

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 rupees one hundred crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

"Material Modification" means any modification to the existing Related Party Transaction which has the effect of increasing the value of original contract.

"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.

Only those members of the audit committee, who are independent directors, shall approve related party transactions

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 and subsequent material modifications will be placed for the prior 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.

If a Related Party Transaction is (i) a Material Related Party Transaction, or (ii) not in the ordinary course of business, or not at arm's length price and exceeds certain thresholds prescribed under the Companies Act, 2013, then such RPT and any subsequent material modification thereto, shall require shareholders' approval by a resolution.

A related party transaction to which the subsidiary of the Company is a party but the Company itself is not a party, such transaction shall require prior approval of the audit committee of the Company

- a. if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds ten per cent of the annual consolidated turnover, as per the last audited financial statements of the Company;
- b. if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary.(w.e.f 1st April, 2023 or any other date as may be notified in SEBI (LODR, 2015)

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

This Policy is amended and approved by the Board on and effective from 26th April, 2022.