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GEMINI EDIBLES & FATS INDIALIMITED

CODE OF CONDUCT FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

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CODE OF CONDUCT FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

1. BACKGROUND

Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**") require the board of directors of listed companies to lay down a code of conduct for all members of the board of directors, key managerial personnel and senior management, which shall include the duties of the independent directors prescribed under the Companies Act, 2013, as amended ("**Act**").

Regulation 46(2) (d) of the Listing Regulations requires every listed company to publish a code of conduct for its board of directors and senior management personnel on its website.

Gemini Edibles & Fats India Limited (the "**Company**") is committed to conducting its business in accordance with the applicable laws, rules and regulations and the highest standards of corporate governance, business ethics and ethical conduct.

This code of conduct ("**Code**") has been prepared in accordance with the Listing Regulations andshall apply to the board of directors and certain members of the personnel the Company.

This Code reflects the business practice and principles of behaviour that support this commitment. It helps in maintaining and following the standards of business conduct of the Company.

The purpose of this Code is to further enhance an ethical and transparent process in managing the affairs of the Company and to deter wrongdoing. The matters covered in this Code are of utmost importance to the Company, its shareholders and business partners, and the Code is intended to provide guidance and to help foster a culture of honesty and accountability.

This Code may be amended by the board of directors of the Company from time to time provided that such revised Code complies with the Listing Regulations.

The Code shall be applicable to the Company with effect from the listing of the equity shares of the Company on one or more recognized stock exchanges.

The Board has adopted the Code at its meeting held on 21st August 2026

2. DEFINITIONS

In this Code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning as defined below:
"**Act**" shall mean the Companies Act, 2013 including the Rules made thereunder, as amended from time to time.

"**Board**" or "**Board of Directors**" shall mean the board of directors of the Company.

"**Code" or "this Policy**" shall mean the Code of Conduct for Directors, Key Managerial Personnel and Senior Management.

"**Company**" shall mean Gemini Edibles & Fats India Limited.

"**Compliance Officer**" shall mean the Company Secretary of the Company and in his absence any officer, so designated by the Board for the purpose of compliance with the Code.

"**Director**" shall mean a director appointed to the Board of the Company.
"**Independent Director**" shall mean an Independent Director as defined in Section 2(47) and Section 149(6) read with Schedule IV of the Act and Regulation 16(1)(b) of the Listing Regulations;

"**Key Managerial Personnel**" shall have the same meaning ascribed to it in clause (51) of section 2 of the Companies Act, 2013.

"**Listing Regulations**" shall mean SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015.

"**Senior Management Personnel**" shall have the same meaning ascribed to it in Regulation 16(1)(d) of the Listing Regulations.

All other words and expressions used but not defined herein shall have the same meaning as defined in the Companies Act, 2013, Listing Regulations or other cognate statute.

3. APPLICABILITY OF THE CODE

The Code applies to the Directors, Key Managerial Personnel of the Company and Senior Management Personnel of the Company.

All the Directors, Key Managerial Personnel and Senior Management (hereinafter referred as "**Directors and Employees**") are expected to read and understand this Code and to uphold standards set out under this, in his/her day-to-day activities.

The Independent Directors of the Company are subject to certain additional duties as laid down by the Companies Act, 2013 which are set out in Annexure - I of the Code.

The Code has been formulated and approved by the Board and is to be strictly observed by the Directors and Employees for the governance of good corporate practices. Any issue relating to the interpretation of the Code will be handled by the Board. The Company Secretary of the Company is appointed as the Compliance Officer under the Code and will be available to answer any questions, provide clarification and to help in ensuring compliance with the Code.

As the principles set out under this Code are general in character. Directors and Employees should also review the Company's other applicable policies and procedures for more specific instructions. This Code is in addition to and not in derogation with any other laws, rules and regulations, and all other applicable policies and procedures adopted by the Company that governs the conduct of its Directors and Employees.

4. GUIDELINES FOR CONDUCT

Every person to whom the Code is applicable, shall conduct the affairs of the Company and perform his duties with due care, diligence, dignity, honesty and integrity and shall confirm to the highest moral and ethical standards and at all time, be loyal to the Company and act in good faith and in the best interest of the Company.

Besides the duties and responsibilities cast upon Directors by applicable laws, articles of association of the Company and provisions of the Code, set out hereinbefore, a Director is also expected to:

i. use such degree of skill as may be reasonable to expect from a person with his/ her knowledge or experience;

ii. not seek to influence any decision of the Board for any consideration other than in the interests of the Company;

iii. make reasonable efforts to attend Board meetings, meetings of the committees of the Board where the Director is a member and general meetings of shareholders, regularly;

iv. inform the chairman of the Board/ committee or the Company Secretary of the Company well in advance in case he is not in a position to attend a Board/ committee meeting and apply for the grant of leave of absence;

v. dedicate sufficient time, attention and energy to the deliberations at the meetings to ensure diligent performance of their duties;

vi. notify the other Directors about the material personal interest in any matter and must not vote on such matter;

vii. bring an open and independent mind to the Board/ committee meetings and should not make a decision about a matter before attending and participating in the deliberations of the meeting;

viii. treat each other with courtesy and observe the other guidelines set out in the Code;

ix. act in a cooperative and respectable manner with their colleagues;

x. maintain order and decorum at the meetings and obey the directions given by the Chairman; and

xi. comply with all applicable laws, regulations, confidentiality obligations and Company's policies.

