, 2026, has inter alia considered and approved the following: -

- i. Considered and approved the Re-appointment of M/s. RANK & Associates, Internal Auditor of the Company for the Financial Year 2026-27;

The relevant details in terms of SEBI master circular are attached herewith as '**Annexure I**'.

- ii. Considered and approved the Appointment of M/s. N. L. Bhatia & Associates, Practicing Company Secretaries, (UIN. P199611H055800) as the Secretarial Auditors of the Company;

The relevant details in terms of SEBI master circular are attached herewith as '**Annexure II**'.

- iii. Considered and approved the Incorporation of a Wholly Owned Subsidiary in Brazil;

The relevant details in terms of SEBI master circular are attached herewith as '**Annexure III**'.

This same is also being uploaded on the Company's website at www.gemaromatics.com

The meeting of the Board of Directors commenced at 15:16 and concluded at 15:35.

Thanking you,

For Gem Aromatics Limited

Akshita Deepak Gohil
Company Secretary & Compliance Officer
Enclosed: As Above



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Annexure I

Details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI Master circular SEBI/HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026.

Sr. No.	Particulars	Details
1.	Name of the Auditor	M/s. RANK & Associates
2.	Reason for change viz. appointment , reappointment, resignation, removal, death or otherwise	Re-appointment of M/s. RANK & Associates, as an Internal Auditor of the Company.
3.	Date of reappointment, appointment cessation & Term of reappointment, appointment	Internal Auditor is re-appointed for the Financial Year 2026-2027 at the Board Meeting held on June 23, 2026.
4.	Brief Profile (in case of appointment)	RANK & Associates is a firm with a legacy of over 45 years, empanelled as a Category I firm with the Comptroller & Auditor General of India (CAG) and the Reserve Bank of India (RBI), with a team of 125+ professionals including 20+ Chartered Accountants across offices in Mumbai, Bengaluru, Ahmedabad, Hyderabad and Dubai. The firm brings extensive experience in Internal Audit, Internal Financial Controls (IFC) reporting, Systems Audit and Management Audit, having delivered 800+ assignments for 250+ corporates across diverse sectors.
5.	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable



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Annexure II

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Sr. No.	Particulars	Details
1.	Name of the Auditor	M/s. N. L. Bhatia & Associates, Practicing Company Secretaries, (UIN. P199611H055800) as a Secretarial Auditor of the Company.
2.	Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise	Appointment of M/s. N. L. Bhatia & Associates, Practicing Company Secretaries, (UIN. P199611H055800) as a Secretarial Auditor of the Company.
3.	Date of appointment, appointment / reappointment / cessation & Term of appointment, appointment/reappointment	M/s. N. L. Bhatia & Associates as a Secretarial Auditor of the Company at the Board Meeting held on June 23, 2026, for the first term of 5 (five) consecutive years commencing from FY 2026-27 till FY 2030-31, subject to approval of Members of the Company.
4.	Brief Profile (in case of appointment)	N. L. Bhatia & Associates is one of the Oldest Practicing Company Secretaries (PCS) firm founded in the year 1996. With a collective experience of over half a Century, the Firms' partners have been at the forefront of the professions evolution, thus giving them a solid foundation. Our eagle-eye approach has set a benchmark for the industry and helped us in providing the right guidance to our clients.
5.	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable



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Annexure III

Details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI Master circular SEBI/HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026.

Sr. No	Particulars	Details
1	Name of the entity, date & country of incorporation, etc.	Name of the proposed company: The proposed company shall be incorporated with such name as may be approved by the regulatory authorities. The necessary update with respect to the name of the company and date of incorporation will be given once the Wholly Owned Subsidiary is incorporated. Country of incorporation: Brazil
2	Name of holding company of the incorporated company and relation with the listed entity	Name of the proposed holding company: Gem Aromatics Limited Relation with the listed entity: The proposed company shall be incorporated as a Wholly Owned Subsidiary of the Company.
3	Industry to which the entity being incorporated belongs	Chemical industry
4	Brief background about the entity incorporated in terms of products / line of business products / line of business	The proposed entity will be engaged in the business of distribution of Essential oils, Aromatic chemicals and Specialty chemicals for Gem Aromatics Limited and its material Wholly Owned Subsidiary Krystal Ingredients Private Limited.
5	Brief details of any governmental or regulatory approvals required for the incorporation.	Incorporation of the Foreign Wholly Owned Subsidiary will be as per the applicable provisions of the Foreign Exchange Management Act & Regulations made thereunder, Reserve Bank of India Regulations/Guidelines, other such authorities in or outside India and subject to the necessary regulatory approvals/licences as may be required from the appropriate Authority(ies) in Brazil.



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6	Nature of consideration - whether cash consideration or share swap and details of the same	The entity is proposed to be incorporated with an equity investment of up to ₹2,00,00,000 (Rupees Two Crore Only) through Overseas Direct Investment (ODI), along with a Standby Letter of Credit (SBLC) of up to ₹15,00,00,000 (Rupees Fifteen Crore Only), to be infused in one or more tranches, in accordance with applicable local laws, regulations, and statutory requirements.
7	Cost of subscription / price at which the shares are subscribed	Necessary update will be given once the proposed company is incorporated.
8	Percentage of shareholding / control by the listed entity and / or number of shares allotted	100% Subscription to the share capital