



GATEWAY DISTRI PARKS LIMITED

Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai - 400 707

CIN: L74899MH1994PLC164024

Phone: +91 22 2724 6500 | Fax: +91 22 27246538

Email: investor@gateway-distriparks.com | Website: www.gateway-distriparks.com

NOTICE OF POSTAL BALLOT

Dear Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("**Act**") and other applicable provisions, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), as amended from time to time, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and pursuant to other applicable laws and regulations, if any, to the Members of Gateway Distriparks Limited (the "**Company**") to transact the following business by passing the resolution by way of Postal Ballot and voting by electronic means ("**e-Voting**").

A Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof, is appended along with a Postal Ballot form ("**Postal Ballot Form**"). Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, at its meeting held on 30 March 2019, has appointed Ms. Ashwini Vartak (Membership No. 29463) and failing her Ms. Alpana Pobi, (Membership No. 29905) of S N Ananthasubramanian & Co., Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and e-Voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer, on or before 5.00 p.m. (IST) on 11 May 2019. Postal Ballot Forms received after that date will be strictly treated as if a reply from such Member has not been received.

In compliance with the provision of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Listing Regulations, the Company is also offering facility of e-voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes and printed overleaf of the Postal Ballot Form for casting of votes by e-voting.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit her report to the Chairman or any person authorized by him. The results of the Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot. The said results would be displayed at the Registered Office of the Company, intimated to the National Stock Exchange of India Limited and the BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website and on the website of the Central Depository Services (India) Limited (CDSL).

RESOLUTION

- 1) To consent to and ratify the pledge of securities held in subsidiaries and associate company of the Company in accordance with Section 180(1)(a) of the Companies Act, 2013 read with Regulation 24(5) and 24(6) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015**

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the relevant provisions of the Companies Act, 2013 and the Securities and Exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent and ratification of the members of the Company be and is hereby accorded to and for the creation of security interest (by way of a pledge or hypothecation) over 100% of the investments of the Company (including by way of shares and securities) (presently held and future investments) in Gateway Rail Freight Limited, (material subsidiary), Gateway East India Private Limited, Snowman Logistics Limited, Chandra CFS and Terminal Operators Private Limited and Gateway Distriparks (Kerala) Limited (collectively known as "**Pledged Securities**") legally and/or beneficially held by the Company as security for the issue and allotment of secured, redeemable, non-convertible debentures ("**Debentures**") issued by the Company aggregating up to INR 550,00,00,000 (Rupees Five Hundred and Fifty Crore), in terms of the Debenture Trust Deed dated March 27, 2019, including but not limited to the granting to the pledgee the power to directly or indirectly, sell, transfer, alienate, dilute, convert, appropriate, exchange and/or dispose the Pledged Securities as well as to attend meetings of the shareholders of Gateway Rail Freight Limited, (material subsidiary), Gateway East India Private Limited, Snowman Logistics Limited, Chandra CFS and Terminal Operators Private Limited and Gateway Distriparks (Kerala) Limited and vote in such meetings on behalf of the Company and pursuant thereto the Company, Gateway Rail Freight

Limited, (material subsidiary), Gateway East India Private Limited, Snowman Logistics Limited, Chandra CFS and Terminal Operators Private Limited and Gateway Distriparks (Kerala) Limited may execute such deeds, documents, letters, agreements, powers of attorney, writings, papers, as may be required, from time to time.

RESOLVED FURTHER THAT pursuant to the relevant provisions of the Companies Act, 2013 and the Securities and Exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent and ratification of the Members of the Company be and is hereby also accorded to and for the creation of security interest (by way of a pledge) over 100% of the investments of the Company (including by way of shares and securities), (presently held and future investments) in Gateway Rail Freight Limited, (material subsidiary) to secure the facilities availed by the Company from HDFC Bank Limited on a pari-passu basis with the Debentures.

RESOLVED FURTHER THAT in case of invocation of the pledge and consequent sale, transfer, alienation, dilution, conversion, appropriation, exchange and/or disposal of the Pledged Securities, neither the Members nor the Board of Directors of the Company shall be required to provide any further consent in relation to such invocation.

