Date: July 28, 2026

**To**
Listing / Compliance Department
**BSE Limited**
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400001

**BSE SCRIP CODE: 544491**

**To**
Listing / Compliance Department
**National Stock Exchange of India Limited**
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (E), Mumbai – 400051
**NSE SYMBOL: GEMAROMA**

Dear Sir/ Madam,

**Subject: Notice of the 29th Annual General Meeting of the Company for the Financial Year 2025-26.**

Pursuant to the provisions of Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the 29th Annual General Meeting (AGM) of the Company will be held on Wednesday, August 19, 2026, at 11:30 A.M. IST through Video Conferencing/ Other Audio Visual Means ("VC/ OAVM"). Please find enclosed the copy of the Notice of 29th AGM for the Financial Year 2025-26 of the Company.

The Notice of the 29th AGM is also being uploaded on the website of the Company at www.gemaromatics.com.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

**For Gem Aromatics Limited**

AKSHITA DEEPAK GOHIL
Digitally signed by AKSHITA DEEPAK GOHIL
Date: 2026.07.28 13:14:55 +05'30'

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

# Notice

Of the 29th (Twenty-Ninth) Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT THE 29TH (TWENTY NINTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF GEM AROMATICS LIMITED (THE "COMPANY") WILL BE HELD ON WEDNESDAY, 19TH DAY OF AUGUST, 2026 AT 11:30 A.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:**

## ORDINARY BUSINESS:

**1. To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors ("the Board") and the Auditors thereon**

To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

**2. To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, and the Report of the Auditors thereon**

To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the Report of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

**3. To appoint a director in place of Mrs. Kaksha Vipul Parekh (DIN: 00235998), who retires by rotation and being eligible, offers herself for re-appointment**

To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, or other applicable provisions, if any, Mrs. Kaksha Vipul Parekh (DIN: 00235998), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company."

**4. To appoint Mr. Yash Parekh (DIN: 03514313), who retires by rotation and being eligible, offers himself for re-appointment**

To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, or other applicable provisions, if any, Mr. Yash Parekh (DIN: 03514313), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

## SPECIAL BUSINESS:

**5. To appoint Mr. Dinesh Vasu Thekkepanakkal, (DIN: 11654033) as a Director of the Company**

To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other rules made thereunder, and in accordance with the Articles of Association of the Company, Mr. Dinesh Vasu Thekkepanakkal, (DIN: 11654033) was appointed by the Board of Directors as an Additional (Whole-Time) Director of the Company with effect from May 21, 2026 and holds office up to the date of approval of the Members, and in this regard, the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Dinesh Vasu Thekkepanakkal as a Director of the Company, liable to retire by rotation, on such remuneration and upon such terms and conditions as set out in the agreement entered into between the Company and Mr. Dinesh Vasu Thekkepanakkal.

**RESOLVED FURTHER THAT** any of the Director and/ or the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all acts, deeds, and things necessary for the implementation of this Resolution, including but not limited to the preparation and signing of any documents, agreements, and filings with regulatory authorities, if any, to give effect to this Resolution."

6. **To approve the appointment of Mr. Dinesh Vasu Thekkepanakkal, (DIN: 11654033) as a Whole-Time Director of the Company and the terms of remuneration with effect from May 21, 2026**

To consider and if thought fit to pass with or without modification the following resolution as an **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 179, 196, 197, 198, 203 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any modification or re - enactment thereof), Articles of Association of the Company and other applicable statutory provisions the recommendation of the Nomination and Remuneration Committee ('NRC') and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Dinesh Vasu Thekkepanakkal (DIN: 11654033), who was appointed by the Board of Directors as an Additional Director (Whole-Time Director) of the Company with effect from May 21, 2026, and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Act as a Whole-Time Director of the Company for a period of five (5) consecutive years commencing from May 21, 2026 and ending on May 20, 2031, liable to retire by rotation, upon the terms and conditions, including remuneration, as set out in the Explanatory Statement convening this Annual General Meeting.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Dinesh Vasu Thekkepanakkal during the tenure of his appointment shall be as set out in the Explanatory Statement annexed to this Notice, with authority to the Board of Directors (which shall include the Nomination and Remuneration Committee or any Committee thereof authorised by the Board) to alter, vary or revise the terms and conditions of his appointment, including remuneration, from time to time, provided that such variation is within the limits prescribed under the Companies Act, 2013, Schedule V thereto and other applicable laws.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the aforesaid period, the remuneration payable to Mr. Dinesh Vasu Thekkepanakkal shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Act or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** Mr. Dinesh Vasu Thekkepanakkal shall be entitled to reimbursement of expenses incurred in connection with furthering the business objectives of the Company, such as travelling, boarding and lodging expenses and expenses incurred on business meetings/business promotion, as per the applicable policies of the Company.

**RESOLVED FURTHER THAT** any of the Director and/ or the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all acts, deeds, and things necessary for the implementation of this Resolution, including but not limited to the preparation and signing of any documents, agreements, and filings with regulatory authorities, if any, to give effect to this Resolution."

7. **To appoint Mr. Nandan Narula (DIN: 03466320) as a Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years with effect from May 21, 2026**

To consider and if thought fit to pass with or without modification the following resolution as a **Special Resolution**:

**"RESOLVED THAT**, pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time and pursuant to resolution passed by Nomination and Remuneration Committee and Board, Mr. Nandan Narula (DIN: 03466320) who was appointed as an Additional (Independent) Director of the company with effect from May 21, 2026 and whose term of office expires at this Annual General Meeting, and who meets the criteria for Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, along with the rules framed thereunder and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 years commencing from May 21, 2026 to May 20, 2031.

**RESOLVED FURTHER THAT** any of the Director and/ or the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all acts, deeds, and things necessary for the implementation of this Resolution, including but not limited to the preparation and signing of any documents, agreements, and filings with regulatory authorities, if any, to give effect to this Resolution."

**8. To approve the Consultancy fees payable to Mr. Shrenik Kishorbhai Vora (DIN: 08688950) as a Non-Executive Non-Independent Director**

To consider and if thought fit to pass with or without modification the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 197 and all other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in accordance with the Regulation 17(6)(a) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the Time being in force), any other rules, regulations, acts, circulars and guidelines issued by any regulatory, statutory or government authority(ies) as applicable, the enabling provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors and subject to such approvals and permissions as may be required, the approval of the members of the Company be and is hereby accorded for payment of Consultancy fees of up to ₹ 25,00,000/- (Rupees Twenty Five Lakh Only), per annum, plus applicable taxes with effect from April 01, 2026 to Mr. Shrenik Kishorbhai Vora (DIN: 08688950) as a Non-Executive Non-Independent Director of the Company, for availing consultancy services in a professional capacity, which services are distinct and separate from his role and responsibilities as a Director of the Company.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the aforesaid period, the above remuneration shall be paid to Mr. Shrenik Kishorbhai Vora shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Act or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** any of the Director and/ or the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all acts, deeds, and things necessary for the implementation of this Resolution, including but not limited to the preparation and signing of any documents, agreements, and filings with regulatory authorities, if any, to give effect to this Resolution."

