

WHISTLE BLOWER POLICY / VIGIL MECHANISM

1. BACKGROUND

Gateway Distriparks Limited (“GDL” or the “Company”) is committed to promoting a fair, open and ethical work and business environment, in continuation with its Code of Ethics for suppliers, employees and directors (hereinafter referred to as the “Code”). Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company.

In the Companies Act, 2013 under Section 177 every listed company or Company having fixed deposit from public or Company which have borrowed money from the banks and financial institute in excess of Rs. 50 crores or such other criteria laid under various statues, shall establish a vigil mechanism for the directors and employees to report genuine concerns and grievances in such a manner as may be prescribed. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

Regulation 22 of the SEBI (LODR) Regulations requires all listed companies to formulate a vigil mechanism / Whistle Blower Policy for employees and directors to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company’s code of conduct. The vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

The Company has adopted a Code of Conduct for Directors and Senior Management Personnel (“the Code”), which lays down the principles and standards that should govern the actions of the Directors and Senior Management Personnel.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company.

In compliance of the above requirements, Gateway Distriparks Limited has established a vigil mechanism and formulated a policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism (**Whistle Blower Policy / Policy**).

In keeping with its commitment to create the desired culture, this Whistle blower Policy has been designed to allow Employees and Directors to raise concerns related to any misconduct, unacceptable business policy, unethical behavior, actual or suspected fraud or any other matter contrary to or in violation of the Code.

2. POLICY OBJECTIVES

2.1. A Whistle Blower / Vigil mechanism provides a channel to the employees to report to the management, concerns about unethical behavior, actual or suspected fraud or violation of the Code. The mechanism provides for adequate safeguards against

victimization of employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

- 2.2. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

3. DEFINITIONS

The definitions of some of the key terms used in this Policy are given below. Terms not defined herein shall have the meaning assigned to them under the Code.

- 3.1. **“Alleged wrongful conduct”** shall mean violation of law, Infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority”.
- 3.2. **“Audit Committee”** means a Committee constituted by the Board of Directors of the Company in accordance with section 177 of the Companies Act 2013.
- 3.3. **“Board”** means the Board of Directors of the Company.
- 3.4. **“Company”** means the Gateway Distriparks Limited and all its offices.
- 3.5. **"Employee"** refers to every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.
- 3.6. **“Nodal Officer”** means an officer of the Company nominated by the Managing Director (MD) to being authorized for the implementation of this Policy and for tracking and reporting to the Audit Committee on the Disclosures and the related actions taken by the Company.
- 3.7. **"Investigators"** mean those persons authorized, appointed, consulted or approached by the Audit Committee. This includes persons internal to the Company or external bodies.
- 3.8. **“Disclosure”** refers to a communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- 3.9. **“Subject”** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 3.10. **“Whistle Blower”** is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

4. GUIDING PRINCIPLES OF THIS POLICY

The principles guiding this Policy and framework are as follows:

- 4.1. Provide the Whistle blower or the person/s making the Disclosure adequate confidentiality or security against victimization for making the Disclosure.

- 4.2. Ensure complete confidentiality of the Whistle blower.
- 4.3. Ensure that necessary action is taken and any evidence of the Disclosure is not concealed or ignored
- 4.4. Take disciplinary action in case anyone conceals or destroys evidence related to the Disclosure
- 4.5. Provide a time bound framework for necessary action to be undertaken on genuine Disclosures made.
- 4.6. Keep the investigation and the Subject of the investigation confidential till the investigation is complete. Subjects are to be treated as innocent unless proven otherwise.
- 4.7. Provide the Subject the opportunity to be heard once the initial investigation on the Disclosure has been performed.

5. SCOPE OF THE POLICY

The Policy is an extension of the Code and covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

- 5.1. misuse or abuse of authority
- 5.2. Breach of the Company's Code of Conduct
- 5.3. Breach of Business Integrity and Ethics
- 5.4. Breach of terms and conditions of employment and rules thereof
- 5.5. Intentional Financial irregularities, including fraud, or suspected fraud
- 5.6. Deliberate violation of laws/regulations
- 5.7. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
- 5.8. Manipulation of company data/records
- 5.9. Pilferation of confidential / propriety information
- 5.10. Gross Wastage / misappropriation of Company funds / assets and
- 5.11. anticompetitive behaviour, including entering into cartels which directly or indirectly determine purchase or sale prices; limit or control production, supply, markets, technical development, investment or provision of services; share the market or source of production or provision of services by way of allocation of geographical area of market,

or type of goods or services, or number of customers in the market or any other similar way; or directly or indirectly resulting in bid-rigging or collusive bidding and

5.12 other matters or activity on account of which the interest of the Company is affected.

