Better Products. Better Life.

GEMINI EDIBLES & FATS INDIA LIMITED

POLICY ON

MATERIALITY OF RELATED PARTY TRANSACTIONS

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

POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS

1. Objective

1.1. The objective of this Policy is to regulate transactions between Gemini Edibles & Fats India Limited (the "**Company**") and its Related Parties based on the laws and regulations applicable to the Company in this regard and to ensure proper approval and reporting of transactions between the Company and its Related Parties.

1.2. As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") the Company has adopted a policy namely "*Policy on Materiality of Related Party Transactions*" (the "**Policy**") to ensure the proper approval and reporting of transactions between the Company and its Related Parties.

1.3. The Board had adopted the Policy on Materiality of Related Party Transactions at its meeting held on 21st August 2026

1.4. 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.

1.5. This Policy shall apply to the Company and its subsidiary(ies), if any, and has been adopted to regulate transactions between the Company and its Related Parties based on the Act, the SEBI Listing Regulations and other applicable laws.

2. The Regulatory Framework

2.1. The Companies Act, 2013 together with the rules notified thereunder and Regulation 23 of the SEBI Listing Regulations, provide a framework for regulating transactions with Related Parties.

2.2. This Policy is framed as per the requirements of the applicable laws to ensure the proper approval and reporting of transactions between the Company and its Related Parties and shall operate within the boundaries set by the applicable laws and the rules prescribed thereunder.

3. Definitions

3.1. **"Act"** means the Companies Act, 2013, together with the rules notified thereunder including any statutory modifications or re-enactments thereof for the time being in force.

3.2. **"Accounting Standards"** means the standards of accounting or any addendum thereto for companies or class of companies referred to in Section 133 of the Act.

3.3. **"Arm's Length Transaction"** means a transaction between two Related Parties that is conducted as if they were unrelated, so that there is no conflict of interest.

3.4. **"Associate Company"** shall mean "Associate Company" as defined in Section 2(6) of the Act.

3.5. **"Audit Committee"** means committee of board of directors of the Company constituted pursuant to Section 177 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 18 of the SEBI Listing Regulations.

3.6. **"Board"** means board of directors of the Company.

3.7. **"Key Managerial Personnel"** or **"KMP"** shall have the same meaning as defined in sub-section (51) of Section 2 of the Act.

3.8. **"Policy"** means Policy on Materiality of Related Party Transactions.

3.9. **''Relative''**, means any person as per Section 2(77) of the Act, rules prescribed thereunder and Regulation 2(1)(zd) of the SEBI Listing Regulations, and with reference to any person, means one who is related to another in any of thefollowing manner —

(i) if they are members of a Hindu Undivided Family
(ii) if they are husband and wife
(iii) Father (including step-father)
(iv) Mother (including step-mother)
(v) Son (including step-son)
(vi) Son's wife
(vii) Daughter
(viii) Daughter's husband
(ix) Brother (including step-brother)
(x) Sister (including step-sister)

3.10. "**Related Party**" means a related party as defined under Section 2(76) of the Act, under Regulation 2(1)(zb) of the Listing Regulations and or under the applicable Accounting Standards (Ind AS 24), each as amended from time to time. Provided that any person or entity belonging to the promoter or promoter group of the Company, or any person/entity holding equity shares of ten percent (10%) or more either directly or on a beneficial interest basis under Section 89 of the Act, at any time during the immediately preceding financial year, shall be deemed to be a Related Party.

3.11. **"Related Party Transaction" or "RPT"** means a transaction involving transfer of resources, services or obligations between: (i) the Company or any of its subsidiaries on one hand and a Related Party of the Company or any of its subsidiaries on the other hand; or (ii) the Company or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit a Related Party of the Company or any of its subsidiaries, regardless of whether a price is charged. The term shall include a single transaction or a group of transactions in a contract and the following transactions under Section 188(1) of the Act:

(a) sale, purchase or supply of any goods or materials;
(b) selling or otherwise disposing of, or buying, property of any kind;
(c) leasing of property of any kind;
(d) availing or rendering of any services;
(e) appointment of any agent for purchase or sale of goods, materials, services or property;
(f) such Related Party's appointment to any office or place of profit in the Company, its subsidiary company or associate company and
(g) underwriting the subscription of any securities or derivatives thereof, of the Company

Explanation: Related Party Transaction includes a single transaction or a group oftransactions in a contract, with a Related Party.

3.12. **"SEBI Listing Regulations"** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re- enactments thereof for the time being in force.