RESOLVED FURTHER THAT Mr. Prem Kishan Dass Gupta (DIN 00011670), Chairman and Managing Director, Mr. Ishaan Gupta (DIN 05298583), Joint Managing Director, Mr. R. Kumar (ACS No. 7007), Dy. CEO & CFO cum Company Secretary and Mr. Samvid Gupta, GM (Chairman's office) be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary, for the purposes of giving effect to this Resolution.

By order of the Board

R. Kumar
Dy. CEO & CFO-cum-Company Secretary
ACS No. 7007

Place: Navi Mumbai

Dated: 04 April 2019

Registered Office:

Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai - 400 707

Ph: +91 22 2724 6500 | Fax: +91 22 27246538 | Email: investor@gateway-distriparks.com

Website: www.gateway-distriparks.com | CIN: L74899MH1994PLC164024

NOTES

1. A Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("**Act**") setting out material facts relating to the proposed resolution is annexed hereto.
2. This Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent to them by the permitted mode. Members may note that this Notice will be available on the Company's website, www.gateway-distriparks.com and on the website of Central Depository Services (India) Limited (CDSL) www.evotingindia.com.
3. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, 5 April 2019 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a member of the Company on the Cut-Off date should treat this notice as for information purpose only.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means ("**e-voting**") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide e-voting facility to its Members.
5. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member cast his votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
6. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Saturday, 11 May 2019
7. A Member cannot exercise his vote by proxy on Postal Ballot.
8. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than by 5.00 p.m. (IST) on Saturday, 11 May 2019. The postage will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self-addressed Business Reply Envelope, at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 p.m. (IST) on Saturday, 11 May 2019, it will be considered that no reply from the Member has been received. Additionally, please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent

or dissent of the Member, and/ or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/ or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.

9. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form or Members who are desirous of obtaining duplicate Postal Ballot Form may write to the Company Secretary or RTA for getting Postal Ballot Form.

10. The instructions for e-voting are as under:

- (i) The shareholders should log on to the e-voting website: www.evotingindia.com
- (ii) Click on Shareholders/Members.
- (iii) Now Enter your User ID
- (iv) For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|--|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members, who have not updated their PAN with the Company/Depository Participant, are requested to use the sequence number which is printed on Postal Ballot. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN "Gateway Distriparks Limited" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote or cast the vote again.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cDSLindia.com
- (xxi) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai - 400013, or send an email to helpdesk.evoting@cDSLindia.com or call 1800225533.
11. Other Instructions:
- a. The postal ballot e-voting commences from 9.00 a.m. (IST) Thursday, 11 April 2019 to 5.00 p.m. (IST) Saturday, 11 May 2019. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 5 April 2019 i.e. Cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
 - b. The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, count the votes cast, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of voting through Postal Ballot, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him, who shall countersign the same. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
 - c. The results declared along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company, placed on the Company's website www.gateway-distriparks.com and on the website of CDSL immediately after the result is declared. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 ("Act")

Item No. 1

The Company has issued secured, redeemable, non-convertible debentures (Debentures) aggregating to Rs. 550 crores (Rupees Five hundred and fifty crores only) and created a charge on the various assets of the Company for securing the debentures issued pursuant to a Debenture Trust Deed dated March 27, 2019 ("**Debenture Trust Deed**"). In terms of the Debenture Trust Deed, the Company has created a pledge over 100% of the investments in the securities (presently held and future investments) of Gateway Rail Freight Limited (material subsidiary) (**GRFL**), Gateway East India Private Limited, Snowman Logistics Limited, Chandra CFS and Terminal Operators Private Limited and Gateway Distriparks (Kerala) Limited, which are legally and/or beneficially held by the Company, as security for the Debentures ("**Pledged Securities**"). The objects of the debenture issue - the funds to be used for completion of the acquisition of the Compulsory Convertible Preference Shares held by the investor in GRFL, refinancing existing debt of the company, setting aside of the Debt Service Reserve Amount and general corporate purposes and other incidental costs of the Issue, in accordance of the applicable law.

The Company also proposes to create a pledge over 100% of its investments in the securities of GRFL to secure the facilities availed by the Company from HDFC Bank Limited from time to time. This pledge will rank *pari passu* with the pledge created for securing the Debentures.

