



GATI LIMITED

Regd. Office: Plot No.20, Survey No.12, Kothaguda, Kondapur,
Hyderabad-500084

CIN: L63011TG1995PLC020121

Tel: 040-71204284, **Fax:** 040-23112318

Website: www.gati.com **Email:** investor.services@gati.com

Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting Of Trading By Insiders

(Effective from May 15, 2015)

TABLE OF CONTENTS

S. No	Particulars	Page No
CHAPTER I – INTRODUCTION		
1.	Background	4
2.	Objective	4
3.	Definitions	4
4.	Designated Persons	8
5.	Compliance Officer	8
CHAPTER II – RESTRICTION ON COMMUNICATION AND TRADING		
6.	Communication or Procurement of Unpublished Price Sensitive Information	10
7.	Handling of Confidential Information	11
8.	Trading when in possession of Unpublished Price Sensitive Information	11
9.	Trading Plans	12
10.	Trading Window	14
11.	Preclearance	15
CHAPTER III – DISCLOSURES OF TRADING BY INSIDERS		
12.	General provisions	18
13.	Initial Disclosures	18
14.	Continual Disclosures	19

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |

Toll Free No.: 1800-266-4284 | www.gati.com

15.	Disclosures by other connected persons	19
16.	Records of disclosures received by the company	20
CHAPTER IV – CODE OF FAIR DISCLOSURES		
Code of practices and procedures for fair disclosure of unpublished price sensitive information		21
CHAPTER V – MISCELLANEOUS		
17.	Penalty for contravention	23
18.	Derivatives	23
19.	Information to SEBI in case of violation and consequences of default under SEBI Regulations	23
20.	Reporting	24
21.	Amendment	24
22.	Conclusion	24
23.	Annexures	25

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |

Toll Free No.: 1800-266-4284 | www.gati.com

CHAPTER - I **INTRODUCTION**

1. BACKGROUND

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 issued on January 15, 2015, the Board of Directors of the Company in its meeting held on April 28, 2015 approved the "Gati Limited - Code of Internal Procedures and Conduct for Regulating and Reporting of Trading by Insiders"(The Code). The code shall be effective from May 15, 2015.

This Code supersedes the Company's existing Code of Conduct for prohibition of Insider Trading.

2. OBJECTIVE

The objective of this Code is to serve as a guiding charter for all concerned persons associated with the functioning of the company and their dealings in its securities. Further, the Code also seeks to ensure timely and adequate disclosure of Price Sensitive Information to the investor community / other relevant stakeholders, by the company to enable them to take informed decisions with regard to the Company's securities.

3. DEFINITIONS

- 3.1 **“Act”** means the Securities and Exchange Board of India Act, 1992.
- 3.2 **“Board”** means the Board of Directors of the Company and includes a committee thereof.
- 3.3 **“Code”** or **“Code of Conduct”** shall mean the Gati Limited - Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders as amended from time to time.
- 3.4 **“Company”** means Gati Limited.

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |
Toll Free No.: 1800-266-4284 | www.gati.com

3.5 **"Compliance Officer"** means Company Secretary of the Company who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and implementation of the Code under overall supervision of the Board of Directors of the Company.

3.6 **"Connected Person"** means:

- I. Any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- II. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
 - a) an immediate relative of connected persons specified in clause (i); or
 - b) a holding company or associate company or subsidiary company; or
 - c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - e) an official of a stock exchange or of clearing house or corporation; or
 - f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - i) a banker of the Company; or

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |
Toll Free No.: 1800-266-4284 | www.gati.com

- j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

3.7 “**Designated Employee(s)**” shall include:

- i) Directors of the Company and its Material Subsidiaries as defined under clause 49 of the listing agreement.
- ii) Key Managerial Personal of the Company and its Material Subsidiaries.
- iii) Functional Heads/HODs viz., Head Sales & Marketing; Head Business Operations; Chief Marketing Officer; Head IT; Head HR; of the Company and its Material Subsidiaries.
- iv) Every Executive Secretary / Executive Assistant to every employee covered under (ii) above,
- v) All Managers in the Corporate Finance/Corporate Accounts /Taxation / Secretarial Departments; and
- vi) Any other Employee as may be designated by the Compliance Officer in consultation with the Board of the Company considering the objectives of the Code.