3.13. **"Material Related Party Transaction**" means a transaction to be entered into with a Related Party, individually or taken together with previous transactions during a financial year, which exceeds the scale-based, turnover-linked thresholds specified in Schedule XII of the Listing Regulations. For this purpose, any transaction involving payments made to a Related Party with respect to brand usage or royalty, either individually or taken together with previous transactions during a financial year, exceeding five percent (5%) of the annual consolidated turnover of the Company as per the Company's last audited financial statements shall also be considered as a Material Related Party Transaction. The RPT materiality threshold increases with the increase in the annual consolidated turnover of the Company as per its last audited financial statements, though at a reduced rate, which determines the material Related Party Transactions requiring approval by shareholders. The new thresholds are as follows:

Consolidated Turnover of Listed Entity Threshold[1]	Materiality Threshold
(I) Up to ₹ 20,000 crore	10% of the annual consolidated turnover of the listed entity
(II) More than ₹ 20,000 crore to ₹ 40,000 crore	₹ 2000 crore + 5% of the annual consolidated turnover of the listed entity above ₹ 20,000 crore
(III) More than ₹ 40,000 crore	₹ 3000 crore + 2.5% of the annual consolidated turnover of the listed entity above ₹40,000 crore Or ₹5000 crores whichever is lower

3.14. **"Transactions in the ordinary course of business"** mean transactions/activities that are connected to or necessary for the business of the Company and satisfy the following principles:

a) The transaction/activity is permitted under the Memorandum and the Articles of Association of the Company;
b) The transaction/activity is carried on a frequent or regular basis or is as per the industrypractice and
c) The terms of the transaction/activity are similar to those which would be otherwiseapplicable to transactions with unrelated parties.

3.15. "Unforeseen Related Party Transaction" means a related party transaction, where the need for such transaction cannot be foreseen, the details whereof necessary for seeking an omnibus approval of the Audit Committee are not available and the value of such transaction does not exceed Rupees one crore per transaction.

3.16. "Material Modification" means any modification made in the value/exposure of any ongoing or proposed Related Party Transaction as originally approved by the Audit Committee and/or shareholders, which individually or collectively with previous modifications during a financial year, increases the original approved transaction value by more than twenty percent [(20%)], [***Note to Draft: To be confirmed***] or by which the transaction ceases to be in ordinary course and/or on arm's length basis or such other parameter as may be determined by the Audit Committee from time to time.

4. Policy

4.1. All Related Party Transactions must be reported to the Audit Committee and referred for approval of the Audit Committee or the Board or the Shareholders as required under this Policy.

4.1.1. Identification of Related Party Transactions:

4.1.1.1. Each Director and Key Managerial Personnel shall disclose to the Company Secretary in Form MBP-1, at the time of appointment, at the beginning of every financial year and whenever there is any change in the disclosure so made, all persons, entities and firms in which he or she is interested, whether directly or indirectly. Each Director and Key Managerial Personnel is also responsible for providing notice to the Board/Audit Committee of any potential Related Party Transaction involving him or her or his or her Relative, including any additional information about the transaction that the Board/Audit Committee may reasonably request.

4.1.1.2. The Company Secretary shall compile the information received from Directors, Key Managerial Personnel and other concerned persons and circulate the list of Related Parties

[1] For the purpose of computing the thresholds stated above, the annual consolidated turnover of the listed entity shall be determined based on the last audited financial statements of the listed entity.

to the Chief Financial Officer ("**CFO**"), respective functional heads, business heads and any other concerned person for information and necessary action. The CFO shall be responsible for keeping a record of all Related Parties of the Company and the transactions with all Related Parties at all times.

4.1.1.3. The concerned functional or business head shall forward to the Company Secretary and the CFO the details of any proposed Related Party Transaction, together with the draft terms and conditions and other related information, and shall certify whether such transaction is in the ordinary course of business and on an Arm's Length basis. The Company Secretary or the CFO upon receipt of such information, shall notify and place the same before the Board/ Audit Committee for its prior approval and further action, if any.

4.1.1.4. The notice of any potential Related Party Transaction shall be given well in advance to the Board/ Audit Committee and shall also contain adequate information about the Related Party transaction(s). This will provide the Board/Audit Committee members adequate time and information to consider and review the proposed transaction(s).

4.1.1.5. Any proposed modification to a Related Party Transaction already approved or entered into shall be intimated to the Company Secretary and Chief Financial Officer by the concerned functional or business head and shall be placed before the Audit Committee for prior approval in accordance with this Policy.

4.1.2. Approval for Related Party Transactions

The Company shall not enter into any Related Party Transaction except as stated hereinafter.

