



Gati Ltd

CIN: L63011TG1995PLC020121

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Code of Conduct on Ethics, Transparency and Accountability



Gati Ltd (hereby referred to as “GATI ”/ “Company”) is committed to creating and maintaining a work environment derived from ethical practices, transparency and good conduct. This Code of Conduct (hereby referred to as “Code”) sets the tone of the way we conduct ourselves within the Company and also the way we conduct our business with stakeholders in line with our value of practicing highest standards of business ethics and humility.

Scope and Applicability

The Code applies to all the Employees of the Company including Members of the Board, Senior Management Personnel (hereby collectively referred to as “Employees”). The Code also bring within its ambit Company’s contractors, subcontractors and their subsidiaries, associates and joint ventures. The principle enshrined in this Code are general in nature and lay down broad standards of Company’s relentless endeavor to carry out business with highest ethical standard and also in accordance with various regulatory provisions including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time). Accordingly, the Members of the Board and Senior Management affirms its compliance to this Code.

The Code is based upon Company’s values of Entrepreneurship with a Purpose, Customer Centricity, Innovation and Execution, Collaboration, Care for Environment and Society. The purpose of this Code is to enhance ethics and transparency in governance of the Company, and thereby reinforce the trust and confidence of various group of stakeholders.

All are expected to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereinunder in their day to day functioning.

The Code will be bound to the extent its applicability to GATI and its Affiliates, where Affiliate means i) any other entity that directly or indirectly is controlling, controlled by or under common control with GATI . And Control means having the right, through the ownership of voting securities or otherwise, to elect the management and otherwise to direct the policies of GATI .

1. RESPONSIBLE BUSINESS PRACTICES:

1.1. Conduct of Business

- i. The Board Members, the Senior Management Personnel and the Employees shall conduct the Company's business in an efficient and transparent manner and in meeting its obligations to shareholders and other stakeholders.
- ii. The Board Members, the Senior Management Personnel and the Employees shall not be involved in any activity that would have any adverse effect on the objectives of the Company or against national interest. The corporate objectives to be



pursued shall be to sustain the competitive edge of the Company and not to indulge in any activity, which is detrimental to the society at large.

1.2. Quality Services

All Employees shall be committed to rendering services of the highest quality standard as per the requirements of the clients to ensure their total satisfaction. The quality standards shall be in consonance with national/international standards.

1.3. High Level of Ethical Standards

In their personal and professional life, all Board of Directors, Senior Management Personnel and Employees of the Company shall ensure high level of ethical standards and will not be involved in any incident of moral turpitude.

1.4. Corruption and related illicit activities

GATI has zero tolerance against any intendances of corruption, bribery, extortion or malpresentation of financial statements. All Employees, in their individual capacity or while representing the Company, are strictly prohibited from engaging in any form of corruption or giving or accepting any kind of bribe, kickbacks or facilitation payments, directly or indirectly. None of the Employees shall indulge in giving or receiving extravagant, lavish or uncustomary gifts to government or public authorities, during or after business hours. In the situation that accepting a bribe bears a direct threat to their lives, Employees should immediately inform their immediate manager or write to Chief Assurance & Risk Executive of the Company on whistleblower@Allcargologistics.com.

1.5. Fair Competition

The Board, the Senior Management Personnel and Employees shall ensure that the Company's services are made available to the clients freely and shall not make false/misleading statements about the competitors' services or indulge in any unfair trade practices. None of the Employees should be involved in practices such as price fixing, rigging bidding processes and colluding in markets. It is expected that the credentials, achievements, qualifications and corporate affairs of GATI are discussed with honesty and accuracy. The Employees shall not exchange Company related confidential and sensitive information with competitors, peers, customers, contracts, subcontractors or any of their representatives in any way that will improperly influence the marketplace or outcome of a bidding or negotiation process.

1.6. Conflict of Interest

- i. No Employee shall engage in any activity or enter into any pecuniary relationship, which might result in conflict of interest, either directly or indirectly.



