



June 12, 2021

BSE Limited Phiroze Jeejeebjoy Towers Dalal Street Mumbai 400 001 Scrip Code: 532622	National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051 Trading Symbol: GDL
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Dear Sir / Madam

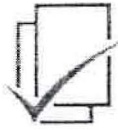
Re: Annual Secretarial Compliance Report

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/ 2019 dated 8 February 2019, enclosed please find the Annual Secretarial Compliance Report for the FY 2020–21.

Please take the same on record.

Yours faithfully,
For GATEWAY DISTRI PARKS LIMITED


Veena Nair
Company Secretary



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

10/25-26, 2nd Floor, Brindaban,
Thane (W) – 400 601
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ICSI Unique Code: P1991MH040400

To,

Gateway Distriparks Limited
Sector 6, Dronagiri,
Taluka Uran, District Raigad,
Navi Mumbai- 400707

Sir/ Madam,

Annual Secretarial Compliance Report for the Financial Year 2020-21

We have been engaged by **Gateway Distriparks Limited** (hereinafter referred to as 'the Company') bearing CIN: L74899MH1994PLC164024 whose equity shares are listed on National Stock Exchange of India Limited (NSE) (Symbol: GDL) and BSE Limited (BSE) (Security Code: 532622) and 12 series of Non-Convertible Debentures (*of the 13 series issued, 1 series was redeemed during the financial year 2020-21*) are listed on BSE Limited, to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Due to the pandemic caused by Covid-19 and prevailing lockdowns/ restrictions on movement of people imposed by the Government, for the purpose of issuing this report we have conducted our audit remotely based on the records and information made available to us by the Company, electronically.

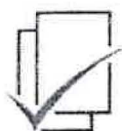
The Annual Secretarial Compliance Report in the prescribed format is enclosed.

Malati A. Kumar

Malati Kumar
Partner
ACS: 15508 | COP: 10980



27th April, 2021 | Thane



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Company Secretaries

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**SECRETARIAL COMPLIANCE REPORT
OF GATEWAY DISTRI PARKS LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021**

We have examined:

- (a) all the documents and records made available to us and explanations provided by **Gateway Distriparks Limited** ('the listed entity');
- (b) filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

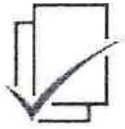
for the financial year ended **31st March, 2021** ('Review Period'), in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ('SEBI').

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not applicable as there was no reportable event during the financial year under review;**





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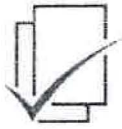
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – **Not applicable as there was no reportable event during the financial year under review;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 – **Not applicable as there was no reportable event during the financial year under review;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
and circulars/ guidelines issued there under;

Based on the above examination, we hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR)-states that 'The listed entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of the related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to stock exchanges and publish the same on its website.'	The Company submitted the Disclosure under Regulation 23(9) of LODR for the half year ended 30 th September 2020 to the exchanges on 20 th January, 2021.	The Company received Notice(s) dated 18-Jan-2021 and 19-Jan-2021 from BSE & NSE, respectively, for non-submission of disclosures under Regulation 23(9) of LODR for the half-year ended 30 th September, 2020. The Company submitted the said disclosure, on 20 th January, 2021 before the end of F.Y.2020-2021.





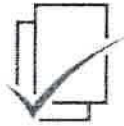
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Company Secretaries

2.	<p>Regulation 7(2) of SEBI (Prevention of Insider Trading) Regulations, 2015-</p> <p>a) Every promote, member of the promoter group, designated person and director of every company shall disclose to the company the number of such securities acquired or disposed of within two 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 ten lakh rupees or such other value as may be specified; (b).Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.</p>	<p>The Company allotted equity shares on right basis to the Promoters of the Company on 20th August, 2020 and intimated the same to the Stock Exchanges, with delay, on 17th September 2020.</p>	<p>The Company received intimation of acquisition of shares from the Promoters on 26th August 2020 during the Rights Issue. The Company submitted the Disclosure to NSE & BSE on 17th September 2020.</p>
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records;
- (c) Following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken [E.g.: fines, warning letter, debarment etc.,]	Observations/ Remarks of the Practicing Company Secretary, if any
1.	BSE	Non-compliance with the requirements of Regulation 23(9) as given in point No. (a) 1. Above	Fine of Rs.2,40,000/-	Paid on 20 th January 2021





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Company Secretaries

2.	NSE	Non-compliance with the requirements of Regulation 23(9) as given in point No. (a) 1. above	Fine of Rs.2,40,000/-	Paid on 20 th January 2021
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports.

Sr. No	Observations of the Practicing Company Secretary in the previous report	Observations made in the secretarial compliance report for the year ended	Action taken by listed entity	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Intimation of record date for payment of interest on debentures not given 7 clear days in advance. Record date- 13-6-2019 Intimation date-13-6-2019 Record date-10-12-2019 Intimation date-06-12-2019	31 st March, 2020	For the Financial Year 2020-21, the Company has complied with the relevant regulation	For the Financial Year 2020-21, the Company has complied with the relevant Regulation.
2	Intimation of record date for partial redemption of debentures not given 7 clear days in advance. Record date- 2-1-2020 Intimation date-26-12-2019	31 st March, 2020	For the Financial Year 2020-21, the Company has complied with the relevant regulation	For the Financial Year 2020-21, the Company has complied with the relevant Regulation.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries
ICSI Unique Code P1991MH040400
Peer Review Cert. No.: 606/2019

Malati A. Kumar



Malati Kumar
Partner

ACS : 15508 | COP No. : 10980

ICSI UDIN : A015508C000192762

27th April, 2021 | Thane