4.1.2.1. ***Transactions requiring approval of Audit Committee:***

- As per Regulation 23 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013, all Related Party Transactions shall require prior approval of the Audit Committee whether at a meeting or by resolution by circulation or any other manner as prior provided by the Act or rules made thereunder or the SEBI Listing Regulations.
- All Related Party Transactions and subsequent material modifications must receive the prior approval of the Audit Committee. Only those members of the Audit Committee who are Independent Directors shall approve and vote on Related Party Transactions.
- Where the Audit Committee does not approve a Related Party Transaction, other than a transaction prescribed in clauses (a) to (g) of Section 188(1) of the Act, it may make its recommendations to the Board for approval, subject to applicable law.
- A Related Party Transaction to which a subsidiary of the Company is a party, but the Company is not a party, shall require prior approval of the Audit Committee of the Company if the value of such transaction, whether entered into individually or taken together with previous transactions during a financial year, exceeds the threshold prescribed under Regulation 23(2) of the SEBI Listing Regulations, including the threshold applicable to subsidiaries having audited financial statements and subsidiaries not having audited financial statements for a period of at least one year.
- Any member of the Audit Committee who has a potential conflict of interest in any Related Party Transaction shall abstain from discussion and voting on such Related Party Transaction.
- Further, any Related Party Transaction entered into by a Director or officer of the Company involving an amount not exceeding Rs. 1,00,00,000 without obtaining prior approval of the Audit Committee, and which is not ratified by the Audit Committee within three months of entering into such transaction, shall be voidable at the option of the Audit Committee. If the contract or arrangement is with a Related Party to any Director, or is authorised by any other Director, the

Director(s) concerned shall indemnify the Company against any loss incurred by it.

- The Audit Committee may grant a rolling omnibus approval for repetitive transactions, which shall be valid for a maximum period of one (1) financial year.
- Pursuant to Regulation 23 of the Listing Regulations read with Rule 6A of the Companies (Meetings of Board and its Powers) Rule, 2014, as amended, the threshold limits for Related Party Transactions (other than wholly-owned Subsidiaries) for granting omnibus approval by the Audit Committee for each financial year is as under:

S. No.	Criteria	Amount
1.	Maximum value of Related Party Transaction (other than wholly–owned subsidiaries), in aggregate, which can be allowed under the omnibus approval route in a year	Upto [•] % of annual consolidated turnover of the Company as per the last audited financial statement ***[Note to Draft: Company to confirm and update]***
2.	Maximum value per Related Party Transaction (other than wholly-owned subsidiaries) which can be allowed	Upto [•] % of annual consolidated turnover of the Company as per the last audited financial statement ***[Note to Draft: Company to confirm and update]***

4.1.2.2. ***Transactions requiring approval of Board***:

The following Related Party Transactions which are not in the ordinary course of business or which are in the ordinary course of business but not on arm's length basis shall require prior approval of the Board:

i) Sale, purchase or supply of any goods or materials; or
ii) Selling or otherwise disposing of, or buying, property of any kind; or
iii) Leasing of property of any kind; or
iv) Availing or rendering of any services; or
v) Appointment of any agent for purchase or sale of goods, materials, services or property; or
vi) Such Related Party's appointment to any office or place of profit in the Company, its Subsidiary or Associate Company; or
vii) Underwriting the subscription of any securities or derivatives thereof, of the Company.

All Material Related Party Transactions shall be considered and approved by the Board before being placed before the shareholders for approval, except for (i) those transactions which are between the Company and its wholly-owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval; (ii) transactions entered into between two wholly-owned subsidiaries of the Company, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval; (iii) transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between an entity on one hand and the Central Government or any State Government or any combination thereof on the other hand; (iv) transactions entered into between a public sector company on one hand and the Central Government or any State Government or any combination thereof on the other hand; and (v) transactions entered into between two public sector companies.

Where any Director is interested in any contract or arrangement with a Related Party, such Director shall not be present at the meeting during discussions and voting on the subject matter of the resolution relating to such Related Party Transaction.

Where any contract or arrangement is entered into by a Director or any other employee without obtaining the consent of the Board, and is not ratified by the Board within three months from the date on which such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of the Board. If the contract or arrangement is with a Related Party to any Director, or is authorized by any other Director, the Director(s) concerned shall indemnify the Company against any loss incurred by it.

