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GEMINI EDIBLES & FATS INDIALIMITED

CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

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GEMINI EDIBLES & FATS INDIA LIMITED

CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

1. Objective and Governance Framework

In terms of the provisions of Section 178 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), this policy sets forth the criteria governing remuneration payable to Non-Executive and Independent Directors of the Company. All remuneration components outlined herein shall be formulated upon the explicit recommendation of the Nomination and Remuneration Committee (NRC) and table before the Board of Directors for endorsement.

2. Permitted Remuneration Components

Non-Executive and Independent Directors may receive compensation strictly across the following heads:

- **2.1. Sitting Fees:** Fees for attending meetings of the Board of Directors and designated Board Committees. The quantum of sitting fees shall be reviewed periodically by the Board, provided that the fees shall not exceed **Rupees One Lakh (Rs. 1,00,000) per meeting** of the Board or Committee, or such higher threshold as may be statutorily prescribed by the Central Government.
- **2.2. Commission:** Performance-based commissions may be distributed among Non-Executive Directors based on profits, meeting attendance, individual contribution, and time commitment.
  - **Statutory Profit Ceiling:** In compliance with Section 197 of the Companies Act, 2013, the aggregate commission payable to all Non-Executive Directors combined shall be capped at **one percent (1%) of the net profits** of the Company (calculated under Section 198), unless a higher % is approved by formal resolution passed by the shareholders.
- **2.3. Expense Reimbursement:** Absolute reimbursement on an actual basis for out-of-pocket expenses, travel, accommodation, and incidental costs incurred by the Directors to discharge their fiduciary duties or attend corporate meetings.

3. Absolute Restrictions and Exemptions

- **3.1. Nominee Director Exemption:** Nominee Directors representing a holding company, institutional lender, or specific stakeholder group who are categorized as Non-Executive Directors shall **not be eligible** to receive any sitting fees or profit-linked commissions from the Company.
- **3.2. Stock Option Prohibition:** In strict accordance with Section 149(9) of the Companies Act, 2013 and the Listing Regulations, Independent Directors of the Company **shall not be entitled to any stock options (ESOPs)** or equity-linked incentives.

4. SEBI Material Payout Gateways

In compliance with Regulation 17(6)(ca) of the Listing Regulations, where the annual remuneration payable to any single Non-Executive Director exceeds **fifty percent (50%) of the aggregate remuneration** payable to all Non-Executive Directors combined, such payment shall be subject to the approval of the shareholders by way of a **Special Resolution** passed at a general meeting, with the rationale detailed in the explanatory statement.

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

Place: Hyderabad
Date: 21st August 2026

Pradeep Kumar Chowdhry
Managing Director
DIN: 01154121