- ii. No Employee shall derive any personal benefit by influencing any decision relating to any transaction or involve in any dealing with the company's promoters, its management or its subsidiaries, suppliers, shareholders, and other stakeholders which, in the judgment of the Board of Directors, may affect the independence of judgment of the Director concerned.
- iii. The Company expects its employees to avoid and disclose to the Company any situation that may appear as a conflict of interest and disclose to the Company if any of its official is having family or business relationship with an official or employee of the Company who can influence the performance, in whole or in part, of a Contract.

1.7. Insider Trading

Employees of the Company are not allowed to trade in the Company's securities such as stocks, bonds, options while in possession of material non-public information regarding the Company. Passing of 'tips' or inside information to any other party who may have a direct or indirect financial gain based on information or pass on the information further will be considered as insider trading. As per the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulation 2015") and Company's Share Dealing Code, insiders are strictly prohibited to deal in the security of the Company by violating the code and PIT Regulations 2015. The Company shall condemn any such behavior.

1.8. Money Laundering

Money laundering includes obscuring illegal sources of funds or diverting such funds into financial systems. While dealing with business partners, all Employees must ensure to not be a party to or be involved with entities that may be illegitimate or may be a front for illegal businesses.

1.9. Non-abuse of official position

All Employees of the Company are in a position of trust. Each one of them has a responsibility to make decisions on merits and with due care. They must not abuse their official position to obtain any undue benefit for themselves, close relatives or for someone else, in cash or in kind. Similarly, they should not use their official position to influence any person to enter into financial or other arrangements with them, close relatives or with anyone else, at the cost of the Company.

1.10. Protection of technology, information, assets, and intellectual property:

All the Employees shall ensure the secure use and distribution of information, data, technology, assets and intellectual property in the workplace as it is critical to Company's success in a competitive marketplace. All the Employees shall take appropriate steps to safeguard, protect and not infringe any of the Company's Assets including tangible assets such as equipment and vehicles, systems, facilities, materials, and resources as



well as intangible assets such as Intellectual Property Rights, Processes, Know how & Technology, Proprietary Information etc. The Employees shall not be authorized to represent Company or to use Company's brands, intellectual properties without any prior written permission.

1.11. Reporting to the Board

- i. A Board Member shall make proper, adequate and timely disclosures to the Board as required under the various provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the "Listing Agreements"**), Companies Act, 2013 and other applicable Securities & Exchange Board of India (SEBI) Rules and Regulations, issued from time to time.
- ii. In case of any agreement or contract which is or shall be entered into by and between two corporate entities, in which a Director is interested, the Director shall forthwith draw the attention of the Board about the fact and shall not participate in the deliberations nor vote on the resolution relating to the same.

1.12. Wealth Creation

All Employees shall constantly strive to enhance the net wealth to the shareholders and shall strictly comply with all regulations and laws that govern shareholders' rights.

1.13. Duties of Independent Directors

The Independent Directors of the Company shall—

- i. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- ii. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- iii. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- iv. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- v. strive to attend the general meetings of the Company;
- vi. where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- vii. keep themselves well informed about the Company and the external environment in which it operates;
- viii. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;



- ix. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- x. ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- xi. report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy;
- xii. acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees; and
- xiii. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

2. OUR ETHICAL COMMITTEMENT

2.1. Protecting Company's Assets

No Employee should indulge or encourage any activity, which would result in misuse of the Company's tangible and intangible assets. All Employees are responsible to take utmost care of Company resources provided to them and report loss, theft, or damage of any company assets.

2.2. Confidentiality

All Employees shall ensure and take all reasonable measures to protect the confidentiality of non-public information about the Company, its business, clientele, affiliates, subsidiaries, contractors including sub-contractors and other materially significant information obtained or created in connection with any activities with the Company and to prevent the unauthorized disclosure of such information unless required by applicable laws or regulations or legal or regulatory process. The confidential information also extends to any employee data, personal data or third-party information as shared by the Company. The Employees shall take appropriate measures by instruction prior to disclosure of any of the confidential information and safeguard and assure against any unauthorized use or disclosure of such information. The Employees agree to notify the Company promptly if it learns of any use or disclosure of the Company's Confidential Information in violation of this Code.