4.1.2.3. ***Transactions requiring approval of Shareholders of the Company:***

- All Material Related Party Transactions shall require approval of the Shareholders of the Company by way of a resolution passed at the general meeting of the Company; and no related party shall vote to approve such resolutions whether the entity is a party to the particular transaction or not. Provided that the aforesaid requirement shall not apply in respect of a resolution plan approved under section 31 of the Insolvency and Bankruptcy Code, 2016, subject to the event being disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

- Prior approval of the shareholders of the Company shall not be required for a Related Party Transaction to which a listed subsidiary of the Company is a party but the Company is not a party, if Regulation 23 and Regulation 15(2) of the SEBI Listing Regulations are applicable to such listed subsidiary.

- All Related Party Transactions which are not in the ordinary course of business or not at arm's length and which are in excess of the limits prescribed under the Act requiring the approval of shareholders, shall require an approval of the Shareholders by way of a resolution passed at the general meeting of the Company; and in such cases, the Related Party/(ies) to the transaction shall abstain from voting on such resolution.

- Any omnibus approval granted by the shareholders for Material Related Party Transactions in an annual general meeting shall be valid till the date of the next annual general meeting held within the timelines prescribed under Section 96 of the Act. In case of omnibus approvals for Material Related Party Transactions, granted by shareholders in general meetings other than an annual general meeting, the validity of such omnibus approvals shall not exceed one year from the date of such approval, in accordance with Regulation 23(4) of the SEBI Listing Regulations.

- Remuneration and sitting fees paid by the Company or its subsidiary to its director, key managerial personnel or senior management, except who is part of the promoter or promoter group, shall not require approval of the shareholders under this section, provided that the same is not material in terms of the provisions of Regulation 23(1) of the SEBI Listing Regulations.

4.1.2.4. ***Deemed Approval***

- The transactions or arrangements which are specifically dealt under the separate provisions of the Law and executed under separate approvals/procedures from relevant committee shall be deemed to be approved for the purpose of this Policy. Such transactions are enumerated below:
  a) Appointment and payment of remuneration, including any variations thereto, to Key Managerial Personnel pursuant to the Nomination and Remuneration Committee approval;
  b) Payment of remuneration, fees, commission, etc. to directors pursuant toapproval of the Nomination and Remuneration Committee;
  c) Payments made to/received from Directors or Key Managerial Personnel pursuant to share based incentive plans as approved by shareholders.
  d) Any benefits, interest arising to Related Party solely from the ownership of Company shares at par with other holders, for example, dividends, right issues, stock split or bonus shares approved by the Nomination and Remuneration

Committee or any other Board composed committee.

e) Contribution with respect to Corporate Social Responsibility to eligible entity pursuant to approval of Board or the Corporate Social Responsibility Committee.

4.1.3. Approval & Review Mechanism:

4.1.3.1. While seeking the approval of the Audit Committee, Board or the Shareholders, all information that is relevant and necessary to the Related Party Transaction and as prescribed under the Laws or by the AuditCommittee or the Board, shall be duly provided to the Audit Committee, Board or Shareholders, as the case may be.

4.1.3.2. The Audit Committee may grant omnibus approval for Related Party Transactions considering the repetitive nature of the transactions.

4.1.3.3. The Audit Committee, shall, after being authorized by the Board of Directors, specify the criteria for granting omnibus approvals to the Related Party Transactions proposed to be entered into by the Company in the manner and to the extent prescribed under the Laws. Such omnibus approvals shall be valid for one financial year and shall require fresh approvals after the expiry of one year. The Audit Committee shall, while granting such omnibus approvals, satisfy itself about the adherence to the criteria so specified by it.

4.1.3.4. Pursuant to Regulation 23 of the SEBI Listing Regulations read with Rule 6A of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, the Audit Committee shall specify clear threshold limits for Related Party Transactions, other than transactions with wholly-owned subsidiaries, that may be approved under the omnibus approval route for each financial year, including the maximum aggregate value of such transactions in a year and the maximum value per transaction, expressed by reference to the annual consolidated turnover of the Company as per the last audited financial statements or such other parameters as the Audit Committee may approve.

4.1.3.5. The Audit Committee shall satisfy itself about the need for such omnibus approval and that such approval is in the interest of the Company.

4.1.3.6. The omnibus approval granted by the Audit Committee shall include the following particulars:

i. Name of the related parties;
ii. Nature and duration of the transaction;
iii. Maximum amount of transaction that can be entered into;
iv. The indicative base price or current contracted price and the formulafor variation in the price, if any; and
v. Any other information relevant or important for the Audit Committeeto take a decision on the proposed transaction.

4.1.3.7. In case of Unforeseen Related Party Transactions, the Audit Committee may grant an omnibus approval for such transactions provided that the value does not exceed Rs.1 crore per transaction in a financial year.