**9. To ratify the remuneration payable to M/s. Y. R. Doshi & Associates Cost Accountants, as Cost Auditors for the Financial Year 2026–27.**

To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the members of the Company hereby ratifies the remuneration of ₹ 1,90,000/- (Rupees One Lakh Ninety Thousand Only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit payable to M/s. Y. R. Doshi & Associates, Cost Accountants (Firm Registration No. 000286), who have been appointed by the Board of Directors as 'Cost Auditors' of the Company to conduct the Audit of the Cost Records maintained by the Company as prescribed under the Companies (Cost Record and Audit) Rules, 2014, as amended, for the Financial Year 2026-27.

**RESOLVED FURTHER THAT** any Directors and/ or Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to file necessary e-forms with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be considered necessary in this regard."

**10. To appoint M/s. N. L. Bhatia & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company**

To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. N. L. Bhatia & Associates, Practising Company Secretaries (UIN: P199611H055800) be and is hereby appointed as Secretarial Auditors of the Company for a term of 5 (five) consecutive years to hold office from the financial year 2026-27 to financial year 2030-31, to undertake Secretarial Audit of the Company, at a remuneration of ₹ 1,65,000 p.a. plus applicable taxes and reimbursement of out-of-pocket expenses for FY 2026-27, as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors from time to time.

**RESOLVED FURTHER THAT** the Board of directors of the Company (including its Committee thereof) be and is hereby authorised to determine the remuneration of the Secretarial Auditors including the revision in the remuneration during the tenure, if any, in consultation with the Secretarial Auditors, and to do all acts, deeds, matters and things as may be deemed necessary and/ or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

**11. To approve the remuneration payable to Mrs. Kaksha Vipul Parekh (DIN: 00235998), Whole-Time Director and Chief Financial Officer of the Company, for the balance of her present term of appointment**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Ms. Kaksha Vipul Parekh (DIN: 00235998), Whole-Time Director and Chief Financial Officer of the Company as detailed in Explanatory statement for the balance of her present term of appointment, with effect from November 07, 2026 up to November 08, 2028, on such terms and conditions, including remuneration, perquisites, allowances, incentives and other benefits, as may be determined by the Board of Directors from time to time.

**RESOLVED FURTHER THAT** the remuneration payable to Mrs. Kaksha Vipul Parekh, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Act or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the aforesaid period, Mrs. Kaksha Vipul Parekh shall be paid such minimum remuneration as may be permissible in accordance with the provisions of Schedule V to the Companies Act, 2013 and other applicable provisions of the Act, as amended from time to time.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, desirable or expedient for giving effect to this Resolution."

**12. To approve the remuneration payable to Mr. Yash Parekh (DIN: 03514313), Managing Director and Chief Executive Officer of the Company, for the balance of his present term of appointment**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Yash Parekh (DIN: 03514313), Managing Director and Chief Executive Officer of the Company, as detailed in Explanatory statement for the balance of his present term of appointment, with effect from November 07, 2026, up to November 08, 2028, on such terms and conditions, including remuneration, perquisites, allowances, incentives and other benefits, as may be determined by the Board of Directors from time to time.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Yash Parekh, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Act or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the aforesaid period, Mr. Yash Parekh shall be paid such minimum remuneration as may be permissible in accordance with the provisions of Schedule V to the Companies Act, 2013 and other applicable provisions of the Act, as amended from time to time.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, desirable or expedient for giving effect to this Resolution."

**13. To approve the remuneration payable to Mr. Vipul Parekh (DIN: 00235974), Whole-Time Director of the Company, for the balance of his present term of appointment**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Vipul Parekh (DIN: 00235974), Whole-Time Director of the Company, as detailed in Explanatory statement for the balance of his present term of appointment, with effect from November 07, 2026 up to November 08, 2028, on such terms and conditions, including remuneration, perquisites, allowances, incentives and other benefits, as may be determined by the Board of Directors from time to time.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Vipul Parekh, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Act or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the aforesaid period, Mr. Vipul Parekh shall be paid such minimum remuneration as may be permissible in accordance with the provisions of Schedule V to the Companies Act, 2013 and other applicable provisions of the Act, as amended from time to time.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, desirable or expedient for giving effect to this Resolution."

Date: July 21, 2026

Place: Mumbai

By Order of the Board of Directors of
**GEM AROMATICS LIMITED**

**Sd/-**

**Akshita Deepak Gohil**
Company Secretary & Compliance Officer
Membership No.: A71881

Registered Office:
A/410, Kailas Complex, Vikhroli Powai link Rd, Parksite,
Vikhroli West, Mumbai-400079, Maharashtra, India.
Tel No: +91-25185231/25185931
CIN: L24246MH1997PLC111057
Email: secretarial@gemaromatics.in
Website: www.gemaromatics.com

## NOTES: -

1. Pursuant to circulars issued by the Ministry of Corporate Affairs ('MCA') vide General Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard and the latest one being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars'), Circulars issued by Securities and Exchange Board of India with the latest one being October 03, 2024 ('SEBI Circulars') and in compliance with the provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the 29th Annual General Meeting ('29th AGM/AGM') of the Company is being conducted through Video Conferencing ('VC') facility, without the physical presence of shareholders at a common venue. The deemed venue for the 29th AGM shall be the Registered Office of the Company.

2. Pursuant to MCA Circulars, the AGM shall be conducted through VC, the facility for appointment of proxy by the shareholders to attend and cast vote for the shareholders is not available for this AGM and hence the proxy form and attendance slip including route map are not annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate shareholder(s) / Institutional shareholder(s) are entitled to appoint authorised representatives to attend the AGM through VC and participate and cast their votes through e-Voting. Accordingly, Corporate / Institutional shareholders are requested to send a scanned copy (PDF / JPEG format) of the board resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the scrutiniser by e-mail through its registered e-mail address at scrutinisers@mmjc.in with copies marked to the Company at secretarial@gemaromatics.in and to the Registrar & Transfer Agent ('RTA') at einward.ris@kfintech.com.