Under the Act, approval of the shareholders of the Company is required by way of special resolution where the Company seeks to dispose of an undertaking or a substantial part thereof. Further, under the Securities and Exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders of the Company is required by way of special resolution where the Company proposes to dispose shares of a material subsidiary that would result in its shareholding falling to below 50% or the Company ceasing to exercise control over the subsidiary. The Pledged Securities constitute an undertaking of the Company. The enforcement of the pledge over the Pledged Securities may result in the Company ceasing to hold more than 50% of the shares of Gateway Rail Freight Limited (which is a material subsidiary). Accordingly, approval of the shareholders is sought by way of a special resolution.

Your Directors recommend the resolutions for your approval.

None of the Directors and key managerial personnel and their relatives are deemed to be concerned or interested, financial or otherwise in the proposed special resolution.

By order of the Board

R. Kumar
Dy. CEO & CFO-cum-Company Secretary
ACS No. 7007

Place: Navi Mumbai
Dated: 04 April 2019.



GATEWAY DISTRIPARKS LIMITED

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POSTAL BALLOT FORM

(Pursuant to provisions of Section 110 of the Companies Act, 2013 and rules made thereunder)
(Please read the instructions printed overleaf carefully before completing the form)

1) Name :
Registered Address of the :
Sole/First named Shareholder

2) Name(s) of the Joint Shareholder(s) :
(if any)

3) Registered Folio No./ :
DP ID No. and Client ID No.

4) Number of share(s) held :

I / We hereby exercise my / our vote(s) in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated **04 April 2019**, by recording my assent or dissent to the said **Special Resolution** by placing the tick (✓) mark at the appropriate box below:

| Sr. No. | Resolution | No. of shares | I/We assent to the resolution (✓) FOR | I/We dissent to the resolution (✓) AGAINST |
|---------|---|---------------|---------------------------------------|--|
| 1 | Special Resolution under Section 180(1)(a) of the Companies Act, 2013, read with Regulation 24(5) and 24(6) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 to consent to and ratify the pledge of securities held in subsidiaries and associate company. | | | |

Place :

Date :

Signature of Shareholder

ELECTRONIC VOTING PARTICULARS

| EVSN (Electronic Voting Sequence Number) | User ID | Sequence Number |
|--|---------|-----------------|
| 190404004 | | |

Note: 1. Last Date for receipt of Postal Ballot Form by the Scrutinizer is Saturday, 11 May 2019.
2. If the voting rights are exercised electronically, there is no need to use the form.

INSTRUCTIONS

1. Please read instructions for e-voting, as mentioned in the Notice of Postal Ballot dated **04 April 2019**, before exercising the votes.
2. Member(s) who do not have access to E-voting facility, can exercise their votes by filling this Postal Ballot Form.
3. Members may fill up the Postal Ballot Form printed over leaf (no other form or photocopy of the form will be permitted) and submit the same in the attached self-addressed business reply envelope to S. N. Ananthasubramanian & Co., Practicing Company Secretary, LINK INTIME INDIA PRIVATE LIMITED, Unit : Gateway Distriparks Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai- 400 083, so as to reach latest by 5.00 PM on 11 May 2019. Postage will be borne and paid by the Company. However, envelopes containing postal ballot, if sent by courier / registered post at the expenses of the shareholder, will also be accepted.
4. This Form should be completed and signed by the Members (as per the specimen signature registered with the Company / Depositories) In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder.
5. The right of voting by Postal Ballot Form shall not be exercised by a Proxy.
6. In case the shares are held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
7. A Member can opt for only one mode of voting i.e. either through E-voting or by Postal Ballot. If a Member casts votes by both modes, then voting done through E-voting shall prevail and Postal Ballot shall be treated as invalid.
8. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on 05 April 2019.
9. There will be only one Postal Ballot Form for every Folio / DP-Client ID irrespective of number of joint shareholder(s).
10. Unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. The decision of the Scrutinizer on the validity of the Postal Ballot Form will be final.
11. The Scrutinizer will submit his report to the Company after completion of scrutiny of the Postal Ballot Forms. The Results of Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot. The results along with the Scrutinizer's Report shall be placed on the Company's website www.gateway-distriparks.com and communicated to the Stock Exchanges viz. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

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