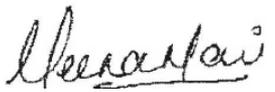
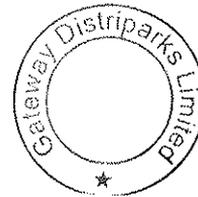


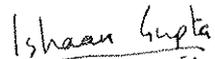
## COMPLIANCE REPORT

It is hereby certified that the Draft Composite Scheme of Arrangement for Amalgamation among Gateway East India Private Limited (“GEIPL” or “Transferor Company 1”), Gateway Distriparks Limited (GDL” or “Transferor Company 2” or “Transferee Company 1”) and Gateway Rail Freight Limited (“GRFL” or “Transferee Company 2”) (“Composite Scheme”) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sl.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	The Company is in compliance with Corporate governance requirements
2	Regulation 11 of LODR Regulations	The Company is in compliance with the provisions of Regulation 11 of LODR Regulations.
Requirements of this circular		
(a)	Para (I)(A)(2)	The Company is submitting all the necessary documents to Stock Exchanges.
(b)	Para (I)(A)(2)	The Company is in compliance with the conditions for Composite Scheme of Arrangement involving unlisted entity.
(c)	Para (I)(A)(4) (a)	The Company is submitting the Valuation Report received from an Independent Registered Valuer
(d)	Para (I)(A)(5)	The Company is submitting the Auditors certificate regarding compliance with Accounting Standards
(e)	Para (I)(A)(9)	The Company will comply with the Provision of approval of public shareholders through e-voting

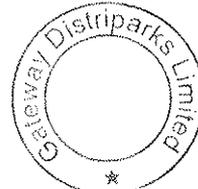
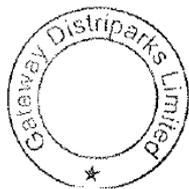
  
**Veena Nair**  
 Company Secretary

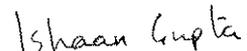


  
**Ishaan Gupta**  
 Managing Director

Certified that the transactions / accounting treatment provided in the Draft Composite Scheme of Amalgamation among Gateway East India Private Limited (“GEIPL” or “Transferor Company 1”), Gateway Rail Freight Limited (“GRFL” or “Transferee Company 2”) and Gateway Distriparks Limited (GDL” or “Transferor Company 2” or “Transferee Company 1”) are in compliance with all the Accounting Standards applicable to a listed entity.

  
**Sandeep Kumar Shaw**  
 Chief Financial Officer



  
**Ishaan Gupta**  
 Managing Director

**Date: September 28, 2020**

**Registered Office :**

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

**Place: Delhi**

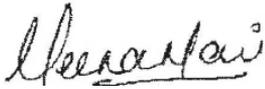
Tel : +91-22-2724 6500 • Fax : +91-22-2724 6538 • E-mail : gdlcfs@gateway-distriparks.com • Website : www.gateway-distriparks.com

CIN : L74899MH11994PLC164024

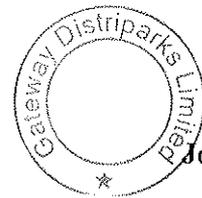
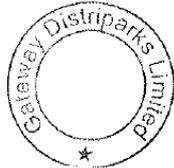
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**Veena Nair**  
Company Secretary

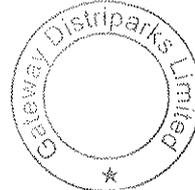
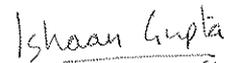



**Ishaan Gupta**  
Joint Managing Director

Certified that the transactions / accounting treatment provided in the Draft Composite Scheme of Amalgamation among Gateway East India Private Limited (“GEIPL” or “Transferor Company 1”), Gateway Rail Freight Limited (“GRFL” or “Transferee Company 2”) and Gateway Distriparks Limited (GDL” or “Transferor Company 2” or “Transferee Company 1”) are in compliance with all the Accounting Standards applicable to a listed entity.



**Sandeep Kumar Shaw**  
Chief Financial Officer

**Ishaan Gupta**  
Joint Managing Director

**Date: September 28, 2020**

**Place: Delhi**

Registered Office :

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

Tel : +91-2724 6500 • Fax : +91-22-2724 6538 • E-mail : gdlcfs@gateway-distriparks.com • Website : www.gateway-distriparks.com

CIN : L74899MH1994PLC164024