3.8 “**Director**” means a member of the Board of Directors of the Company.

3.9 “**Employee**” means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.

3.10 “**Generally available Information**” means information that is accessible to the public on a non-discriminatory basis. Information published on the website of the company and the stock exchange, would ordinarily be considered generally available.

3.11 “**Immediate Relative**” means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

3.12 “**Insider**” means any person who,

- i) a connected person; or

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |
Toll Free No.: 1800-266-4284 | www.gati.com

ii) In possession of or having access to unpublished price sensitive information.

- 3.13 **“Key Managerial Personnel”** means person as defined in Section 2(51) of the Companies Act, 2013
- 3.14 **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof:
- 3.15 **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 3.16 **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- 3.17 **“Specified Persons”** Directors, connected persons, insiders, designated employees, promoters and their immediate relatives(s) are collectively referred to as Specified Persons.
- 3.18 **“Stock Exchanges”** shall include BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) where the securities of the company are currently listed.
- 3.19 **“Takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 3.20 **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly
- 3.21 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- 3.22 **“Trading Plan”** means a day on which the recognized stock exchanges are open for Trading.

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |
Toll Free No.: 1800-266-4284 | www.gati.com

3.23 “**Unpublished Price Sensitive Information**” means any information, relating to the company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- i) financial results;
- ii) dividends;
- iii) change in capital structure;
- iv) mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business and such other transactions;
- v) changes in key managerial personnel; and
- vi) material events in accordance with the listing agreement

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

4. DESIGNATED PERSONS shall include:

- i) Designated Employees and their immediate relatives
- ii) Connected Person
- iii) Advisers, Auditors, Tax and Management Consultants, Whole-time Legal Advisors etc. who is connected in any of such capacities with the Company at any time during the six months prior to the concerned act.

5. COMPLIANCE OFFICER

5.1 The Company Secretary is designated as the Compliance Officer.

5.2 Duties of Compliance Officer:

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |

Toll Free No.: 1800-266-4284 | www.gati.com

The Compliance office is responsible to administer the code and monitor compliance with the regulations under the overall supervision of the Board, his duties inter alia include:

- i) Ensuring compliance of policies and procedures
- ii) Maintenance of records required under the Regulations
- iii) Monitoring adherence to the rules for preservation of Unpublished Price Sensitive Information
- iv) Specify the period during which the trading window shall remain closed
- v) Granting pre-clearances for trades by designated persons
- vi) Reporting to the Board and providing reports to the Chairman of the Audit Committee
- vii) Notify the Stock Exchanges of the disclosures received and other matters as required under the regulations.
- viii) Assisting specified persons in addressing any clarifications regarding the Regulations and this Code.
- ix) Promptly inform SEBI of any violation of the Regulations

In order to discharge his functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his function. In the performance of his duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.

CHAPTER - II

RESTRICTION ON COMMUNICATION AND TRADING

6. COMMUNICATION OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- 6.1 No Specified Persons shall communicate, provide or allow access to any Unpublished Price Sensitive Information ("UPSI"), relating to the Company and its or Securities whether listed or proposed to be listed to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 6.2 The Specified Persons who are privy to UPSI, shall handle the same strictly on a "Need to Know' basis. This means the UPSI shall be disclosed only to those persons within the Company who need to know the same in the course of performance or discharge of their duty and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.
- 6.3 No Specified Persons shall procure from or cause the communication by any insider of UPSI, relating to the Company and its or Securities whether listed or proposed to be listed except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 6.4 Notwithstanding anything contained in the regulations UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
- Entail an obligation to make an open offer under the takeover regulations where the Board is of informed opinion that the proposed transaction is in the best interests of the Company; or
 - not attract the obligation to make an open offer under the takeover regulations but where the Board is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board may determine.

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |
Toll Free No.: 1800-266-4284 | www.gati.com

However, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purposes mentioned under clause 6.4, and shall not otherwise trade in securities of the Company when in possession of UPSI.