The role of the Whistle blower is expected to be that of a reporter, supported with reliable information and evidence where possible. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

Whistle blowers should not assume that they have a right to participate in any investigative activities other than as requested by the Audit Committee or designated investigators.

All Employees and Directors of the Company are eligible to make Disclosures under this Policy.

6. DISQUALIFICATIONS

While it will be ensured that genuine Whistle blowers are accorded complete protection from any kind of unfair treatment as described in this Policy, any abuse of this protection may warrant disciplinary action.

Under this Policy a Whistle blower will not be protected in case other independent disclosures are received related to that individual. In such situations the normal process of investigation against the Whistle blower may be conducted as per the principles of this Policy.

A Whistle blower may not seek protection in case specific instances of misconduct are identified against the whistle blower in the course of any investigation related to their Disclosure.

7. MANNER IN WHICH DISCLOSURES TO BE MADE

All Disclosures concerning: (i) corruption, bribery or actual or suspected fraud involving any Director, or (ii) any matter involving any Director, Whistle blower INodal Officer or Key Managerial Personnel (as defined under the Companies Act, 2013), should be addressed to the Chairman of the Audit Committee of the Company for investigation.

In respect of all other matters involving Employees, all Disclosures should be made through the Ethics Helpline established by the Company ("**Ethics Helpline**") for this purpose. The Ethics Helpline would be available through various media as described below:

| | | |
|-----------------|-----------------------------------|---|
| Toll Free Phone | 1800-102-6969 | Mon – Sat (excluding public holidays; 10:00AM – 7:00PM) |
| Email | report@integritymatters.in | |
| Fax | (022) 421-52550 | |

| | |
|------|--|
| Post | Integrity Matters Suite No. 302, Powai Plaza, Central Avenue, Powai, Mumbai – 400 076, India. |
| Web | http://ethics.gatewaydistriparks.com |

The Ethics Helpline would be managed and operated through an external party (“**Integrity Matters**”) to provide confidence to the Whistle blower. The Whistle blower must necessarily disclose their identity and means to contact them to the Ethics Helpline. This is in case further information may be required by the Whistle blower Nodal Officer or the Audit Committee or the investigators.

Disclosures from the Ethics Helpline should be addressed to the Whistle blower Nodal Officer of the Company for investigation.

The contact details of the Chairman of the Audit Committee and the Chairman-cum-Managing Director are as under:

| Name and Address of CMD | Chairman of Audit Committee |
|--|--|
| Shri Prem Kishan Dass Gupta | Shri Anil Aggarwal |
| SF-7, Second Floor, D-2 ‘Southern Park’, Saket District Centre, Saket, New Delhi – 110017. | SF-7, Second Floor, D-2 ‘Southern Park’, Saket District Centre, Saket, New Delhi – 110017. |
| E-mail: premkishan@ntsc.in | E-mail: anil@vpartners.in |

The contact details of the Whistle blower Nodal Officer is as under:

| Name & Address of Nodal Officer |
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| Shri Sandeep Shaw (CFO) |
| SF-7, Second Floor, D-2 ‘Southern Park’, Saket District Centre, Saket, New Delhi – 110017. |
| E-mail: sandeep.shaw@gatewaydistriparks.com |

If a Disclosure is received by any executive of the Company other than the Whistle blower Nodal Officer or the Chairman of Audit Committee, the same should be forwarded to the Company’s Whistle blower Nodal Officers or the Chairman of the Audit Committee for further appropriate action.

Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle blower.

To the extent possible, the Disclosure must include the following:

- (i) the Employee or Director, and/or outside party or parties involved;
- (ii) the location of the Company (division, office) where the activity happened;

- (iii) when did the activity happen: a date or a period of time;
- (iv) type of concern (what happened);
- (v) submit proof or identify where proof can be found, if possible;
- (vi) who to contact for more information, if possible; and/or
- (vii) prior efforts to address the problem, if any.

The Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle blower. The Ethics Helpline/Chairman of the Audit Committee/Whistle Blower Nodal Officer shall detach the covering letter and forward only the Disclosure to the Audit Committee for further action.

Disclosures are expected to be factual and not speculative. It is expected that a Disclosure should contain as much specific information and supporting evidence, if any, as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

8. INVESTIGATION

All Disclosures made under this policy would be investigated in the following manner:

- (i) Disclosures addressed to the Ethics Helpline and to the Whistle blower Nodal Officer would be preliminarily investigated by the Nodal Officer.
- (ii) Disclosures addressed to the Chairman of the Audit Committee would be investigated by the Audit Committee.

The Whistle blower Nodal Officer shall forward the details and outcome of their preliminary investigation to the Audit Committee for further action, review or investigation, as may be necessary.

