



GATEWAY DISTRI PARKS LTD.



03 April 2018

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The Stock Exchange, Mumbai
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Dalal Street MUMBAI
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National Stock Exchange of India Ltd.
Exchange Plaza
Bandra Kurla Complex
MUMBAI – 51
Ph: 2659 8452 Fax: 2659 8237 / 38

Dear Sir / Madam,

Company No. : 532622 / GDL

Sub: Corporate Governance Report as on 31-March-2018

We enclose herewith the Corporate Governance report (along with a note on Related Party Transactions) for the quarter ended 31 March 2018.

Kindly acknowledge the receipt of the same.

Thanking You.

Yours faithfully,

For GATEWAY DISTRI PARKS LIMITED

R. Kumar
Dy. CEO & CFO cum Company Secretary
Encl : a/a

Registered Office :

Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai - 400 707
Tel. : +91-22-2724 6500 to 12 (Board) • Fax : +91-22-2724 6538 • E-mail: gdlcfs@gateway-distriparks.com • Website : www.gateway-distriparks.com
CIN : L74899MH1994PLC164024

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Gateway Distriparks Limited**

2. Quarter ending - **31-Mar 2018**

Composition of Board of Directors

3.	Name of the Director	DIN	PAN	Category	Date of Appointment	Date of Cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No of seats of Chairperson/ Audit/ Stakeholder Committee/ listed entities including this listed entity
Mr.	PREM KISHAN DASS GUPTA	00011670	AAKPG2127J	C & ED	06-Apr-1994			2	4	1
Mrs.	MAMTA GUPTA	00160916	AAAPG3773E	NED	29-Oct-2015			2	0	0
Mr.	ISHAAN GUPTA	05298583	APFPG1166F	ED	26-May-2012			1	0	0
Mr.	SHABBIR HAKIMUDDIN HASSANBHAI	00268133	AAAPH5019E	ID	22-Sep-2016	21-Sep-2021	5	2	5	2
Mr.	BHASKAR AVULA REDDY	06554896	AAMPR9542A	ID	01-May-2016	30-Apr-2021	5	2	4	1
Mr.	ARUN KUMAR GUPTA	06571270	AAAPG4063H	ID	27-Apr-2016	26-Apr-2021	5	2	4	0

II. Composition of Committees

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	SHABBIR HAKIMUDDIN HASSANBHAI	ID	Chairperson
2	BHASKAR AVULA REDDY	ID	Member
3	PREM KISHAN DASS GUPTA	C & ED	Member
4	ARUN KUMAR GUPTA	ID	Member

Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	BHASKAR AVULA REDDY	ID	Chairperson
2	SHABBIR HAKIMUDDIN HASSANBHAI	ID	Member
3	PREM KISHAN DASS GUPTA	C & ED	Member
4	ARUN KUMAR GUPTA	ID	Member

Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
NOT APPLICABLE			



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Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	SHABBIR HAKIMUDDIN HASSANBHAI	ID	Member
2	BHASKAR AVULA REDDY	ID	Chairperson
3	PREM KISHAN DASS GUPTA	C & ED	Member
4	ARUN KUMAR GUPTA	ID	Member

III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
09-Nov-2017	14-Feb-2018	96

IV. Meeting of Committees				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	13-Feb-2018	YES	08-Nov-2017 (results) & 09-Nov-2017	95
Stakeholders Relationship Committee	13-Feb-2018	YES	08-Nov-2017	96
Nomination & Remuneration Committee	13-Feb-2018	YES	09-Nov-2017	95

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable

Note:

For the FY 2017-18, the Audit Committee and the Board of Directors of the Company, had approved related party transactions with Perfect Communications Private Limited upto Rs. 50 crs. The value of transactions till March 2018 is Rs. 13.61 Lacs. The Audit Committee and the Board of Directors of the Company, had approved related party transactions for lease of land at Krishnapatnam, to related party-Snowman Logistics Limited, for a period of 5 years. The value of transactions till March 2018 is Rs. 5.50 Lacs.



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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

For Gateway Distriparks Ltd.



R. Kumar
Dy. Chief Executive Officer and
Chief Finance Officer-Cum-Company
Secretary

Name : **R Kumar**
Designation : **Company Secretary**



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes



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<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2), (3), (4), (5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

For Gateway Distriparks Ltd.

**R. Kumar
Dy. Chief Executive Officer and
Chief Finance Officer-Cum-Company
Secretary**

Name : R. Kumar
Designation : Company Secretary