7. HANDLING OF CONFIDENTIAL INFORMATION

7.1 The Specified Persons privy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards:

- i) files containing confidential information shall be kept adequately secured
- ii) computer files must have adequate security of login through a password
- iii) follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time to time in consultation with the person in charge of the information technology function.

8. TRADING WHEN IN POSSESSION OF UPSI

8.1 No Specified Person shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of UPSI:

Provided that the Specified Person may prove his innocence by demonstrating the circumstances including the following: –

- (i) the transaction is an off-market inter-se transfer between promoters who were in possession of the same UPSI without being in breach of Clause 6 and both parties had made a conscious and informed trade decision;
- (ii) in the case of non-individual Specified Persons: –

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |
Toll Free No.: 1800-266-4284 | www.gati.com

- a) the individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and
- b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no UPSI was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

(iii) the trades were pursuant to a trading plan set up in accordance with Clause 9.

8.2 In the case of connected persons the onus of establishing, that they were not in possession of UPSI, shall be on such connected persons and in other cases, the onus would be on the Board.

8.3 SEBI may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of the regulations.

9. TRADING PLAN

9.1 An insider shall be entitle to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

9.2 Trading Plan shall:

- i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |
Toll Free No.: 1800-266-4284 | www.gati.com

- iii) entail trading for a period of not less than twelve months;
- iv) not entail overlap of any period for which another trading plan is already in existence;
- v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- vi) not entail trading in securities for market abuse.

9.3 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

9.4 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

9.5 However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

9.6 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |
Toll Free No.: 1800-266-4284 | www.gati.com

10. TRADING WINDOW

- 10.1 Other than the period(s) for which the Trading Window is closed as prescribed hereunder, the same shall remain open for trading in the Securities of the Company. All Designated Persons shall strictly conduct all their trading's in Securities of the Company only when the Trading Window is open and no Designated Person shall trade in the Securities of the Company during the period the Trading Window is closed or during any other similar period as may be specified by the Compliance Officer from time-to-time.
- 10.2 Unless otherwise specified by the Compliance Officer, the Trading Window for trading in Securities of the Company shall be closed for the following purposes-
- i) financial results;
 - ii) dividends;
 - iii) change in capital structure;
 - iv) mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business and such other transactions;
 - v) changes in key managerial personnel; and
 - vi) material events in accordance with the listing agreement
- 10.3 In respect of announcement of financial results, the Trading Window shall remain closed for a period of 15 days prior to the respective dates on which the quarterly, half-yearly or annual standalone/consolidated financial results, as the case may be, are announced.

As regards declaration of interim dividend and other matters referred to in (iii) to (vi) above, the Compliance Officer shall determine the period for closure of the window.

The Trading Window shall be opened 48 hours after the information referred to above is made public.

- 10.4 The Designated Employees who participate in the Company's Employee Stock Option Plan (ESOP), if any:-

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |
Toll Free No.: 1800-266-4284 | www.gati.com

- Shall not sell the Securities of the Company allotted to them on exercise of ESOPs when the Trading Window is closed (however, the exercise of option shall be permitted when the Trading Window is closed).

11. PRE-CLEARANCE

11.1 Pre-clearance of trades

i) Applicability:

Designated Person shall obtain a pre-clearance approval as per the procedure prescribed hereunder for any trading in any securities of the Company proposed to be undertaken by such Designated Person. Such pre-clearance approval would be required when the value of securities traded whether in one transaction or a series of transactions during financial year aggregates to a traded value in excess of Rs. 10 Lakhs.

ii) Pre-Clearance Procedure

- a) For the purpose of obtaining a pre-clearance approval, the concerned Designated Person shall make an application in the prescribed form (**see Annexure - 1**) to the Compliance Officer. Such application should be complete and correct in all respects and should be accompanied by such undertakings (**see Annexure - 2**) declarations, indemnity bonds and other documents/papers as may be prescribed by the Compliance Officer from time-to-time. Such application for pre-clearance approval with enclosures must necessarily be sent through electronic mail followed by hard copies of all the documents. The e-mail for this purpose should be sent to the e-mail address amit.pathak@gati.com
- b) The Compliance Officer shall consider the application made as above and shall approve it forthwith preferably on the same working day but not later than the next working day unless he is of the opinion that grant of such an approval would result in a breach of the provisions of this Code, or the Regulations. Such approval/rejection would be conveyed through electronic mail and if no such approval/intimation of rejection is received within a period of 2 (two) trading days, the applicant can presume that the approval is deemed to be given.