3. The shareholders can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1000 shareholders on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. Any person and non-individual shareholders, who acquires shares of the Company and become member of the Company after the notice is sent and holding shares as of the cut-off date i.e. August 12, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.

5. The attendance of the shareholders attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their Demat Accounts.

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, shall be available for inspection electronically during the AGM upon login at National Securities Depository Limited ('NSDL') e-Voting system at www.evoting.nsdl.com.

8. Explanatory Statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM and the relevant details of director seeking appointment and as required under Regulation 36(3) of the SEBI Listing Regulations and as required under Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.

9. All documents referred to in the Notice will also be available for electronic inspection, basis the request sent on secretarial@gemaromatics.in.

10. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as speaker by sending their request between Tuesday, August 11, 2026 (9:00 A.M. IST) to Thursday, August 13, 2026 (5:00 P.M. IST) mentioning their name, demat account number/folio number, email ID, mobile number at secretarial@gemaromatics.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries mentioning their name, demat account number/folio number, e-mail ID, mobile number at secretarial@gemaromatics.in. These queries will be addressed by the Company through e-mail communication.

11. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2020. All the securities of the Company are in dematerialized form.

12. Shareholders holding shares in the dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to the Company's RTA i.e. KFin Technologies Limited. Changes intimated to the Depository Participants ('DPs') will then be automatically reflected in the Company's records which will help the Company and the Company's RTA.
13. Shareholders holding shares in electronic form may contact their respective DP for availing the nomination facility.
14. In case of joint holders, the shareholder whose name appears as the first holder in the order of names as per the Register of shareholders of the Company will be entitled to vote at the AGM.
15. The Board of Directors has appointed Makarand M. Joshi & Co., Practicing Company Secretaries as the scrutiniser to scrutinise the votes cast through the e-Voting system at the meeting and remote e-Voting process in a fair and transparent manner.
16. The scrutiniser shall submit his report to the Chairperson of the Meeting or any person authorized by him within two working days of the conclusion of the AGM. The results declared along with the report of scrutiniser shall be placed on the website of the Company at https://gemaromatics.com/ and on website of NSDL at www.evoting.nsdl.com immediately after declaration of results by the Chairperson or person authorized by her in this behalf. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Ltd. ('Stock Exchanges'), where the shares of the Company are listed.
17. In compliance with the MCA Circulars, the Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those shareholders whose email addresses are registered with the Company / Depositories / RTA. The printed copy of the Annual Report and the Notice will be sent to only those shareholder who request for the same at secretarial@gemaromatics.in. The shareholders are requested to mention their Folio No./ DP ID and Client ID while submitting the request.
18. In compliance with the provisions of regulation 36(1)(b), a letter providing the web-link, including the exact path, where complete details of Annual Report is available is sent to shareholders who have not registered their e-mail address with the Company or with the Depository.
19. Notice of the AGM and the Annual Report for the financial year 2025-26 will also be available on the website of the Company at https://gemaromatics.com/, websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.
20. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-Voting as well as voting at the AGM to its shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency.
21. AGM will be convened through VC in compliance with applicable provisions of the Act read with MCA Circulars and SEBI Circulars, as applicable.
22. SEBI has established a common Online Dispute Resolution Portal (ODR Portal - https://smartodr.in/login) to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA / Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal. Link to access ODR portal is available on the website of the Company at https://gemaromatics.com/.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-Voting period begins on Friday, August 14, 2026 at 09:00 A.M. (IST) and ends on Tuesday, August 18, 2026 at 05:00 P.M. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, August 12, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the cut-off date shall be entitled to exercise his/her vote electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned below.

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

### Step 1: Access to NSDL e-Voting system:

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| | 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| | 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. |
| | 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| | 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.<br>NSDL Mobile App is available on<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with CDSL | 1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e- Voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easiusername & password. |
| | 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. |

| Type of shareholders | Login Method |
|---|---|
| | 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System MyeasiTab and then click on registration option. |
| | 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and able to directly access the system of all e-voting Service providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

## B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | | Your User ID is: |
|---|---|---|
| a) | For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID.<br>For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******. |
| b) | For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID.<br>For example if your Beneficiary ID is 12************** then your user ID is 12**************. |
| c) | For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company.<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***. |

5. Password details for shareholders other than Individual shareholders are given below:
    a. If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
    b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
    c. How to retrieve your 'initial password'?
        i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
        ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ID are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
    b. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
    c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

#### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email scrutinisers@mmjc.in with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting

website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to (Mr. Sanjeev Yadav– Senior Manager, NSDL) at evoting@nsdl.com.

**Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), valid ID proof viz. Driving License, Passport etc. (self attested scanned copy of valid ID proof) by e-mail to secretarial@gemaromatics.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), valid ID proof viz. Driving License, Passport etc. (self-attested scanned copy of valid ID proof) to secretarial@gemaromatics.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**The instructions for members for e-voting on the day of the AGM are as under:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

**Instructions for members for attending the AGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e- Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email, mobile number at secretarial@gemaromatics.in. The same will be replied by the Company suitably.

6. Only those shareholders, who are present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
7. If any votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the AGM.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, SECRETARIAL STANDARDS - 2 ON GENERAL MEETINGS AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 13.

### Item No. 5 & 6

On the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company at their meeting held on May 21, 2026, approved the appointment of Mr. Dinesh Vasu Thekkepanakkal as an Additional (Whole-Time Director) of the Company who shall hold office upto the date of approval of shareholders of the company. Further, his appointment as a Whole-Time Director also requires approval of the shareholders as per the applicable provisions. Accordingly, approval of the shareholders is being sought for the regularisation of the appointment of Mr. Dinesh Vasu Thekkepanakkal as a Whole Time Director of the Company for a term of 5 (five) consecutive years effective May 21, 2026, to May 20, 2031, on such terms and conditions and remuneration as stipulated below, in accordance with the compliance with Schedule V of the Companies Act, 2013.

Further, the proposed candidate shall be a related party to the Company and his remuneration shall qualify as related party transaction. Hence, the Audit Committee in its meeting held on May 21, 2026, had also approved and recommended to the Board the remuneration payable to Mr. Dinesh Vasu Thekkepanakkal as a Whole-Time director of the Company.

