



GATEWAY DISTRI PARKS LTD.

GDL Employee Code



GATEWAY DISTRI PARKS LTD.

VISION

To develop a robust infrastructure to ensure our service levels always exceed customer expectations by continuously increasing our capacities and support structure.

MISSION

To give our customers a competitive advantage through superior logistics and transportation solutions, with service as the base, technology as the tool and teamwork as the driving force. Gateway Distriparks will use all its resources to meet and exceed the needs of our customers by ensuring:

- Efficient levels of service
- Value Added Products
- Continual innovation in technology
- Ongoing training and development of our team.

DISCLAIMER:

This Employee Handbook is not a contract of employment nor is it intended to create contractual obligations for the Company of any kind. The policies will be applied at the discretion of the company and apply only to full time employees on the rolls of Gateway Distriparks Ltd. Furthermore, the Company reserves the right to override, suspend, withdraw or change any part or in its entirety the policies, procedures, benefits, and working conditions described in this handbook at any time, for any reason, and without prior notice. In the event of a policy change, employees will be notified. Any such action shall apply to existing as well as future employees. In the event of any dispute or ambiguity, the interpretation of this policy shall be decided only by Gateway Distriparks Ltd.'s Management.



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CODE OF CONDUCT

1.	Objective	Code of Conduct reinforces our core values and drives our culture of compliance, ethical decision making and accountability. It also maintains a balanced and coherent environment between employees.
2.	Applicability	The following guidelines can be deemed to be applicable as “Enforceable Code of Conduct” for all employees including the Senior Management of Gateway Distriparks Ltd.
3.	Purpose	<p>In establishing any Code of Conduct in the workplace, we have no intention of restricting the individual rights of any employee. Rather, we wish to define the guidelines that protect the rights of everyone and ensure maximum understanding and co-operation.</p> <p>Our core values:</p> <ul style="list-style-type: none">• To uphold the dignity of the individual• To honor commitments and agreements• Commitment to quality, innovation and growth in each endeavor• To be responsible corporate individuals <p>Organizational Pride: Aims at creating work environment where employees have a sense of belonging and identify with the organization and with Gateway Distriparks Ltd.’s mission, vision and objectives.</p> <p>Mutual Trust and Respect: We believe in building individual relationships with our employees, respecting the dignity and individuality of all alike.</p> <p>Ethical and Legal Practices: We are a legal and ethical organization. We practice a culture that fosters high standards of ethics; encourage people to behave in a fair manner and display high standards of moral conduct.</p> <p>Self-driven and Motivated: Our employees are self-driven, motivated and entrepreneurial.</p> <p>Openness: We are transparent in our thoughts and action. We are open to listening to every point of view and opinion.</p> <p>Fair: We are unbiased and hold no favoritism. We follow a system of merit.</p> <p>Secular: We hold no bias against those with diverse beliefs or customs, whether religious or others.</p> <p>Apolitical: We do not patronize any political party.</p> <p>Human Approach: We approach all our employees with sensitivity and respect their gender, cultural and geographical diversity. We strive to help our employees fulfill their potential, keeping them in line with Gateway Distriparks Ltd.’s business objectives.</p> <p>Customer Orientation: Our objective to internal and external customers is to understand their needs and to delight them by delivering beyond their expectations.</p> <p>Quality Focus: Our systems and processes are constantly enhanced to ensure the highest quality standards.</p>