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |
Toll Free No.: 1800-266-4284 | www.gati.com

- c) Every approval letter shall be issued in such format (**see Annexure - 3**) as may be prescribed by the Company from time-to- time. Every approval shall be dated and shall be valid for a period of 7 trading days from the date of approval.
- d) In the absence of the Compliance Officer due to leave etc., the Officer designated by him/her from time-to-time shall discharge the function referred to in (b) above.
- e) Designated Person shall ensure that they complete execution of every pre-cleared deal in the Company's Securities as prescribed above and not later than 9 (nine) days from date of approval. The Designated Person shall file within 2 trading days of the execution of the deal, the details of such deal, with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed (**see Annexure – 4**).
- f) If a deal is not executed by the Designated Person pursuant to the approval granted by the Compliance Officer within 9 days, the approval so granted shall be deemed to have been expired and the Designated Person shall apply once again to the Compliance Officer for pre clearance of the transaction covered under the said approval.

11.2 Other restrictions:

All Designated Persons who buy or sell securities of the company shall not enter into an opposite transaction (contra trade) i.e. sell or buy securities during the six months period post the previous buy/sell.

In case the sale of Securities of the Company is necessitated due to personal reasons or emergency situations, the holding period referred to above may be waived by the Compliance Officer after recording the reasons in this regard. It may however, be noted that in terms of the Regulations, no such sale will be permitted when the Trading Window is closed.

In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |
Toll Free No.: 1800-266-4284 | www.gati.com

CHAPTER III

DISCLOSURES OF TRADING BY INSIDERS

12. GENERAL PROVISIONS

- I. Every public disclosure under this Clause shall be made in such form as may bespecified by SEBI from time to time.
- II. The disclosures to be made by any person shall include those relating to tradingby such person, immediate relatives, and by any other person for whom suchperson takes trading decisions.
- III. The disclosures of trading in securities shall also include trading in derivatives ofSecurities and the traded value of the Derivatives shall be taken into account forthe purposes of arriving at the value of trade, subject to trading of suchDerivatives is permitted by any law for the time being in force.

13. INITIAL DISCLOSURE

- i) Every promoter, Key Managerial Personnel and Director of the Company, shall disclose his/her holding of securities in the Company as on the date these regulations taking effect, to the company within 30 days from the date these regulations taking effect.

The disclosure is to be made in the Format as per **Annexure – 5**.

- ii) Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within 7 days of such appointment or becoming a promoter.

The disclosure is to be made in the Format as per **Annexure – 6**.

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |
Toll Free No.: 1800-266-4284 | www.gati.com

14. CONTINUAL DISCLOSURE

Every promoter, employee and director of the Company shall disclose to the Company the number of such securities acquired or disposed off within 2 trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 lakhs.

The disclosure is to be made in the Format as per **Annexure – 7**.

- 14.1 The disclosures made under 13 and 14 shall include those relating to trading by such person's immediate relatives and by any other person for whom such person takes trading decisions.
- 14.2 The Compliance Officer shall within 2 trading days of receipt of intimation under clause 14 or from becoming aware of such information disclose to all Stock Exchanges on which the Company is listed, the information received.

15. DISCLOSURE BY OTHER CONNECTED PERSONS

The below mentioned persons shall make continual disclosures as required in clause 14 above.

- i) Directors and Key Managerial Personnel of Material Subsidiaries and their immediate relatives.
- ii) Functional Heads of the Company and its Material Subsidiaries and their immediate relatives.
- iii) Executive Secretary/Assistant of Key Managerial Personnel of the Company and its Material Subsidiaries and their immediate relatives.
- iv) Managers in Corporate Finance, Corporate Accounts, Taxation, Secretarial Departments of the Company and their immediate relatives
- v) Advisers, Auditors, Tax and Management Consultants, Whole-time Legal Advisors etc. who is connected in any of such capacities with the Company at any time during the past six months.

