

**Policy on succession planning for the Board and Senior Management  
Of  
Gateway Distriparks Limited**

**1. Introduction**

Regulation 17 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “SEBI Listing Regulations”) stipulates that the board of directors of the Company shall satisfy itself that plans are in place for orderly succession for appointment of the board of directors and Senior Management.

Accordingly, this succession plan (“Succession Plan”) for the appointment of the Directors on the Board and Senior Management has been prepared to give effect to the provisions of the Listing Regulations.

**2. Objective:**

The objectives of the succession planning programme shall, inter-alia, include the following:

- To ensure the Company is prepared with a plan to support operation and service continuity when the Board, KMP's and Senior Management Personnel or key business leader leave their positions;
- To identify and nominate suitable candidates for the Board's approval to fill the vacancies which arises in the Board of the Company from time to time;
- To ensure the systematic and long-term development of individuals in the senior management level to replace when the need arises due to deaths, disabilities, resignation, retirements, and other unexpected occurrences.

**3. Definition**

**“Board of directors” or “Board”** means the Board of Gateway Distriparks Limited, as constituted or reconstituted from time to time.

**“Company”** means Gateway Distriparks Limited.

**“Nomination and Remuneration Committee”** means the committee of the Board constituted and reconstituted under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013

**“Policy”** means Succession Policy.

**“Senior Management”** shall include CEO, Chief Financial Officer, Company Secretary or Any other positions within the Company at the discretion of the Chairman of the Company & CEO in consultation with the Board.

#### 4. **PROCEDURE**

##### **Succession Plan for the Board;**

The Nomination & Remuneration Committee of the Board, shall determine the suitability of every person who is being considered for being appointed as a Director of the company based on his educational qualification, experience & track record and accordingly any appointment of a Director shall be subject to prior recommendation by Nomination & Remuneration Committee of the Company.

##### **Succession Plan for the Senior Managerial Personnel;**

The Committee shall review and consider the list of Senior Management due for retirement or resignation. The Committee shall also consider new vacancies that may arise because of business needs or up-gradation of department(s). Accordingly, the Committee shall assess the availability of suitable candidates for the Company's future growth and development.

The vacancy or fresh appointments at the Senior Management level shall be in line with the internal policy(ies) adopted by the management, keeping in view the organization's mission, vision, values, goals and objectives.

##### **Emergency succession or temporary change;**

If a Director's office/Senior Management's position suddenly becomes vacant by reason of death or other unanticipated occurrence, the Nomination & Remuneration Committee or the available Board of Directors shall convene a special meeting as early as possible to fill such vacant position.

#### 5. **Review And Monitoring**

The Nomination and Remuneration Committee shall review and monitor from time to time the implementation of this Policy to ensure its effectiveness and may also recommend changes, if any, to the Board for ensuing effective succession planning.

#### 6. **Amendments To the Policy**

The Board shall have the power to clarify any doubts or rectify any anomalies that may exist in connection with the effective execution of this Policy. The Board reserves the right to amend this Policy from time to time based on changing requirements as prescribed by the SEBI/Stock Exchange(s) or any other appropriate statutory authority.

This Policy is adopted by the Board on and effective from 2<sup>nd</sup> August, 2022.