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4.	Policy Details	<p>This policy include the specific identified issues, besides the implied conduct guidelines that are applicable to the industry:</p> <ol style="list-style-type: none">1. All Senior Management and employees of the company shall abide by the applicable corporate, tax, personnel, trade laws, rules and regulations, etc. of the geographies where they are stationed, at the given point of time.2. Behavioral Conduct: Our employees will follow moral and ethical business practices and discourage discriminations related to gender, race, color, religion, marital status, etc. Employees will not indulge in acts of harassment, sexual offenses, racial discrimination, etc.3. Workplace Harassment: Unwelcome verbal, written or physical conduct that shows hostility or aversion towards a person on the basis of race, color, national origin, age, sex, religion, disability or marital status that: (1) has the purpose or effect of creating an intimidating, hostile or offensive work environment; (2) has the purpose or effect of unreasonably interfering with an employee's work performance; or (3) affects an employee's employment opportunities or compensation.4. Dress Code: All Employees will adhere to a business dress code consisting of trousers, shirts and shoes during working days. Informal dress code consisting of collared T-shirts, shoes and jeans is permitted on last working day of the week. Round neck T-shirts, slippers and sneakers are not allowed during working hours.5. Personal Hygiene/Grooming: As a courtesy to our colleagues and customer representatives, employees are required to maintain a good sense of personal hygiene and personal grooming.6. Employees will not work under the influence of intoxicating substances or any other harmful drugs in the work premises. Unauthorized weapons, illegal firearms, weapons, or explosives on company premises are strictly prohibited. Employees will not engage in criminal conduct or acts of violence, or make threats of violence towards anyone in the company premises or when representing Gateway Distriparks Ltd.7. Employees will not use or cause to use any unfair means of gaining business or personal favors.8. At no time during employment with Gateway Distriparks Ltd. or after leaving the company, the officials covered herein shall use the association with the Company to advance his/her own interests.9. Employees shall not make any representations, commitments to the customers of the Company, world at large, statutory authorities, whom he/she knows within his reasonable knowledge and awareness, are beyond the scope of his authorization.10. Employees will ensure that Gateway Distriparks Ltd. is an Equal Opportunity Company and create a comfortable working environment for its colleagues and treat them with respect and dignity.11. Employees shall ensure that all fundamental rights of seniors, colleagues and subordinates are respected and protected in professional and personal interactions.12. Protection of company property: Physical or intellectual assets of the Company shall not be put to personal use. The degree of care expected is the same as that which would have been accorded to one's own property.13. Confidential information: All information shall be protected in accordance with the applicable individual contract obligations with the customer, if any and in observance of the guidelines regarding protection of Confidential Information that may be notified by the company from time to time.14. <u>Conflict of interest:</u> All employees will make best efforts to avoid situations where his/her personal interests are in conflict with the professional interest. Upon the happening of any such circumstance, he/she will immediately notify the company of the same so that best efforts can be made to resolve the Conflict of interest. Employees will not, at any
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time, commit an act or cause to commit an act that will jeopardize the interest of the company as against its competitors.

15. Employees will strive to maintain personal integrity and further the interest and welfare of the company.
16. **Anti - Sexual Harassment:** Sexual harassment, in general, is defined as unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature. Specific types of prohibited conduct include, but are not limited to:
 - Making it a condition of employment, whether implicit or explicit, for employees to tolerate unwelcome sexual advances, requests for sexual favors, or other verbal or physical conduct of a sexual nature, or requiring submission to such conduct as the basis for employment decisions.
 - Demanding sexual favors, making sexual propositions or threats, leering or asking about an individual's sexual orientation.
 - Communicating or viewing sexually inappropriate jokes, stories, graphics or innuendoes.
 - Making insulting, suggestive or graphic comments or sounds, including whistling.
 - Displaying sexually suggestive objects, pictures or photographs, making sexually suggestive, insulting or graphic movements or obscene gestures.
 - Engaging in unwanted physical contact, including touching, pinching and brushing the body.
 - Declaring of unwelcome affection or repeatedly attempting to pursue a relationship.
 - Creating an intimidating, hostile or offensive work environment by allowing the above conduct to unreasonably interfere with employee's work performance or by otherwise adversely affecting employee employment opportunities.

Harassment (sexual or otherwise) of any employee, by other employees, clients or vendors is strictly prohibited.

Reporting Sexual Harassment: If employees observe or become aware of a perceived incident of sexual harassment, they are expected to report it. Employee may do so by contacting any member of the Sexual Harassment Committee. The committee is responsible for ensuring all complaints of sexual harassment are promptly investigated and confidentiality maintained to the extent possible. If an allegation of sexual harassment is substantiated, appropriate disciplinary actions are taken. Gateway Distriparks Ltd. strictly prohibits retaliation against anyone who, in good faith, reports any of these concerns or who participates in an investigation of such reports.

Sexual Harassment Committee: As per the guidelines created by the Supreme Court, Gateway Distriparks Ltd. has established the sexual harassment committee. It shall be the duty of this committee to prevent or deter the commission of acts of sexual harassment and to provide for the resolution of such acts by taking all steps required, such as;

- Creating awareness.
- Constituting complaints mechanism
- Initiating disciplinary action against perpetrators
- Initiating criminal action where required
- Providing support mechanisms to victims

The members of the committee shall comprise of the following:

S.No	Members
1.	Rajendra Patil
2.	Veena Nair
3.	CFS Head (In case of location disputes)



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The above issues of code of conduct are not exhaustive and may occasionally include other activities. In the event of an official not abiding by the above stated rules, then the Company will reserve the right to initiate one or more of the following stated actions in accordance with the gravity of the misdemeanor:

- Verbal Warning
- Written Warning
- Suspension
- Termination of employment
- Litigation
- Imposition of damages
- Any other penal remedy that may be available to the company under the applicable law of the country where the act has been committed.