The disclosure is to be made in the Format as per **Annexure – 8**.

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |
Toll Free No.: 1800-266-4284 | www.gati.com

16. RECORDS OF DISCLOSURES RECEIVED BY THE COMPANY

The Compliance officer shall maintain records of all disclosures received under clause 13 to 15 for a minimum period of 5 years in the form as required under the regulations.

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |

Toll Free No.: 1800-266-4284 | www.gati.com

CHAPTER – IV

CODE OF FAIR DISCLOSURES

Purpose:

The Board of Directors of every company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a Code of practices and procedures for fair disclosure (“the policy”) of unpublished price sensitive information (“UPSI”) that it would follow in order to adhere to each of the principles as stated in Schedule A of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“the Regulations”).

Preamble:

The Board of Directors of the Company, formulated and adopted the policy for the Company in compliance with Chapter IV read with Schedule A of the Regulations by passing a resolution dated April 28, 2015. The policy will be intimated to the Stock Exchanges and is also published on the official website of the Company www.gati.com

The Equity Shares of the Company are listed on National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE), collectively referred to as the Stock Exchanges.

A code of practices and procedures for fair disclosure of unpublished price sensitive information (UPSI) for adhering each of the principles is set out below

1. There shall be Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure, shall be ensured.

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |
Toll Free No.: 1800-266-4284 | www.gati.com

3. The Compliance Officer is designated as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. There shall be Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Board of Directors shall ensure that Appropriate and fair response shall be provided to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Board of Directors shall ensure Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. The Board of Directors shall develop developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. The Board of Directors of the company shall ensure the Handling of all unpublished price sensitive information on a need-to-know basis.

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |
Toll Free No.: 1800-266-4284 | www.gati.com

CHAPTER IV MISCELLANEOUS

17. PENALTY FOR CONTRAVENTION

- I. Every Designated Person shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his/her immediate relatives).
- II. The Designated Persons who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action including the termination of employment.
- III. Action taken by the Company for violation of the Regulations and the Code against any Designated Person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.

18. DERIVATIVES

The disclosures of trading in securities shall also include trading in derivatives of securities (if permitted under Law*) and the traded value of the derivatives shall be taken into account for purposes of this Code.

****Please note that Section 194 of the Companies Act, 2013 prohibits Director or KMP from entering into forward dealings etc.)***

19. INFORMATION TO SEBI IN CASE OF VIOLATION AND CONSEQUENCES OF DEFAULT UNDER SEBI REGULATIONS

- I. In case it is observed by the Compliance Officer that there has been a violation of this Code by any person, then the violation shall be informed by the Compliance Officer to SEBI promptly.

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |
Toll Free No.: 1800-266-4284 | www.gati.com

- II. Under Section 15G of the SEBI Act, 1992, any Insider who indulges in Insider Trading in contravention of the Regulations, is liable to a penalty of upto Rs.25 Crore or three times the amount of profits made out of Insider Trading whichever is higher (or such amount as may be amended from time to time by SEBI) that may be imposed by SEBI.

20. REPORTING

The Compliance Officer will submit a report to the Chairman of Audit Committee, instances of violation of the Code or the Regulation by any person and on the disclosures, Trading Plans and pre-clearances approved and rejected on the basis of information furnished at a frequency as may be stipulated by the Board.

21. AMENDMENT

The Board of the Company reserves its right to amend or modify this Code in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the concerned unless the same is notified in writing.

22. CONCLUSION

All Specified Persons are advised to familiarize themselves with the SEBI Regulations and comply with the same, as well as with this Code; both in letter and in spirit. Specified Persons are also advised to ensure compliance by their Immediate Relatives, wherever applicable.

For any assistance or clarifications, kindly contact the Compliance Officer of the Company at amit.pathak@gati.com or at the following address M/s Gati Limited, Corporate Compliance Department, Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India.