5. CONFLICT OF INTEREST

The Directors and Employees shall not engage in any activity, business, or relationship, which may be in conflict with the interest of the Company or prejudicial to the Company's interest. They should avoid transacting company business with their relative or with a firm/ company in which either they themselves or their relative are interested or plays any significant role and incase such related party transaction is unavoidable, it must be made only after proper and fullest disclosure to the Board.

The Directors and Employees shall also not, directly or indirectly, accept gifts, donations, renumerations or illegal payments from persons or firms who deal with the Company, or intended to obtain business favours, or indulge in bribery or any corrupt practices, including the unfair inducement of any government official or are seeking to deal with the Company, where the gift is being made in order to influence the director's actions as a member of the Board, or where acceptance of the gift could create the appearance of a conflict of interest. However, nominal gifts customarily given or received on festival or other occasions may be accepted or given.

6. HONESTY, INTEGRITY, FAIRNESS AND ACCOUNTABILITY

The Directors and Employees are entrusted with the responsibility to oversee and formulate the policies for the management and affairs of the Company. Therefore in the interest of good corporate governance they shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. All of them must act in good faith with honesty and accountability and with due care, competence and diligence.

The Directors and Employees shall encourage employees of the Company to report violations of laws, rules, regulations or this Code to the appropriate personnel.

7. DISCLOSURE OF INTEREST

The Directors shall promptly disclose at the time of their appointment and subsequently whenever there is a change, their interest in other companies and body corporates in compliance withapplicable laws.

The Directors and Employees shall also promptly disclose their relationships with other individuals, firms or body corporate wherever such relationship may affect their independence of judgment while performing their duties and responsibilities towards the Company.

8. CONFIDENTIALITY

Directors and Employees should maintain the confidentiality of information entrusted to them by the Company.

The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of the Directors/ Employees or anyone other than the Company.

Confidential information includes any information relating to the Company's business, customers, suppliers, employees etc., which is not available in the public domain and to which the Directors/ Employees have access or they possesses such information because of their position in the Company.

9. COMPANY PROPERTY

Directors and Employees have a fiduciary relationship with the Company and they should act like a trustee for the Company's property/ assets as well as the property/ assets of other organizations that have been entrusted to the Company. They are responsible for its safe custody and accountable for its use. The Directors and Employees shall not use these assets/ property except as specifically authorised and that too only for the purpose of Company business.

The equipment, facilities and amenities provided by the Company to the Directors and Employees for the discharge of their duties shall be used with proper care and diligence and shall be returned to the Company upon resignation, termination or retirement from the services of the Company.

The Directors and Employees shall ensure that price sensitive information of the Company, which is not in public domain, is not used to derive any personal benefit or to assist other person(s) for deriving any benefit, by virtue of having access thereto.

The Directors and Employees shall ensure that proprietary and confidential information and trade secrets belonging to the Company, including any information concerning pricing, products and services that are being developed, internal system designs and other such trade secrets are held in strict confidence and due care is exercised to avoid inadvertent and inappropriate disclosure. Such information shall be used in a manner as required or mandated and as a part of the duties assigned and not for personal gain.

The Directors and Employees shall ensure that all other personal and financial information relating to the customers, associates and stakeholders of the Company is accessed, used and disclosed in accordance with the policies, systems and controls defined by the Company.

The Directors and Employees shall ensure to protect the Company's assets and their efficient use. The Directors and Employees shall use Company's assets only for legitimate business purposes of the Company.

10. CORPORATE BUSINESS OPPORTUNITIES

Corporate Business Opportunities here means those opportunities, which are made available to the Company and which are known to the Directors/ Employees due to the position held by them in the Company. The Directors/ Employees shall not utilise such opportunities for their personal benefit. However once an opportunity is fully and properly disclosed to the Board and after consideration rejected by them then it ceases to be a Corporate Business Opportunity.

11. COMPLIANCE WITH APPLICABLE LAWS & COMPANY'S POLICIES

Every person to whom the Code is applicable and others directly or indirectly associated with the Company shall comply with all applicable laws, rules, regulations and guidelines issued by the Government of India from time to time.

Further they shall also comply with the various policies, guidelines and codes formulated by the Company in compliance with the Listing Regulations and other applicable provisions including the Company's policy on insider trading and procedures for fair disclosure.

If the ethical standards set forth in this Code are more rigorous than the applicable laws and regulations, then the standards of this Code shall prevail. The Directors and Employees shall ensure that all decisions taken are in compliance with the applicable legal and regulatory requirements and shall promptly inform the Company of any information that may be perceived as a violation of any such requirements.

