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GEMINI EDIBLES & FATS INDIA LIMITED

DIVIDEND DISTRIBUTION POLICY

Regd. & Corporate Office: Freedom House, 8-2-334/70&71, (Opp: SBI Executive Enclave),
Road No.5, Banjara Hills, Hyderabad-500 034,
Telangana State, India.
Ph. No. 040-67357888
CIN: U15205TG2008PLC058708

GEMINI EDIBLES & FATS INDIA LIMITED

DIVIDEND DISTRIBUTION POLICY

1. Purpose and Scope

The intent of the Policy is to broadly specify the external and internal factors including financial parameters that shall be considered while declaring dividend and the circumstances under which the shareholders of the Company may or may not expect dividend and how the retained earnings shall be utilized, etc. The Company in compliance with the requirements of Regulation 43A of the Listing Regulations, has adopted this Dividend Distribution Policy (the "**Policy**") *inter-alia* to elaborate the parameters to be considered by the Board of Directors of the Company before declaring / recommending any dividend distribution, keeping in view the Company's policy of meeting the long term capital requirement from internal cash accruals and appropriately rewarding shareholders. The Board may, at their discretion deviate from the parameters listed in the Policy. This Policy is not an alternative to the decision of the Board for recommending / declaring dividend, which takes into consideration all the relevant circumstances enumerated hereunder or other factors as may be decided by the Board.

This Policy has been adopted by the Board on 21st August 2026.The Policy 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.

2. Definitions

"**Act**" means the Companies Act, 2013 and the rules made thereunder, including any amendment(s), modification(s), circular(s), notification(s) or order(s) made thereunder;

"**Applicable Laws**" means the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, as amended from time to time, and such other acts, rules or regulations which deal with the distribution of dividends;

"**Board**" or "**Board of Directors**" means the Board of Directors of the Company;

"**Company**" means Gemini Edibles & Fats India Limited;

"**Dividend**" means dividend as defined under Section 2(35) of the Companies Act, 2013 and includes interim dividend;

"**Financial Year**" means, unless stated otherwise, the period of 12 months ending March 31 of that particular year;

"**Listing Regulations**" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force; and

"**Policy**" or "**this Policy**" shall mean the Dividend Distribution Policy.

Words and expressions used and not defined in this Policy but defined in the Act or other Applicable Laws shall have the same meaning respectively assigned to them in those Applicable Laws.

3. Category of Dividends

The Act provides for two forms of Dividend – final and interim. The Board shall have the power to recommend final dividend to the shareholders for their approval in the general meeting of the Company. The Board shall have the absolute power to declare interim dividend during the Financial Year, as and when they consider it fit.

Final Dividend

The final dividend is paid once for the Financial Year after the annual accounts are prepared, and the Board has the power to recommend the payment of final dividend to the shareholders for their approval in the general meeting of the Company. The declaration of final dividend shall be included in the ordinary business items required to be transacted at the Annual General Meeting.

Interim Dividend

This form of dividend can be declared by the Board one or more times in a Financial Year as may be deemed fit by it. The Board of the Company would declare an interim dividend, as and when considered appropriate, in line with the Act and this Policy. Normally, the Board could consider declaring an interim dividend after finalization of quarterly (or half yearly) financial accounts.

4. Utilization of Retained Earnings

The retained earnings shall be utilized in a manner which is beneficial to the interests of the Company and its shareholders. The retained earnings may be utilized by the Company for making investments for future growth and expansion plans, for the purpose of generating higher returns for the shareholders, or for any other specific purpose as approved by the Board. In the absence of any viable growth opportunity (organic / inorganic), the Company shall utilize retained earnings for reducing its debt obligations. In the absence of the opportunity to utilize retained earnings in any of the above options, as an exception, the Board shall use the larger portion of profits to distribute amongst the shareholders as dividend.

5. Parameters to be adopted with regard to various Classes of Shares

The Company has issued only one class of equity shares with equal voting rights, and therefore all shareholders of the Company are entitled to receive the same amount of dividend per equity share. Parameters for dividend payments in respect of any other class of shares will be as per the respective terms of issue and in accordance with the Applicable Laws, and will be determined, if and when the Company decides to issue other classes of shares.

6. Circumstances under which the Shareholders may or may not expect Dividend

The decision regarding dividend distribution is an important decision as it determines the amount of profit to be distributed among shareholders and amount of profit to be retained in the business. Hence, the shareholders of the Company may expect dividend only if the Company is having adequate profits after complying with all other statutory requirements under the Applicable Laws.

The shareholders of the Company may not expect dividend in the following circumstances, subject to the discretion of the Board:

1. in case of inadequacy of profits or whenever the Company has incurred losses;
2. whenever the Company undertakes or proposes to undertake a significant expansion project requiring higher allocation of capital;
3. whenever the Company undertakes any acquisitions or joint arrangements requiring significant allocation of capital;
4. significantly higher working capital requirement affecting free cash flow;
5. whenever the Company proposes to utilize surplus cash for buy-back of securities or setting off of previous year losses or losses of its subsidiary/ies; and
6. in case the Company is prohibited to recommend/declare dividend by any judicial or regulatory body.

The Board of the Company may not declare or recommend dividend for a particular period if it is of the view that it would be prudent to conserve capital for the then ongoing or planned business expansion or other factors which may be considered by the Board. The statement of the Policy does not in any way restrict the right of the Board to use its discretion in the recommendation of the Dividend to be distributed in the year and the Board reserves the right to depart from the Policy as and when circumstances so warrant.

Given the aforementioned uncertainties, prospective or present investors are cautioned not to place undue reliance on any of the forward-looking statements in the Policy, if any.

7. Financial and Other Parameters to be Considered Before Recommending Dividend

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the shareholders of the Company, at their discretion, subject to the provisions of the Articles of Association and the Companies Act. The dividend, if any, will depend on a number of financial/ internal factors, including but not limited to, the earnings, profit available for distribution, capital requirements, business expansion and growth needs, cost of borrowings, likelihood of crystallization of contingent liabilities, contractual restrictions and overall financial position of the Company. The dividend pay-out decision of the Board also depends upon external factors such as the prevailing economic condition, inflation, increase in interest rates, change in the trade policies, acts of violence, terrorist attacks or war.

8. Rate/ Quantum of Dividend

Subject to the statutory provisions, as applicable, the Company intends to have a total dividend payout (including applicable taxes, if any, relating to the dividend) between 30% to 50% of the profit after tax of the Company for the year, subject to adequate liquidity available at the Company to take care of planned business activities and expansion plans, capital expenditure and other uses of such funds including, but not limited to, any debt servicing requirements, acquisitions, and ensuring an acceptable credit rating, as may be determined, by the Board from time to time.

The declaration of dividend will always however be at the sole discretion of the Board (subject to approval by the shareholders of the Company) who will review this policy at least once every three financial years keeping in mind the business environment and requirements of the Company. In the event of any conflict between this Policy and the provisions contained in the Applicable Laws, the provisions of Applicable Laws shall prevail.

9. Disclosure

The Policy shall be disclosed on the website of the Company and a web-link shall also be provided in its annual report.

If Company proposes to declare dividend on the basis of parameters in addition to the ones listed in this Policy or proposes to change such additional parameters or the Policy contained in any of the parameters, it shall disclose such changes along with the rationale for the same in its annual report and on its website.

10. Review / Amendment

The Board can amend this Policy, as and when deemed fit.

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

Authorised Signatory

Place: Hyderabad
Date: 21st August 2026