2.3. Consumption of Intoxication drinks and drugs:

The Directors and Employees shall:

- i. Strictly abide by any law relating to liquor, narcotics, or any other form of intoxication drugs in force in any particular locality or nation they may happen to be for the time being.



- ii. During the course of their duty, not to be under the influence of any liquor, narcotics, or any other form of intoxication drugs and shall take due care that the performance of their duties at any time is not affected in any way by the influence of such drinks or drugs. Repeated indulgence in liquor on regular basis results in addiction, affects health of the resource concerned and ability to think & work in a normal way due to mental & physical tiredness.

2.4. Misrepresentation and Political involvement

The Employees shall not make any false statements or provide misleading information regarding Company's products, services and performances, including safety and environmental attributes of the product or services. The Employees shall ensure that they do not give an impression of representative or being the spokesperson while getting associated with any political party or political activities in their personal capacity.

2.5. Outside Activities and Freedom of Association

GATI strives to maintain healthy labor relations and recognize the right to unionize and collective bargaining wherein a group of laborers may raise concerns over equal opportunity, wages, health and safety among others.

2.6. Whistleblowing and reporting concerns

GATI believes in maintaining an ethical culture and ensure that all Employees and Directors are empowered to report any instances of unethical conduct or malpractice covered in and beyond the scope of this policy. The Company has adopted Whistle Blower Policy and Procedures on June 12, 2014 (as amended to date) and it (Company) intends to abide by the said policy.

3. OUR RESPONSIBILITY TOWARDS THE ENVIRONMENT AND THE COMMUNITY

3.1. Environmental compliance

GATI complies with essential environmental laws and regulations and ensure that our operations have little to no negative impact on our surroundings. The Company is committed to protecting and preserving the natural ecosystem. All facilities and offices should ensure the efficient use of natural resources through a robust environmental management mechanism.

3.2. Community Development

GATI has operations across geographies, and is responsible for the community and the surroundings that the company operates in. With this in mind, GATI engages with the community through its Corporate Social Responsibility (CSR) initiatives to make a positive impact on the community by imbibing values of sustainable development.



4. VARIATION OF THE CODE AND WAIVERS

The Code shall be reviewed from time to time for updation thereof. Any variation in the Code or any waivers from the provisions of the Code shall be approved by the Board Directors of the Company and shall be disclosed on the Company's website.

5. ADMINISTRATION OF THE CODE

Every Employee has an obligation to comply with this Code and with all such laws, rules and regulations applicable to the Company. This document forms an integral part of the agreement between the Company and the Employee. The Company shall provide this Code of Conduct to each employee as a part of the agreement. Each Employee shall confirm the receipt of this Code of Conduct and commit to comply with it in letter and in spirit. The Company reserves the right, upon reasonable notice, to check compliance with the requirements of this Code of Conduct. Failure to adherence to this code would attract disciplinary consequences including termination of employment.

6. VIOLATION OF THE CODE

The Board of Directors of the Company shall have the powers to take necessary action in case of any violation of the code. The Code described above is critical to the ongoing success of the Company. In event of any concerns in respect of compliance or ethics issues while working for or with the Company and if any Employee want to report illegal or unethical activities the said Employee is encouraged to invoke the Company's Whistle Blower Policy, 2014 (as amended to date)

All matters raised in good faith under the said Policy and handled in a confidential, no retaliatory basis.

7. ADOPTION AND COMMENCEMENT

This Code of Conduct was adopted by the Board of Directors by its Resolution dated ----- and subsequently amended vide Board resolution dated -----

8. CORRECTIVE ACTION PROCESS

The Employees shall establish and continue to operate at all times a process for timely correction of deficiencies identified by internal or external assessments, inspections, investigations and reviews.



9. ACKNOWLEDGEMENT OF RECEIPT OF CODE OF CONDUCT

I have received and read the Code of Conduct of the Company and agree to comply with the same.

Signature: _____

Name: _____

Designation: _____

Date: _____

Version	Effective Date	Description of changes
Version 1.0	(date)	Amendment to Code of Conduct approved by the Board of Directors through circular resolution passed on March 31, 2023.