

POLICY ON RELATED PARTY TRANSACTIONS

DEFINITIONS

"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.

"Board" means the Board of Directors of Gateway Distriparks Limited.

"Company" means Gateway Distriparks Limited.

"Material Related Party Transaction" means a transaction with a Related Party where the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

"Related Party" means a related party as defined under the Companies Act 2013 and the Rules made thereunder and SEBI (LODR) Regulations, as amended from time to time.

"Related Party Transactions" shall mean such transactions as specified under the Companies Act 2013 and the Rules made thereunder and SEBI (LODR) Regulations, including any amendment or modification thereof, as may be applicable.

"Relative" means a relative as defined under Companies Act 2013 and the Rules made thereunder and SEBI (LODR) Regulations.

"Transaction" with a related party shall be construed to include a single transaction or a group of transactions.

The Company shall not enter into any contract or arrangement with a Related Party without the approval of the Audit Committee.

In the event such contract or arrangement is not in the ordinary course of business or at arm's length, the Company shall comply with the provisions of and rules under the Companies Act 2013 and Listing Agreement entered into with Stock Exchanges, and obtain approval of the Board or its shareholders, as applicable, for such contract or arrangement.

All material related party transactions will be placed for approval of the shareholders of the Company and no related party shall vote to approve such resolutions, whether the entity is a related party to the particular transaction or not.

Following transactions (individually or taken together with previous transactions during a financial year) with a related party are considered material:

- a) Sale, purchase, supply of goods exceeding 10% of turnover as per last audited financial statements of the company
- b) Sale, purchase, leasing of property exceeding 10% of networth as per last audited financial statements of the company
- c) Availing /rendering of services, directly or through appointment of an agent, exceeding 10% of turnover as per last audited financial statements of the company
- d) Appointment to any office / place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding Rs. 2.5 lacs per month
- e) Any transaction, individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company.

The Policy on related party transactions shall be reviewed every three years and updated accordingly.