WHISTLE BLOWER POLICY/ VIGIL MECHANISM

<p>1.</p>	<p>Background</p>	<p>1.1. In the Companies Act, 2013 under Section 177 every listed company or such class or classes of companies, as may be prescribed shall establish a vigil mechanism for the directors and employees to report genuine concerns 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.</p> <p>1.2. Effective October 1, 2014, Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges, inter alia, provides for a mandatory requirement for all listed companies to establish a mechanism called “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.</p> <p>1.3. Gateway Distriparks Limited (“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.</p> <p>1.4. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Such a 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.</p> <p>1.5. 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).</p>
<p>2.</p>	<p>Policy Objectives</p>	<p>2.1 The Whistle Blower Policy provides a channel to the employees and directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and directors and also provides for direct access to the Chairman of the Audit Committee in exceptional cases.</p> <p>2.2 The Whistle Blower Policy neither releases employees and directors 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.</p>
<p>3.</p>	<p>Scope of the Policy</p>	<p>The Whistle Blower Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:</p> <ul style="list-style-type: none"> 3.1 Misuse or abuse of authority 3.2 Breach of the Company’s Code of Conduct 3.3 Breach of Business Integrity and Ethics 3.4 Intentional Financial irregularities, including fraud, or suspected Fraud



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		<p>3.5 Deliberate violation of laws/regulations</p> <p>3.6 Gross or Wilful Negligence causing substantial and specific danger to health, safety and environment</p> <p>3.7 Manipulation of company data/records</p> <p>3.8 Perforation of confidential/propriety information</p> <p>3.9 Gross wastage/misappropriation of Company funds/assets</p> <p>3.10 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 bidrigging or collusive bidding and</p> <p>3.11 Other matters or activity on account of which the Code / ethics of the Company is affected.</p>
4.	Definitions	<p>4.1 "Audit Committee" means the Audit Committee constituted by the Board of Directors of the Company.</p> <p>4.2 "Board" means the Board of Directors of the Company.</p> <p>4.3 "Company" means the Gateway Distriparks Limited and all its offices.</p> <p>4.4 "Employee" means all the present employees and Directors of the Company.</p> <p>4.5 "MD" means the Managing Director of the Company;</p> <p>4.6 "Nodal Officer" means an officer of the Company nominated by the MD to receive Protected Disclosures from Whistle Blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the whistle blower the result thereof.</p> <p>4.7 "Protected Disclosure" means a concern raised by an Employee or group of Employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an alleged Wrongful Conduct. However, the Protected Disclosures should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.</p> <p>4.8 "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.</p> <p>4.9 "Whistle Blower" is an Employee or group of Employees who make a Protected Disclosure under this Whistle Blower Policy.</p> <p>4.10 "Wrongful Conduct" shall means any activity covered under the scope of this Whistle Blower Policy, 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.</p>
5.	Receipt and Disposal of Protected Disclosures	<p>5.1 Protected Disclosures should be reported in writing by the Whistle Blower as soon as possible after the Whistle Blower becomes aware of the same 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 Marathi.</p> <p>5.2 The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as "Protected Disclosure under the Whistle Blower Policy". In order to protect identity of the Whistle Blower, the Nodal Officer will not issue any acknowledgement to the Whistle Blower and the Whistle Blowers are advised neither to write the name / address of the Whistle</p>



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Blower on the envelope nor to enter into any further correspondence with the Nodal Officer / Audit Committee. The Nodal Officer / MD / Audit Committee assures that in case any further clarification is required they will get in touch with the Whistle Blower.

- 5.3 Anonymous / Pseudonymous disclosure shall not be entertained.
- 5.4 All Protected Disclosures should be addressed to the Nodal Officer of the Company. The contact details of the Nodal Officer is as under:-

Address of Nodal Officer
Shri R. Kumar (Dy. CEO and CFO cum Company Secretary) Sector-6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai-400 707.
E-mail: kumar@gateway-distriparks.com And complaints@gateway-distriparks.com

- 5.5 Protected Disclosure against the Nodal Officer should be addressed to the MD of the Company and the Protected Disclosure against the MD of the Company should be addressed to the Chairman of the Audit Committee. The contact details of the MD and the Chairman of the Audit Committee are as under:

Name and Address of MD	Chairman of Audit Committee
Shri Prem Kishan Dass Gupta Sector-6, Dronagiri, Tauluka Uran, District Raigad, Navi Mumbai-400 707.	Shri Shabbir Hassanbhai Sector-6, Dronagiri, Tauluka Uran, District Raigad, Navi Mumbai-400 707.
Email id: vigil@gateway-distriparks.com	

- 5.6 The Protected Disclosure should be forwarded under a covering letter signed by the Whistle Blower. The Nodal Officer/ MD / Chairman of Audit Committee shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

- 5.7 On receipt of the Protected Disclosure the Nodal Officer / MD / Chairman of the Audit Committee shall make a record of the Protected Disclosure and also ascertain from the Whistle Blower whether he was the person who made the Protected Disclosure before referring the matter to the Audit Committee for further appropriate investigation and needful action. The record will include:

- 5.7.1 Brief facts;
- 5.7.2 Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- 5.7.3 Whether the same Protected Disclosure was raised previously on the same Subject;
- 5.7.4 Details of actions taken by Nodal Officer/ MD for processing the Protected Disclosure.