Mr. Dinesh Vasu Thekkepanakkal is fulfilling all the requisite criteria in accordance with Section 164, 196 read with Schedule V of the Act, as required to be appointed as a Whole-Time Director on the Board of Directors of the Company.

a. **Term:** 5 (five) consecutive years effective May 21, 2026, up to May 20, 2031, liable to retire by rotation.
b. **Period of remuneration:** May 21, 2026 to May 20, 2029.
c. **Remuneration:** The remuneration is fixed at upto ₹ 60,00,000 (Rupees Sixty Lakhs only) per annum.
d. **Employment Agreement:** All other terms and conditions of the re-appointment shall be as set out in the agreement to be executed between the Company and Mr. Dinesh Vasu Thekkepanakkal.

Mr. Dinesh Vasu Thekkepanakkal is not disqualified to continue as a Whole-Time Director in terms of Section 164 of the Act and has given his consent to act as a Whole-Time Director of the Company. He is not debarred from holding the office of a Director by the virtue of any order of the SEBI or any other such authority.

Details of the Director as required under the Act and Regulation 36 of the SEBI Listing Regulations read with Secretarial Standards-2 issued by Institute of Company Secretaries of India is enclosed in **Annexure A** to this Notice.

Disclosures as required by Schedule V to the Companies Act, 2013 are annexed as **Annexure B**.

Except Mr. Dinesh T V, none of the Directors & Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 & 6 of the Notice.

The Board recommends the Ordinary & Special Resolution set out at Item No. 5 & 6 of the Notice respectively for approval of the shareholders.

### Item No. 7

In terms of provisions of Sections 149, 152 ,160 and 161 of the Companies Act, 2013 read with Rule 4 and 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Nandan Narula (DIN: 03466320) who was appointed as an Additional Director in the capacity of an Independent Director by the Board of Directors on May 21, 2026. Further, his appointment as a Non-Executive Independent Director also requires approval of the shareholders as per provisions of the Companies Act, 2013. Accordingly, approval of the shareholders is being sought for the regularisation of the appointment of Mr. Narula as an Independent Director, of the Company for the term of five consecutive years i.e. from May 21, 2026 to May 20, 2031.

Given his skills, experience, expertise and stature, the Board considers it desirable and in the interest of and benefit to the Company to appoint Mr. Nandan Narula as an Independent Director for a term commencing from May 21, 2026 to May 20, 2031.

Mr. Nandan Narula has furnished:

- a declaration under Section 149(7) of the Act and Regulation 25(8) of the SEBI LODR Regulations confirming that he meets the criteria of independence;
- confirmation that he is not disqualified from being appointed as a Director under Section 164 of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given her consent to act as a Director of the Company; and
- his consent to act as a Non-Executive Independent Director.
- Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affair.

In the opinion of the Board, Mr. Nandan Narula fulfils the conditions specified in Sections 149, 152, 160, 161 and other applicable provisions of the Act and the Rules made thereunder. Members may also note that Mr. Nandan Narula is independent of the management of the Company. A brief profile of Mr. Nandan Narula including the nature of his expertise, the names of companies in which he holds directorships along with the details of membership/ chairmanship on various committees of the Board of other companies, shareholding in the Company and relationship between the Directors inter-se is annexed to this Notice as **Annexure A**. Further his office as an Independent Director of the Company would not be liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.

As per the provisions of the Act, Independent Directors are not liable to retire by rotation. He shall be entitled to such sitting fees, reimbursement of expenses as may be approved by the Board of Directors, in accordance with the provisions of the Companies Act, 2013 and SEBI LODR Regulations.

Except Mr. Nandan Narula, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

The Board recommends the resolution set out at Item No. 7 of the Notice for approval of the shareholders as a Special Resolution.

### Item No. 8

Mr. Shrenik Kishorbhai Vora (DIN: 08688950) currently serves as the Non-Executive Non-Independent Director of the Company.

In view of the value derived from consultancy services provided by Mr. Shrenik Kishorbhai Vora's and on the recommendation of the Nomination & Remuneration Committee and approval of the Audit Committee, the Board at its meeting held on May 21, 2026 approved to avail such consultancy services from Mr. Shrenik Kishorbhai Vora in professional capacity at a remuneration of upto ₹ 25,00,000/- (Rupees Twenty five Lakhs Only) per annum, with effect from April 01, 2026 subject to approval of the members.

Based on the recommendation of the Nomination and Remuneration Committee the Board of Directors of the Company have approved the proposal for payment of said consultancy fees to Mr. Shrenik Kishorbhai Vora subject to approval of members.

The Audit Committee of the Company, comprising of all Independent Directors, considered and granted their approval for entering a related party transaction with Mr. Shrenik Kishorbhai Vora, after evaluation of arm's length criteria, with respect to availing of consultancy services in professional capacity.

Details of the Director as required under Secretarial Standards-2 issued by Institute of Company Secretaries of India is enclosed in **Annexure A** to this Notice.

Disclosures as required by Schedule V to the Companies Act, 2013 are annexed as **Annexure B**.

Except Mr. Shrenik Vora, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval of the shareholders.

### Item No. 9

On the recommendation of the Audit Committee, the Board of Directors at their Meeting held on May 21, 2026, approved the appointment of M/s. Y. R. Doshi & Associates, Cost Accountants, (Firm Registration No. 000286), as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2026-27 at a remuneration of Rs. 1,90,000/- (Rupees One Lakh Ninety Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to Cost Auditor is required to be ratified by the members of the Company. Accordingly, the Board of Directors recommends passing the resolution as set out in Item No. 9 for ratification of the remuneration payable to the Cost Auditors of the Company for the financial year 2026-27 for the approval of the shareholders as an ordinary resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the Notice.

The Board recommends the resolution set out at Item No. 9 of the Notice for approval of the shareholders as an Ordinary Resolution.

### Item No. 10

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the Time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Pursuant to Regulation 24A of the SEBI Listing Regulations, a listed entity shall appoint or re-appoint an individual as a Secretarial Auditor, on the basis of the recommendation of the Board of Directors, for not more than one term of five consecutive years or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in the Annual General Meeting.

Based on the Audit Committee's recommendation, the Board, at its meeting held on June 23, 2026, approved the appointment of M/s. N. L. Bhatia & Associates, Practising Company Secretaries, a peer reviewed firm (UIN: P199611H055800), as Secretarial Auditors of the Company for a term of five consecutive years from the financial year 2026-27 to financial year 2030-31.

M/s. N. L. Bhatia & Associates has given their consent to act as Secretarial Auditors of the Company and confirmed that they are eligible and are not disqualified to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations and circulars issued by SEBI. They have further confirmed that they have undergone the Peer Review process conducted by the Institute of Company Secretaries of India (ICSI) and hold a valid Peer Review Certificate issued by the Peer Review Board of ICSI. The services to be rendered by M/s N.L. Bhatia & Associates as Secretarial Auditors is within the purview of the said regulation read with circulars issued by SEBI.