4.1.3.8. The Audit Committee shall not grant omnibus approval for transactions in respect of selling or disposing of the undertaking of the Company.

4.1.3.9. All Material Related Party Transactions shall be reviewed and validated by theStatutory Auditors of the Company and a confirmation of the same shall be made to the Audit Committee, the Board of Directors and the Shareholders ofthe Company while seeking the necessary approvals.

4.1.3.10. Any Director or Key Managerial Personnel who is interested in any Related Party Transaction shall not be present at the meeting of the Board or Audit Committee during discussions on the subject matter of the resolution relatingto such transaction.

4.1.3.11. The Audit Committee shall review at least, on a quarterly basis, the details of all Related Party Transactions entered into by the Company or its subsidiaries pursuant to each omnibus approval granted under this Policy.

4.1.3.12. On a quarterly basis, the management shall submit a report to the AuditCommittee providing a comparison between the approvals granted and the actual transactions.

4.1.3.13. While considering a Related Party Transaction, the Audit Committee and/or Board shall consider, among other relevant factors, whether the terms are fair and on an Arm's Length basis to the Company, whether the transaction is in the ordinary course of business, whether the transaction could affect the independence of an independent director, whether it presents any reputational risk, and whether it presents a conflict of interest for any Director or Key Managerial Personnel.

4.1.3.14. Whenever there is any doubt with regard to a transaction with a Related Party or the applicable corporate governance requirements, the Audit Committee or Board may seek legal opinion or clarification before approving, ratifying, revising or terminating such transaction.

4.1.3.15. If any Director, Key Managerial Personnel or other employee becomes aware of any Related Party Transaction that was omitted from approval by the Audit Committee, Board or shareholders, or is in deviation from this Policy, such person shall promptly notify the Company Secretary, who shall ensure that the transaction is placed before the Audit Committee or the Board, as applicable, at the earliest for appropriate action, including ratification, revision or termination, subject to the Act and the SEBI Listing Regulations.

4.1.4. Reporting of Related Party Transactions:

4.1.4.1. The Company is required to disclose in its annual financial statements and directors' report, certain transactions between the Company and Related Parties as well as Policy relating thereto. The Policy shall also be disclosed on the website of the Company and a web link thereto shall be provided in the annual report of the Company.

4.1.4.2. Upon listing, the Company shall submit disclosures of Related Party Transactions on a consolidated basis to the stock exchanges every six months on the date of publication of the Company's standalone and consolidated financial results, in the format specified by SEBI from time to time, and shall publish such disclosures on its website in accordance with Regulation 23(9) the SEBI Listing Regulations. To the extent the Company undertakes any public issue or other offer governed by the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company shall ensure that its offer documents include all applicable disclosures relating to Related Party Transactions, outstanding loans, guarantees and other related-party balances or arrangements, in the manner required by those regulations and applicable accounting standards.

4.1.4.3. Details of Material Related Party Transactions shall be disclosed as part of the Company's corporate governance disclosures, including under Regulation 27 of the SEBI Listing Regulations or any integrated filing or other format prescribed by SEBI from time to time.

4.1.4.4. The Company shall keep one or more registers giving separately the particulars of all contracts or arrangements with Related Parties in the manner required under the Act and rules made thereunder.

5. General

5.1. The Policy would be subject to revision/amendment in accordance with the Laws. The Board shall review the Policy at least once every three years and update it accordingly, and the Audit Committee may review and recommend amendments to the Board from time to time for better implementation of the Policy.

5.2. In case of any amendment to the Act, the SEBI Listing Regulations, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any other applicable law that is inconsistent with this Policy, the amended statutory or regulatory provision shall prevail over this Policy, and this Policy shall be read as modified to that extent until formally amended.

5.3. The Company Secretary and Chief Financial Officer are jointly authorised to propose amendments to this Policy to make it consistent with the prevailing provisions of the Act, the SEBI Listing Regulations and other applicable law, and such amendments shall be placed before the Audit Committee and the Board for approval.

5.4. The Company reserves its right to alter, modify, add, delete or amend any of the provisions of this Policy.

5.5. The power to interpret and administer the Policy shall rest with the Chairman of the Audit Committee whose decision shall be final and binding. The Chairman is also empowered to make any supplementary rules/orders to ensure effective implementation of the Policy. These will, however, be reported to or tabled before the Audit Committee, from time to time, to ensure the Committee's oversight on these issues.

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

Place: Hyderabad
Date: 21st August 2026

Pradeep Kumar Chowdhry
Managing Director
DIN: 01154121