The Directors and Employees shall adhere to the standards set by the Company from time to time to protect and promote the interest of shareholders and other stakeholders (including employees, customers, suppliers and creditors and the society at large).

The Directors and Employees should not engage in activities that are dishonest, or lacking integrity, such as: (a) issuing any untrue, false, misleading or fraudulent statements regarding the Company and its services; (b) stealing of any proprietary/ confidential information; (c) adopting any illegal means for increasing profits; and (d) indulging in bribing or any corrupt practices, including unfair inducement of government official.

12. DEALING IN SECURITIES

The Directors and Employees shall not indulge in any kind of insider trading or dealing in the shares or securities of the Company in violation of the statutory provisions, and shall strictly abide by the disclosure norms and the Company's 'Code of Conduct for Insider Trading' prescribed under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.

13. CONDUCT AT WORKPLACE

The Directors and Employees shall conduct themselves in a professional manner and treat others with respect, fairness and dignity. They shall not discriminate against any person on the basis of colour, race, religion, caste, creed, gender or any other ground, and the Company is committed to providing a work environment that is fair and non-discriminatory.

The Directors and Employees shall provide and enhance equal opportunities for all and shall comply with the Company's policy and applicable law to prevent, prohibit and redress sexual harassment at the workplace in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder.

14. TRANSPARENCY

The Directors and Employees shall ensure that their conduct at the workplace is transparent, subject to the sensitivity of the information or the nature of the job assigned to them. Such transparency shall be brought about by adherence to the corporate governance norms, policies, systems and processes defined by the Company from time to time.

15. DECLARATION FOR COMPLIANCE WITH THE CODE

12.1. Annual Affirmation: The Directors and Employees shall formally affirm compliance with the provisions of this Code on an annual basis as provided in Annexure III of this Code. The Annual Report of the Company shall carry a declaration signed by the Managing Director or Chief Executive Officer of the Company confirming this compliance, in accordance with Regulation 26(3) of the Listing Regulations and Schedule V of the Listing Regulations.

12.2. Periodic Transactional Disclosures: In compliance with Regulation 26(5) of the Listing Regulations, Senior Management Personnel shall place formal disclosures before the Board of Directors relating to all material, financial, and commercial transactions where they have a personal interest that may lead to a potential conflict with the interest of the Company at large. Such disclosures shall be made prior to entering into the transaction or on a periodic basis as mandated by the Board, and shall be vetted by the Compliance Officer.

16. MISCELLANEOUS

Suspected violations of the Code must be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations would be appropriately investigated and action will be taken on the conclusion of the enquiry by the Board which may even include a request to resign as Director or Employee of the Company, if permitted by applicable laws and is in the best interest of the Company.

The Directors and Employees may also use the vigil mechanism established by the Company to report any instances of violation of the Code, and the Company shall ensure that the interests of any person who uses such mechanism are not prejudicially affected on account of such use.

The Board of Directors of the Company reserves the right to modify and/or amend the Code at any time. The Code and subsequent amendment(s) thereto, shall be published on the website of the Company.

Any waiver of any provision of this Code for a Director or Employees may be made only by the Board of Directors of the Company and must be approved in writing.

This Code is intended as a source of guiding principles. It is not intended to, and does not, create any rights in favour of any employee, client, competitor, shareholder or any other person or entity.

By Order of the Board
For **Gemini Edibles & Fats India Limited**

Place: Hyderabad
Date: 21st August 2026

Pradeep Kumar Chowdhry
Managing Director
DIN: 01154121

Annexure - I

Duties of Independent Directors

The duties of the Independent Director as laid down in Schedule IV to the Companies Act, 2013 areas follows:

The Independent Directors shall:

1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;

2. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;

3. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;

4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;

5. strive to attend the general meetings of the Company;

6. where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;

7. keep themselves well informed about the Company and the external environment in which it operates;

8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

9. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;

10. ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

11. report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy; and

12. acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees.

13. Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

Annexure - II

Affirmation by Director/ Senior Management with Code of Conduct

As a Director / Key Managerial Personnel/ Senior Management, I hereby acknowledge that I have received and read the Code of Conduct of the Company. I understand that it is my responsibility to consult the Compliance Officer if I have any questions regarding the provisions of the Code of Conduct and I shall comply with the Code of Conduct in true spirit.

I understand and agree that as a Director/ Senior Management/ Key Managerial Personnel it is my responsibility to promote the application of the Code of Conduct.

Name: [•]
Date: [•]

Annexure - III

To,
The Company Secretary and Compliance Officer,
Gemini Edibles & Fats India Limited

ANNUAL COMPLIANCE REPORT

I do hereby solemnly affirm that, to the best of my knowledge and belief, I have fully complied with the provisions of the Company's Code of Conduct for Directors, Key Managerial Personnel and Senior Management during the financial year ended March 31, [●].

Name: [●]
Designation: [●]
Address: [●]
DIN (if applicable): [●]

Signature: [●]
Date: [●]
Place: [●]