M/s. N. L. Bhatia & Associates has been serving as a Secretarial Auditor of the Company since the financial year 2025-26. The Board of Directors has approved remuneration of Rs. 1,65,000 (Rupees One Lakh Sixty Five Thousand Only) plus applicable taxes and out of pocket expenses for FY 2026-27 and for subsequent years of the term, such fee as determined, by the Board on recommendation of Audit Committee of Directors in consultation with Secretarial auditor. The Board of Directors, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 10 of the Notice.

The Board recommends the resolution set out at Item No. 10 of the Notice for approval of the shareholders as an Ordinary Resolution.

### Item No. 11

The Members of the Company, at the Extra-Ordinary General Meeting held on November 08, 2023, had approved the appointment of Mrs. Kaksha Vipul Parekh (DIN: 00235998) as a Whole-Time Director of the Company for a period of five (5) years. The Members had also approved payment of remuneration and incentive, as may be determined by the Board of Directors from time to time, computed in accordance with Section 198 of the Companies Act, 2013 and within the limits prescribed under Section 197 of the Act. It was further approved that, in the event of loss or inadequacy of profits in any financial year during her tenure, the remuneration shall be governed by the limits prescribed under Part II of Schedule V to the Companies Act, 2013.

Mrs. Kaksha Vipul Parekh is the Co-Founder, Whole-Time Director and Chief Financial Officer of the Company. She has played a significant role in the growth of the Company and possesses extensive experience in finance, strategic planning, compliance, accounting and legal functions. She has been instrumental in strengthening the Company's financial and governance framework.

Accordingly, approval of the Members is sought for payment of remuneration for her balance term of appointment to Mrs. Kaksha Vipul Parekh for the period from November 07, 2026 to November 08, 2028, in terms of the remuneration structure approved by the Members at the Extra-Ordinary General Meeting held on November 08, 2023. Except for the resumption of payment of remuneration, all other terms and conditions of her appointment shall remain unchanged.

Except Mrs. Kaksha Vipul Parekh, Mr. Vipul Parekh, Mr. Yash Parekh and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

Accordingly, approval of the Members is sought for payment of remuneration to Mrs. Kaksha Vipul Parekh for a period of two (2) years (balance term of appointment), as detailed below and as more fully set out in the Annexure.

**Remuneration, benefits and perquisites:**

I. **Salary:** She shall be paid salary, up to ₹ 3 million per annum in accordance with the policies of the Company with authority vested with Nomination and Remuneration Committee (NRC) of the Board.

II. **Commission:** No commission shall be paid to her.

III. **Perquisites:** In addition to the remuneration mentioned above, she shall be entitled to reimbursement of expenses incurred in connection with the business of the Company, including travelling, boarding and lodging expenses, business promotion expenses and such other expenses as may be permitted under the policies of the Company.

IV. **Limits on Remuneration:** During the remaining tenure of her appointment, Ms. Kaksha Vipul Parekh shall be paid remuneration in accordance with the provisions of Sections 197, 198, 203 and other applicable provisions of the Act and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of the Director as required under Secretarial Standards-2 issued by Institute of Company Secretaries of India is enclosed in **Annexure A** to this Notice.

Disclosures as required by Schedule V to the Companies Act, 2013 are annexed as **Annexure B**.

The Board recommends the resolution set out at Item No. 11 of the Notice for approval of the shareholders as an Special Resolution.

### Item No. 12

The Members of the Company, at the Extra-Ordinary General Meeting held on November 08, 2023, had approved the appointment of Mr. Yash Parekh (DIN: 03514313), as a Managing Director of the Company for a period of five (5) years. The Members had also approved payment of remuneration and incentive, as may be determined by the Board of Directors from time to time, computed in accordance with Section 198 of the Companies Act, 2013 and within the limits prescribed under Section 197 of the Act. It was further approved that, in the event of loss or inadequacy of profits in any financial year during his tenure, the remuneration shall be governed by the limits prescribed under Part II of Schedule V to the Companies Act, 2013.

Accordingly, approval of the Members is sought for payment of remuneration to Mr. Yash Parekh for the period from November 07, 2026 to November 08, 2028, in terms of the remuneration structure approved by the Members at the Extra-Ordinary General Meeting held on November 08, 2023. Except for the resumption of payment of remuneration, all other terms and conditions of his appointment shall remain unchanged.

Except Mr. Yash Parekh, Mr. Vipul Parekh, Mrs. Kaksha Vipul Parekh and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

Accordingly, approval of the Members is sought for payment of remuneration to Mr. Yash Parekh for a period of two (2) years (balance term of appointment), as detailed below and as more fully set out in the Annexure forming part of this Notice.

**Remuneration, benefits and perquisites:**

I. **Salary:** He shall be paid salary, up to ₹ 10 million per annum in accordance with the policies of the Company with authority vested with Nomination and Remuneration Committee (NRC) of the Board.

II. **Commission:** No commission shall be paid to him.

III. **Perquisites:** In addition to the remuneration mentioned above, he shall be entitled to reimbursement of expenses incurred in connection with the business of the Company, including travelling, boarding and lodging expenses, business promotion expenses and such other expenses as may be permitted under the policies of the Company.

IV. **Limits on Remuneration:** During the remaining tenure of his appointment, Mr. Yash Parekh shall be paid remuneration in accordance with the provisions of Sections 197, 198, 203 and other applicable provisions of the Act and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of the Director as required under Secretarial Standards-2 issued by Institute of Company Secretaries of India is enclosed in **Annexure A** to this Notice.

Disclosures as required by Schedule V to the Companies Act, 2013 are annexed as **Annexure B**.

The Board recommends the resolution set out at Item No. 12 of the Notice for approval of the shareholders as a Special Resolution.

### Item No. 13

The Members of the Company, at the Extra-Ordinary General Meeting held on November 08, 2023, had approved the appointment of Mr. Vipul Parekh (DIN: 00235974), as a Whole-Time Director of the Company for a period of five (5) years. The Members had also approved payment of remuneration and incentive, as may be determined by the Board of Directors from time to time, computed in accordance with Section 198 of the Companies Act, 2013 and within the limits prescribed under Section 197 of the Act. It was further approved that, in the event of loss or inadequacy of profits in any financial year during his tenure, the remuneration shall be governed by the limits prescribed under Part II of Schedule V to the Companies Act, 2013.

Mr. Vipul Parekh is the Founder, Whole-Time Director of the Company. With a wealth of experience and a profound understanding of the industry, Mr. Vipul Parekh has played a pivotal role in shaping the growth and success of the company.

