

Date: _____

NAME OF DIRECTOR
ADDRESS

Re: Appointment as Director (Independent Director)

Dear Sir/Madam,

Your appointment as Independent Director will be subject to the provisions of Section 149, 161, 177, Schedule IV and other applicable provisions and rules of the Companies Act, 2013 and Clause 49 and other applicable clauses of the Listing Agreement (entered in to by the Company with BSE Ltd and National Stock Exchange of India Limited) and any other applicable regulations, from time to time.

Term of appointment: You shall hold the office of Director (Independent) up to _____.

Role of Independent Director: We expect you to exercise independent and objective judgment on the key issues before the Board. You should scrutinize the performance of the management and the reporting of performance vis-a-vis goals and objectives of the Company. You should obtain assurance on the integrity of the financial information, financial controls and robustness of the risk management practices of the Company. You should strive to safeguard the interests of all the stakeholders including minority shareholders and balance and moderate the conflicting interests of the stakeholders, including the management and shareholders, of the Company. You should exercise your independent, objective and professional judgment in the appointment and remuneration of Key Management Personnel and Senior Management, as applicable.

Membership in Board Committees You are also appointed as a member of the _____ Committee, constituted under the provisions of the Companies Act and the Listing Agreement entered into with BSE Limited and National Stock Exchange of India Limited.

Duties of the Director: You will strive to attend all the Board meetings, Committee meetings and General meetings of the Company and constructively and actively participate in these meetings. You will keep yourself informed about the company, its business and operating environment. You will update your skills and knowledge required for discharge of your duties. You will seek further clarifications and outside professional opinion at Company's expense, where required in discharge of your duties. Where your concerns are not resolved, you will insist on your concerns being recorded in the minutes of the Board Meeting. You will take steps to ascertain that the related party transactions are in the interests of the company before approving the same. You will ensure that adequate and functional vigil mechanism is in place and does not prejudicially

affect the persons who use the vigil mechanism. You will strive to protect the interests of the company, its shareholders and employees. You will appropriately report unethical behavior, frauds and violations of Company's Code of Conduct.

Directors and Officers (D and O) insurance: The Company has a Directors and Officers insurance policy to indemnify the Directors against liabilities arising to them during the discharge of their duties as Directors of the Company. You will be included in the coverage under the policy.

Code of Conduct / Actions: You are expected to follow the Code of Conduct of the Company for its Directors, as amended from time to time. You are expected to act with integrity and probity. You should act objectively and constructively while discharging your duties in the interest of the company. You should devote sufficient time and attention for informed and balanced decision making. You should inform the Board immediately wherever circumstances compromise your independence on any matter concerning the company. You should assist the company in implementing the best corporate governance practices.

You should not allow extraneous consideration to affect your judgment while discharging your duties. You should use your position as Director to advance the interests of the Company and its shareholders and not for any personal consideration. You should refrain from any actions that would compromise your independence as a Director. You will not unfairly obstruct the functioning of the Board and its committees. You will not disclose confidential information, commercial secrets and unpublished price sensitive information unless such disclosure is approved by the Board or required by law.

Remuneration: You shall be entitled to such sitting fees for attending the meetings of the Board of Directors, as decided by the Board, from time to time. The Shareholders have approved payment of commission to Non-Executive Directors not exceeding an amount of 1% of the net profits of the Company, for the period of five financial years commencing from 1-April-2012. The Board of Directors will decide on the Commission payable to you, at the end of each financial year, based on the recommendations of the Nomination, Remuneration & ESOP Committee of the Board. You shall be entitled to reimbursement of all travel, boarding and related expenses for attending the meetings of the Board and Committees of the Board and for discharging your duties as an Independent Director.

For GATEWAY DISTRI PARKS LIMITED

R. KUMAR

Dy. CEO & CFO cum Company Secretary