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |
Toll Free No.: 1800-266-4284 | www.gati.com

23. ANNEXURES**ANNEXURE – 1
SPECIMEN OF APPLICATION FOR PRE-CLEARANCE APPROVAL**

Date:

To,
The Compliance Officer,
Gati Limited,
Hyderabad

Dear Sir/Madam,

Application for Pre-clearance approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the **Company's Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below:

1.	Name of the Applicant		
2.	Designation		
3.	Number of Securities held as on date		
4.	Folio No./DP ID/Client ID No.		
5.	The proposal is for		a) Purchase of Securities b) Subscription of Securities c) Sale of Securities
6.	Proposed date of dealing in securities		
7.	Estimated number of securities proposed to be acquired/subscribed/sold		
8.	Price at which the transaction is proposed		
9.	Current Market Price (as on date of application)		
10.	Whether the proposed transaction will be through stock exchange or off-		

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |
Toll Free No.: 1800-266-4284 | www.gati.com

	market deal		
11.	Folio No./DP ID/Client ID No. where the securities will be credited/debited		

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,
(Signature of Designated Person)

For the use of Compliance Officer:

Date of receipt of application	Approval date	Approval Number	Compliance Officer's Signature

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |

Toll Free No.: 1800-266-4284 | www.gati.com

ANNEXURE – 2
FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE
APPLICATION FOR PRE-CLEARANCE

UNDERTAKING

To,
The Compliance Officer
Gati Limited,
Hyderabad

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ * shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within two (2) trading days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date:

Signature: _____

* Indicate number of shares

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |
Toll Free No.: 1800-266-4284 | www.gati.com

ANNEXURE – 3
FORMAT FOR PRE- CLEARANCE ORDER

To,
Name: _____
Designation: _____
Place: _____

This is to inform you that your request for dealing in _____ (no's) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 trading days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 trading days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be submitted within 2 trading days from the date of expiry of the pre-clearance approval.

Yours faithfully,
For **Gati Limited**

COMPLIANCE OFFICER

Date: _____
Encl: Format for submission of details of transaction

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |
Toll Free No.: 1800-266-4284 | www.gati.com

ANNEXURE – 4**FORMAT FOR DISCLOSURE OF TRANSACTIONS**

(To be submitted within 2 trading days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
Gati Limited,
Hyderabad

REF: Pre-clearance request dated: _____

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company due to the following reason:

- have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)

Name of holder	No. of Securities dealt with	Bought/sold/subscribed	DP ID/Client ID/Folio No.	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |
Toll Free No.: 1800-266-4284 | www.gati.com

4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (Applicable in case of purchase/subscription).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date: _____

Signature: _____

Name & Designation:

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |

Toll Free No.: 1800-266-4284 | www.gati.com

Annexure – 5

FORM A
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)]

Name of the company: _____

ISIN of the company: _____

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature: _____

Date: _____

Designation: _____

Place: _____

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |

Toll Free No.: 1800-266-4284 | www.gati.com

Annexure – 6

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2)]

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.)	Date of appointment of Director /KMP or Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7		8	

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:
Designation:

Date:
Place:

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 | Toll Free No.: 1800-266-4284 | www.gati.com

FORM C

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2)]**

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others Etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Dis posed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/ preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc.)		Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible	No.	Type of security (For eg. – Shares, Warrants, Convertible	No.	Pre transaction	Post transaction	From	To			Buy	Sell	

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |

Toll Free No.: 1800-266-4284 | www.gati.com

Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders

		Deben- ture s etc.)		Deben- ture s etc.)												
													Val- ue	Num- ber of units (con- tracts * lot size)	Val- ue	Num- ber of units (con- tracts * lot size)
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Date:

Designation:

Place:

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |

Toll Free No.: 1800-266-4284 | www.gati.com

Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders

												u e	of units (cont racts * lot size)	u e	of units (contra cts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	1 3	14	1 5	16	17

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Name:

Date:

Signature:

Place:

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318, CIN: L63011TG1995PLC020121 |

Toll Free No.: 1800-266-4284 | www.gati.com