Accordingly, approval of the Members is sought for payment of remuneration to Mr. Vipul Parekh for the period from November 07, 2026 to November 08, 2028, in terms of the remuneration structure approved by the Members at the Extra-Ordinary General Meeting held on November 08, 2023. Except for the resumption of payment of remuneration, all other terms and conditions of her appointment shall remain unchanged.

Except, Mr. Vipul Parekh , Mr. Yash Parekh, Mrs. Kaksha Vipul Parekh and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

Accordingly, approval of the Members is sought for payment of remuneration to Mr. Vipul Parekh for a period of two (2) years (balance term of appointment), as detailed below and as more fully set out in the Annexure.

**Remuneration, benefits and perquisites:**

I. **Salary:** He shall be paid salary, up to ₹ 3 million per annum in accordance with the policies of the Company with authority vested with Nomination and Remuneration Committee (NRC) of the Board.

II. **Commission:** No commission shall be paid to him.

III. **Perquisites:** In addition to the remuneration mentioned above, he shall be entitled to reimbursement of expenses incurred in connection with the business of the Company, including travelling, boarding and lodging expenses, business promotion expenses and such other expenses as may be permitted under the policies of the Company.

IV. **Limits on Remuneration:** During the remaining tenure of his appointment, Mr. Vipul Parekh shall be paid remuneration in accordance with the provisions of Sections 197, 198, 203 and other applicable provisions of the Act and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of the Director as required under Secretarial Standards-2 issued by Institute of Company Secretaries of India is enclosed in **Annexure A** to this Notice.

Disclosures as required by Schedule V to the Companies Act, 2013 are annexed as **Annexure B**.

The Board recommends the resolution set out at Item No. 13 of the Notice for approval of the shareholders as an Special Resolution.

Date: July 21, 2026

Place: Mumbai

By Order of the Board of Directors of
**GEM AROMATICS LIMITED**

**Sd/-**

**Akshita Deepak Gohil**
Company Secretary & Compliance Officer
Membership No.: A71881

Registered Office:
A/410, Kailas Complex, Vikhroli Powai link Rd, Parksite,
Vikhroli West, Mumbai-400079, Maharashtra, India.
Tel No: +91-25185231/25185931
CIN: L24246MH1997PLC111057
Email: secretarial@gemaromatics.in
Website: www.gemaromatics.com

## Annexure – A

Information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 for appointment / re-appointment/approval of remuneration of Directors is as below:

| Particulars | Details of Directors | | |
|---|---|---|---|
| **Name of the Director** | **Dinesh Vasu Thekkepanakkal** | **Nandan Narula** | **Shrenik Kishorbhai Vora** |
| Director Identification Number (DIN) | 11654033 | 03466320 | 08688950 |
| Category | Whole-Time Director | Independent Director | Non- Executive Non-Independent Director |
| Date of Birth | 15/05/1968 | 03/05/1987 | 06/08/1974 |
| Age (As on March 31, 2026) | 58 years | 39 years | 51 years |
| Nationality | Indian | Indian | Indian |
| Date of first appointment on the Board | 21/05/2026 | 21/05/2026 | 21/09/2023 |
| Date of appointment at current designation | 21/05/2026 | 21/05/2026 | 13/11/2025 |
| Brief Resume along with Qualification and Nature of expertise in specific functional areas and Experience (skills and capabilities and how the person meets the requirements, if applicable) | Mr. Dinesh T V is a seasoned business leader with nearly three decades of experience in the chemical, fragrance and allied manufacturing industries. He has been associated with Gem Aromatics since 1998. He possesses extensive expertise in operations management, quality systems, supply chain, regulatory compliance and business development. He has played a key role in implementing SAP systems and various international quality and compliance standards including ISO, HACCP, FSSC and cGMP certifications. Mr. Dinesh holds an M.Sc. in Organic Chemistry, an Executive MBA and is also a Six Sigma Black Belt certified professional. | Mr. Nandan Narula holds a Bachelor's degree in Commerce from the University of Barkatullah and is a qualified Chartered Accountant, holding a certificate of membership from the Institute of Chartered Accountants of India. Mr. Narula possesses rich professional experience in advisory, taxation, auditing, project financing, management consultancy and startup mentorship. He has also been actively associated with the Institute of Chartered Accountants of India ("ICAI") in various leadership and academic capacities and regularly participates as a speaker and panelist on financial and economic matters. | Mr. Shrenik Kishorbhai Vora a Chartered Accountant and holds a certificate of membership from the Institute of Chartered Accountants of India. Mr. Vora has extensive experience of more than 25 years in the field of Investment Banking and Financial Services which include Syndication & Structured Finance, Debt Restructuring & Resolution, Corporate Finance and Management Consulting and has successfully structured and delivered numerous transactions across various sectors. |
| No. of shares held in the Company (directly or as a beneficial owner) | NIL | NIL | NIL |
| Directorships held in other listed Companies | NIL | NIL | NIL |
| Number of Board Meetings attended by the Director during the FY 2025-26 | NIL | NIL | 6 |
| Listed companies from which resigned in the past three years | NIL | NIL | NIL |
| Directorships held in other Companies (excluding foreign, private and Section 8 Companies) | NIL | NIL | NIL |
| Membership/ Chairmanship of Committees across other Public Companies (listed as well as unlisted) | NIL | NIL | NIL |
| List of Directorship in other Companies | NIL | 1. N Square Capital Advisors Private Limited.<br>2. Nsquare Techventures Private Limited. | 1. Novem Advisors Private Limited |

| Particulars | Details of Directors | | |
|---|---|---|---|
| **Name of the Director** | **Dinesh Vasu Thekkepanakkal** | **Nandan Narula** | **Shrenik Kishorbhai Vora** |
| Chairmanships/Memberships of the Committees of the Company | NIL | 1. Chairman – Audit Committee | 1. Member – Nomination and Remuneration Committee<br>2. Chairman – Stakeholders Relationship Committee |
| Terms and Conditions of appointment or re-appointment | As set out in Explanatory Statement | As set out in Explanatory Statement | As set out in Explanatory Statement |
| Remuneration sought to be paid | As set out in Explanatory Statement | As set out in Explanatory Statement | As set out in Explanatory Statement |
| Remuneration paid or last drawn, if any (including Sitting fees) | ₹ 5,00,000 per month | Sitting fees of ₹ 10,000 per meeting | Sitting fees of ₹ 10,000 per meeting |
| Relationship with other Director, Manager and other Key Managerial Personnel of the Company | None | None | None |