- 8.1. All protected disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee (AC) may investigate and may at its discretion consider involving any internal or external Investigators for the purpose of investigation.
- 8.2. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process. The identity of a Subject will be kept confidential to the extent possible subject to needs of law and the investigation.
- 8.3. If any member(s) of the Audit Committee has a conflict of interest in case of any Disclosure, such member(s) should recuse themselves and the other members of the Audit Committee would deal with the Disclosure and its investigation.
- 8.4. Subjects shall have a duty to co-operate with the Audit Committee / Nodal Officer or any of the appointed Investigators during investigation to the extent that such cooperation will not compromise self- incrimination protections available under the applicable laws.

- 8.5. Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).
- 8.6. Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is sufficient evidence in support of the allegation.
- 8.7. Subject(s) have a right to be informed of the outcome of the investigations.

The investigation shall be completed normally within 30 days of the receipt of the protected disclosure and is extendable by such period as the AC deems fit and as applicable.

9. PROTECTION

- 9.1. No unfair treatment will be meted out to a whistle blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure etc.
- 9.2. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- 9.3. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the complainant being disclosed, the audit committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistleblower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.
- 9.4. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

Provided however that the complainant before making a complaint has reasonable belief that

an issue exists and he has acted in good faith. Any complaint not made in good faith as assessed as such by the audit committee shall be viewed seriously and the complainant shall be subject to disciplinary action as per the Rules of the Company. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

10. AUDIT COMMITTEE & NODAL OFFICER

The Whistle blower Nodal Officer would receive all relevant Disclosures made to the Ethics Helpline and be responsible for initiating the necessary review or investigation.

All members of the Audit Committee would receive (i) all relevant Disclosures made through the Chairman of the Audit Committee, and (ii) the details and outcome of the preliminary investigation conducted by the Whistle blower Nodal Officer, and be responsible for initiating the necessary review or investigation.

The Whistle blower Nodal Officer would be responsible for tracking and reporting to the Audit Committee on the Disclosures and the related actions taken by the Company.

The Whistleblower Nodal Officer would be unbiased and be responsible to ensure care is taken to maintain confidentiality within the Company on issues reported.

11. INVESTIGATORS

Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and rights to access any information or personnel employed at the Company from the Audit Committee when acting within the course and scope of their investigation.

Specialist and other technical or investigative resources may be utilized as necessary to perform or support the investigation. The Investigators are expected to be independent and unbiased in their duties. They are expected to be objective and thorough in their approach and observe legal and professional standards.

An investigation into Disclosures reported would be initiated only after review of any allegations made and the following facts are established:

1. The Disclosure relates to an act or event that constitutes an illegal or unethical practices, unethical behavior, actual or suspected fraud or violation of the Company's Code, and
2. The Disclosure is supported by specific information related to events, personnel and other information that can be investigated.

Allegations that do not contain adequate information or evidence may only be reviewed by the management and an investigation into the Disclosure may not be undertaken.

12. SECRECY / CONFIDENTIALITY

The complainant, Nodal Officer, Members of Audit committee, the Subject and everybody involved in the process shall:

12.1. Maintain confidentiality of all matters under this Policy

12.2. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.

12.3. Not keep the papers unattended anywhere at any time

12.4. Keep the electronic mails / files under password.

Suitable disciplinary action may be initiated against anyone found to not complying with the above.

13. DECISION AND REPORTING

The Whistleblower Nodal Officer shall report to the Audit Committee every quarter on the Disclosures received in the quarter as well as the results of all ensuing reviews and investigations.

If the outcome of the investigation concludes that any misconduct or unethical act has been committed, they can recommend to the Board of Directors of the company to take suitable disciplinary or corrective action as may be deemed fit.

14. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

15. RETENTION OF DOCUMENTS

All Protected disclosures documented along with the results of Investigation relating thereto, shall be retained by the Nodal Officer for a period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

16. ADMINISTRATION, REVIEW AND AMENDMENT OF THE POLICY

The Managing Director shall be responsible for the administration, interpretation, application and review of this policy. The Managing Director also shall be empowered to bring about necessary changes to this Policy, without assigning any reason whatsoever, if required at any stage with the concurrence of the Audit Committee.

Modification may be necessary, among other reasons, to maintain compliance with applicable laws and/or to accommodate organizational changes within the Company.

However, no such amendment or modification will be binding on the Directors and employees unless the same is not communicated in a suitable manner.

17. ANNUAL AFFIRMATION

The Company shall annually affirm that it has provided protection to the Whistle Blower from unfair adverse personal action. The affirmation shall also form part of Corporate Governance report which is attached to the Annual report of the Company.