- 5.8 The Audit Committee, on receipt of the disclosure, if deems fit, may call for further information or particulars from the Whistle Blower. The Audit Committee will investigate and give its recommendations.



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6.	Investigation	<p>6.1 All Protected Disclosures under this Whistle Blower Policy will be recorded and thoroughly investigated. The Nodal Officer / MD / Audit Committee may investigate and may at its discretion consider involving any other officer of the Company for the purpose of investigation.</p> <p>6.2 The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.</p> <p>6.3 Subject(s) will normally be informed in writing of the allegations of Wrongful Conduct at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.</p> <p>6.4 Subject(s) shall have a duty to co-operate with the Nodal Officer/ MD /Audit Committee or any of the officers appointed by the Audit Committee in this regard to the extent that such cooperation will not compromise self-incrimination protections available under the applicable laws.</p> <p>6.5 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).</p> <p>6.6 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 Wrongful Conduct against a Subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation. The Subject will be heard at all stages of the enquiry and before final orders are passed. If required, the Audit Committee can appoint an Outside / private investigator to seek more information. The decision shall be conveyed to the whistle blower</p> <p>6.7 Subject(s) have a right to be informed of the outcome of the investigations.</p> <p>6.8 The investigation shall be completed normally within 90 days of the receipt of the Protected Disclosure and is extendable by such period as the Audit Committee deems fit and as applicable.</p>
7.	Decision and Reporting	<p>7.1 Audit Committee along with its recommendations will report its findings to the MD / Chairman within 15 days of receipt of report for further action as deemed fit. In case prima facie case exists against the Subject, then the Audit Committee and MD shall jointly decide on the disciplinary action in this regard or shall close the matter, for which they shall record the reasons. Copy of above decision shall be sent to the the Nodal Officer, the Whistle Blower and the Subject.</p> <p>7.2 In case the Subject is the Nodal Officer of the Company, the Protected Disclosure shall be addressed to the MD who, after examining the Protected Disclosure shall forward the matter to the Audit Committee. The Audit Committee after providing an opportunity to the Subject to explain his position and after completion of investigation shall submit a report along with its recommendation to the MD. After considering the report and recommendation as aforesaid, MD shall forward the said report with his recommendation to the concerned disciplinary authority for further appropriate action in this regard or shall close the matter,</p>



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		<p>for which he shall record the reasons. Copy of the above decision shall be sent to the Audit Committee, the Nodal Officer the Whistle Blower and the Subject.</p> <p>7.3 In case the Subject is the MD of the Company, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the Protected Disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.</p> <p>7.4 A Whistle Blower who makes false allegations of unethical & improper practices or about Wrongful Conduct of the Subject to the Nodal Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.</p>
8.	Secrecy/ Confidentiality	<p>8.1 The Whistle Blower, Nodal officer, Members of Audit Committee, the Subject and everybody involved in the process shall:</p> <p>8.1.1 Maintain confidentiality of all matters under this Whistle Blower Policy.</p> <p>8.1.2 Discuss only to the extent or with those persons as required under this Whistle Blower Policy for completing the process of investigations.</p> <p>8.1.3 Not keep the papers unattended anywhere at any time</p> <p>8.1.4 Keep the electronic mails / files under password.</p>
9.	Protection	<p>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 Whistle Blower 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.</p> <p>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.</p> <p>9.3 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the Whistle Blower 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 Whistle Blower 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 Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this Whistle Blower Policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.</p>



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		<p>9.4 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.</p> <p>9.5 Provided however that the Whistle Blower before making a complaint has reasonable belief that an issue exists and he has acted in good faith. Any allegation of Wrongful Conduct not made in good faith as assessed as such by the Audit Committee shall be viewed seriously and the Whistle Blower shall be subject to disciplinary action as per the Rules of the Company. This Whistle Blower 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 Whistle Blower Policy.</p>
10.	Access to Chairman of the Audit Committee	10.1 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.
11.	Communication	11.1 This Whistle Blower Policy shall be informed to Directors and Employees by publishing in notice board and the web site of the Company.
12.	Retention of Documents	11.1 All Protected Disclosures documented along with the results of investigation relating thereto, shall be retained by the Nodal Officer for a period of 5 years or such other period as specified by any other law in force, whichever is more.
13.	Administration and Review of the Policy	13.1 The MD shall be responsible for the administration, interpretation, application and review of this Whistle Blower Policy. The MD also shall be empowered to bring about necessary changes to this Whistle Blower Policy with the approval of the Board of Directors.
14.	Annual Affirmation	14.1 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.

[For further information please contact the HR Department.](#)