| Particulars | Details of Directors | | |
|---|---|---|---|
| **Name of the Director** | **Kaksha Vipul Parekh** | **Yash Parekh** | **Vipul Parekh** |
| Director Identification Number (DIN) | 00235998 | 03514313 | 00235974 |
| Category | Whole-Time Director and Chief Financial Officer | Managing Director and Chief Executive Officer | Whole-Time Director |
| Date of Birth | 20/09/1965 | 07/10/1986 | 09/10/1960 |
| Age | 60 years | 39 years | 65 years |
| Nationality | Indian | Indian | Indian |
| Date of first appointment on the Board | 27/10/1997 | 29/04/2011 | 27/10/1997 |
| Date of appointment at current designation | 07/11/2023 | 07/11/2023 | 07/11/2023 |
| Brief Resume along with Qualification and Nature of expertise in specific functional areas and Experience (skills and capabilities and how the person meets the requirements, if applicable) | With a strong background in finance and a deep understanding of the speciality chemicals industry. Mrs. Kaksha Parekh has been instrumental in the establishment and growth of the company. She brings a wealth of knowledge and expertise to her role as CFO, with a keen understanding of financial management, strategic planning, investment analysis, compliance, accounting and legal. | Mr. Yash Parekh holds an impressive educational background, having completed a degree in Finance from the State University in New York. From an early age. Mr. Yash Parekh has demonstrated exceptional entrepreneurial qualities, constantly seeking opportunities and embracing challenges. | Mr. Vipul Parekh possesses an educational background in the field of chemistry and his academic pursuits have provided the company with a solid foundation and deep knowledge in the intricacies of manufacturing processes, business management, and strategic planning. |
| No. of shares held in the Company (directly or as a beneficial owner) | 49,03,219 Equity shares | 47,59,397 Equity shares | 95,16,748 Equity shares |
| Directorships held in other listed Companies | NIL | NIL | NIL |
| Number of Board Meetings attended by the Director during the FY 2025-26 | 7 | 8 | 7 |
| Listed companies from which resigned in the past three years | NIL | NIL | NIL |
| Directorships held in other Companies (excluding foreign, private and Section 8 Companies) | NIL | NIL | NIL |
| Membership/ Chairmanship of Committees across other Public Companies (listed as well as unlisted) | NIL | NIL | NIL |

| Particulars | Details of Directors | | |
|---|---|---|---|
| **Name of the Director** | **Kaksha Vipul Parekh** | **Yash Parekh** | **Vipul Parekh** |
| List of Directorship in other Companies | 1. Krystal Ingredients Private Limited | 1. Krystal Ingredients Private Limited | 1. Krystal Ingredients Private Limited |
| Chairmanships/Memberships of the Committees of the Company | 1. Member - Audit Committee<br>2. Member – Stakeholders Relationship & Grievance Committee<br>3. Chairperson - Corporate Social Responsibility Committee | 1. Member – Stakeholders Relationship & Grievance Committee | 1. Member - Corporate Social Responsibility Committee |
| Terms and Conditions of appointment or re-appointment | As mutually decided | As mutually decided | As mutually decided |
| Remuneration sought to be paid | As set out in Explanatory Statement | As set out in Explanatory Statement | As set out in Explanatory Statement |
| Remuneration paid or last drawn, if any (In million) | ₹ 13.87 p.a. | ₹ 13.87 p.a. | ₹ 13.87 p.a. |
| Relationship with other Director, Manager and other Key Managerial Personnel of the Company | Mr. Vipul Parekh- Husband<br>Mr. Yash Parekh- Son | Mr. Vipul Parekh- Father<br>Mrs. Kaksha Vipul Parekh- Mother | Mrs. Kaksha Vipul Parekh - Wife<br>Mr. Yash Parekh- Son |

## Annexure – B

Disclosures as required under Schedule V of the Companies Act, 2013 are as under:

| | | | | | | |
|---|---|---|---|---|---|---|
| **I.** | **General information:** | | | | | |
| **Name of the Directors** | | **Dinesh Vasu Thekkepanakkal** | **Shrenik Kishorbhai Vora** | **Kaksha Vipul Parekh** | **Yash Parekh** | **Vipul Parekh** |
| 1. | Nature of industry | It is an Indian specialty ingredients manufacturer of essential oils, aroma chemicals, and value-added derivatives, catering to the flavour, fragrance, personal care, wellness, and pharmaceutical industries. | It is an Indian specialty ingredients manufacturer of essential oils, aroma chemicals, and value-added derivatives, catering to the flavour, fragrance, personal care, wellness, and pharmaceutical industries. | It is an Indian specialty ingredients manufacturer of essential oils, aroma chemicals, and value-added derivatives, catering to the flavour, fragrance, personal care, wellness, and pharmaceutical industries. | It is an Indian specialty ingredients manufacturer of essential oils, aroma chemicals, and value-added derivatives, catering to the flavour, fragrance, personal care, wellness, and pharmaceutical industries. | It is an Indian specialty ingredients manufacturer of essential oils, aroma chemicals, and value-added derivatives, catering to the flavour, fragrance, personal care, wellness, and pharmaceutical industries. |
| 2. | Date of commencement of commercial production | March 21, 2024 | March 21, 2024 | March 21, 2024 | March 21, 2024 | March 21, 2024 |
| 3. | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable | Not Applicable | Not Applicable | Not Applicable | Not Applicable |
| 4. | Financial performance based on given indicators | Refer Page No. 01 of Directors report | Refer Page No. 01 of Directors report | Refer Page No. 01 of Directors report | Refer Page No. 01 of Directors report | Refer Page No. 01 of Directors report |
| 5. | Foreign investments or collaborations, if any. | Not Applicable | Not Applicable | Not Applicable | Not Applicable | Not Applicable |
| **II.** | **Information about the appointee** | | | | | |
| a. | Background details | Mr. Dinesh T V is a seasoned business leader with nearly three decades of experience in the chemical, fragrance and allied manufacturing industries. He has been associated with Gem Aromatics since 1998. He possesses extensive expertise in operations management, quality systems, supply chain, regulatory compliance and business development. He has played a key role in implementing SAP systems and various international quality and compliance standards including ISO, HACCP, FSSC and cGMP certifications. Mr. Dinesh holds an M.Sc. in Organic Chemistry, an Executive MBA and is also a Six Sigma Black Belt certified professional. | Mr. Shrenik Kishorbhai Vora a Chartered Accountant and holds a certificate of membership from the Institute of Chartered Accountants of India. Mr. Vora has extensive experience of more than 25 years in the field of Investment Banking and Financial Services which include Syndication & Structured Finance, Debt Restructuring & Resolution, Corporate Finance and Management Consulting and has successfully structured and delivered numerous transactions across various sectors. He is currently serving as an Executive Director at Novem Advisors Private Limited. | With a strong background in finance and a deep understanding of the speciality chemicals industry. Mrs. Kaksha Parekh has been instrumental in the establishment and growth of the company. She brings a wealth of knowledge and expertise to her role as CFO, with a keen understanding of financial management, strategic planning, investment analysis, compliance, accounting and legal. | Mr. Yash Parekh holds an impressive educational background, having completed a degree in Finance from the State University in New York. From an early age. Mr. Yash Parekh has demonstrated exceptional entrepreneurial qualities, constantly seeking opportunities and embracing challenges. | Mr. Vipul Parekh possesses an educational background in the field of chemistry and his academic pursuits have provided the company with a solid foundation and deep knowledge in the intricacies of manufacturing processes, business management, and strategic planning. |

