

WHISTLE BLOWER POLICY / VIGIL MECHANISM

1. BACKGROUND

- 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.
- 1.2. 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.
- 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.
- 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.
- 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**).

2. POLICY OBJECTIVES

- 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.
- 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.

3. SCOPE OF THE POLICY

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:

- 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
- 3.5. Deliberate violation of laws/regulations
- 3.6. Gross or Wilful Negligence causing substantial and specific danger to health, safety and environment
- 3.7. Manipulation of company data/records
- 3.8. Pilfering of confidential/propriety information
- 3.9. Gross wastage/misappropriation of Company funds/assets
- 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 bid-rigging or collusive bidding and
- 3.11. other matters or activity on account of which the Code / ethics of the Company is affected.

4. DEFINITIONS

- 4.1. **"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company.
- 4.2. **"Board"** means the Board of Directors of the Company.
- 4.3. **"Company"** means the Gateway Distriparks Limited and all its offices.
- 4.4. **"Employee"** means all the present employees and Directors of the Company.
- 4.5. **"MD"** means the Managing Director of the Company;
- 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.
- 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.
- 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.
- 4.9. **"Whistle Blower"** is an Employee or group of Employees who make a Protected Disclosure under this Whistle Blower Policy.
- 4.10. **"Wrongful Conduct"** shall mean 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.

5. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

- 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.
- 5.2. The Protected Disclosure should be submitted in a closed and secured envelope and should be superscribed 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 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
Mr. Sandeep Kumar Shaw (Chief Financial Officer)
Sector-6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai-400 707.
E-mail: sandeep.shaw@gatewaydistriparks.com And complaints@gatewaydistriparks.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
Mr. Prem Kishan Dass Gupta	Mr. Anil aggarwal
Sector-6, Dronagiri, Tauluka Uran, District Raigad, Navi Mumbai-400 707.	Sector-6, Dronagiri, Tauluka Uran, District Raigad, Navi Mumbai-400 707.
Email id: vigil@gatewaydistriparks.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.

6. INVESTIGATION

- 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.
- 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.
- 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.
- 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.
- 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).
- 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
- 6.7. Subject(s) have a right to be informed of the outcome of the investigations.
- 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.

7. DECISION AND REPORTING

- 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.
- 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, 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.

- 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.
- 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.

8. SECRECY / CONFIDENTIALITY

- 8.1. The Whistle Blower, Nodal officer, Members of Audit Committee, the Subject and everybody involved in the process shall:
 - 8.1.1. Maintain confidentiality of all matters under this Whistle Blower Policy.
 - 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.
 - 8.1.3. Not keep the papers unattended anywhere at any time
 - 8.1.4. Keep the electronic mails / files under password.

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 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.
- 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 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.

9.4. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

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.

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

12.1. 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.