| Name of the Directors | | Dinesh Vasu Thekkepanakkal | Shrenik Kishorbhai Vora | Kaksha Vipul Parekh | Yash Parekh | Vipul Parekh |
|---|---|---|---|---|---|---|
| b. | Past remuneration (Incl. Sitting fees) (In million) | ₹ 6.00 p.a. | Sitting fees of ₹ 10,000 | ₹ 13.87 p.a. | ₹ 13.87 p.a. | ₹ 13.87 p.a. |
| c. | Recognition or awards | Mr. Dinesh Vasu has led several initiatives in the Company that have strengthened manufacturing operations, quality systems, operational excellence and business performance. | Mr. Shrenik Vora has provided strategic guidance and led various financial and corporate advisory initiatives, contributing to the Company's governance framework and long-term business growth. | Mrs. Kaksha Vipul Parekh is the recipient of the Export Excellence Award (Women Entrepreneur – MSME Category) conferred by the Federation of Indian Export Organisations (FIEO), reflecting her leadership and professional accomplishments. | Mr. Yash Parekh has led several strategic initiatives that have contributed to the Company's business expansion, product diversification and long-term growth. | Mr. Vipul Parekh has contributed to the Company's growth by leading initiatives focused on operational excellence, manufacturing efficiency and execution of strategic projects. |
| d. | Job profile and his suitability | Mr. Dinesh TV was appointed on the board of the company on May 21, 2026. His Job profile includes mutually agreed roles and responsibilities. | Mr. Shrenik Kishorbhai Vora was appointed on the board of the company on November 13, 2025. His Job profile includes mutually agreed roles and responsibilities | Mrs. Kaksha Vipul Parekh was appointed on the board of the company on October 27, 1997. Her Job profile includes mutually agreed roles and responsibilities | Mr. Yash Parekh was appointed on the board of the company on April 29, 2011 . His Job profile includes mutually agreed roles and responsibilities | Mr. Vipul Parekh was appointed on the board of the company on October 27, 1997. His Job profile includes mutually agreed roles and responsibilities |
| e. | Remuneration proposed | As set out in Explanatory statement | As set out in Explanatory statement | As set out in Explanatory statement | As set out in Explanatory statement | As set out in Explanatory statement |
| f. | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | The remuneration paid commensurate and compares favorably with the compensations paid to the business heads of like sized and similarly positioned business. | The remuneration paid commensurate and compares favorably with the compensations paid to the business heads of like sized and similarly positioned business. | The remuneration paid commensurate and compares favorably with the compensations paid to the business heads of like sized and similarly positioned business. | The remuneration paid commensurate and compares favorably with the compensations paid to the business heads of like sized and similarly positioned business. | The remuneration paid commensurate and compares favorably with the compensations paid to the business heads of like sized and similarly positioned business. |

| Name of the Directors | | Dinesh Vasu Thekkepanakkal | Shrenik Kishorbhai Vora | Kaksha Vipul Parekh | Yash Parekh | Vipul Parekh |
|---|---|---|---|---|---|---|
| g. | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any. | Except for drawing remuneration as an Additional (Whole-Time) Director of the Company, Mr. Dinesh T V does not have any pecuniary relationship directly or indirectly with the Company, or relationship with other Directors and/or KMP of the Company. | Except for drawing remuneration as a Non Executive Non Independent Director of the Company, Mr. Shrenik Vora does not have any pecuniary relationship directly or indirectly with the Company, or relationship with other Directors and/or KMP of the Company. | Except for drawing remuneration as a Whole-Time Director and CFO and being Promoter and Shareholder of the Company, Ms. Kaksha Parekh does not have any pecuniary relationship directly or indirectly with the Company, or relationship with other Directors and/or KMP of the Company, except with Mr. Yash Parekh, Managing Director and CEO (Son) and Mr. Vipul Parekh, Whole-Time Director (Husband). Mrs. Kaksha Parekh holds 9.39% equity shares in the Company and along with his relatives and related entity together holds 57.44% of the shareholding in the Company. | Except for drawing remuneration as a Managing Director and CEO and being Promoter and Shareholder of the Company, Mr. Yash Parekh does not have any pecuniary relationship directly or indirectly with the Company, or relationship with other Directors and/or KMP of the Company, except with Mr. Vipul Parekh, Whole-Time Director (Father) and Mrs. Kaksha Parekh, Whole-Time Director & CFO (Mother). Mr. Yash Parekh holds 9.55% equity shares in the Company and along with his relatives and related entity together holds 57.44% of the shareholding in the Company. | Except for drawing remuneration as a Whole-Time Director and being Promoter and Shareholder of the Company, Mr. Vipul Parekh does not have any pecuniary relationship directly or indirectly with the Company, or relationship with other Directors and/or KMP of the Company, except with Mrs. Kaksha Parekh, Whole-Time Director & CFO (Wife) and Mr. Yash Parekh, Managing Director and CEO (Son) Mr. Vipul Parekh holds 18.22% equity shares in the Company and along with his relatives and related entity together holds 57.44% of the shareholding in the Company. |
| **III.** | **General information/ Other Information:** | | | | | |
| a. | Reasons of loss or inadequate profits | Not Applicable | Not Applicable | Not Applicable | Not Applicable | Not Applicable |
| b. | Steps taken or proposed to be taken for improvement | Not Applicable | Not Applicable | Not Applicable | Not Applicable | Not Applicable |
| c. | Expected increase in productivity and profits in measurable terms | Not Applicable | Not Applicable | Not Applicable | Not Applicable | Not Applicable |
| d. | Disclosures | Please refer Corporate Governance Report of FY 2025-26 | | | | |