CONTAINER GATEWAY LIMITED (A JV of Concor and Gateway Rail)

Registered Office: Via Patodi Road, Wazirpur Morh, Near Garhi Harsaru Railway Station, Garhi Harsaru, Gurgaon, Haryana-122505.

CIN U63030HR2007PLC036995

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 8TH ANNUAL GENERAL MEETING OF CONTAINER GATEWAY LIMITED WILL BE HELD ON MONDAY THE 03 AUGUST, 2015 AT 04:30 PM, IST AT FORTUNE SELECT GLOBAL, GURGAON, GLOBAL ARCADE, M. G. ROAD, GURGAON — 122002, HARYANA, INDIA AT A SHORTER NOTICE TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited financial statements of the Company for the year ender 31st March, 2015, including Balance Sheet and the Statement of Profit and Loss account for the year ended on that date and the Reports of Board of Directors and Auditors thereon.
- 2. To appoint a director in place of Mr. Yash Vardhan (DIN 01842119), who is liable to retire by rotation and being eligible offers himself for Re-appointment.
- **3.** To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Mehrotra & Mehrotra, Firm Registration Number — 00226C, Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the tenth Annual General Meeting on such remuneration plus service tax and reimbursement of out of pocket expenses as may be incurred in the performance of their duties, as may be determined by the Board of Directors/ any committee of the Board of Directors.

SPECIAL BUSINESS:

*RESOLVED that Mr. Nandan Chopra, (DIN: 07181360) who was appointed as an Additional Director of the Company with effect from 01st July, 2015 pursuant to Section 161 of the Companies Act, 2013 ("the Act") who holds office only up to the date of this Annual General Meeting and in respect of whom notice under Section 160 of the Act has been received from a member signifying his intention to propose Mr. Nandan Chopra as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

By Order of the Board of Directors Sd/-

Director

Place: New Delhi Date: August 03, 2015

NOTE:

- 1. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto
- 2. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

PROXY FORM (FORM No. MGT – 11)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name	of the Member(s):	
Registe	ered Address:	
E-mail	ID:	
Folio N	o. / Client ID No.:	
I/We, b	eeing the member(s) of	shares of the above named company,
	appoint:	
1.	Name:	
2.	Email ID:	
3.		
	Address:	
4.	Signature :	
	or failing him/her	
1.	Name :	
2.	Email ID:	
3.	Address:	
4.	Signature:	or failing him/her
1.	Name :	
2.	Email ID	
3.	Address:	
4.	Signature:	or failing him/her

as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the Annual General Meeting of the company, to be held on, August 03, 2015 and at any adjournment thereof in respect of such resolutions as is indicated below:

Resolution No.	Resolution		Vote(Optional see Note 5) Please mention No. of shares				
		For	Against	Abstain			
1	Adoption of Accounts						
2	Reappointment of Mr. Yash Vardhan		***************************************				
3	3 Appointment of Auditors						
4	Appointment of Mr. Nandan Chopra						

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

- 2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of Annual General Meeting.
- 3. The Company reserves its right to ask for identification of the proxy.
- 4. The proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company /depository participant.
- 5. It is optional to indicate your preference. If you leave the for, Against or abstain column blank any or all resolution, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Signed this day of	
Signature of shareholder:	Affix revenue stamp
Signature of Proxy holder(s):	

ATTENDANCE SLIP

Men	lember Folio/ client & DP ID No.																
]	
No.	Of Sh	ares															
	- 			4		4	J		,							6	
I, He	reby re	ecord i	my pre	esence	at the	e Annı	ıal Ger	neral N	1eeting	g of th	e Com	pany	held o	n , Au	gust	03, 2015	i
														•••••			
NAME	OF M	IEMBEI	R/ PRC	OXY								SIGNA	ATURE	OF M	EMBE	R/ PROXY	

Annexure

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Mr. Nandan Chopra was appointed as an Additional Director of the Company with effect from 1st July, 2015. In terms of Section 161 of the Companies Act, 2013, Mr. Nandan Chopra holds office only up to the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director. A Notice under Section 160(1) of the Companies Act, 2013 has been received from a member signifying his intention to propose Mr. Nandan Chopra appointment as Director of the Company.

The Board considers it desirable that the Company should continue to avail itself of the services of Mr. Nandan Chopra as Director and accordingly commends the Resolution at Item No. 4 for approval by the Members.

None of your directors are interested in this matter except Mr. Nandan Chopra.

By Order of the Board of Directors Sd/-

Director

Place: New Delhi Date: August 03, 2015 To,

The Members,

Your Directors have pleasure in presenting their 8th Annual Report on the business and operations and Audited Statements of Accounts of the Company for the Financial Year ended March 31, 2015.

1. Financial summary or highlights/Performance of the Company (Standalone)

Since Your Company has not started its operations, the Gross Income, Profit Before Interest and Depreciation, Finance Charges, Gross Profit, Provision for Depreciation, Net Profit Before Tax, Net Profit After Tax, Balance of Profit brought forward, Balance available for appropriation, Proposed Dividend on Equity Shares, Tax on proposed Dividend, Transfer to General Reserve, Surplus carried to Balance Sheet of company for year 2014-15 and 2013-14 is NIL. The Interest Income of the company is Rs.54,940 (F.Y.2014-15) and 59,966 (F.Y. 2013-14), out of which the provision for tax created is Rs. 16,976 (F.Y.2014-15) and Rs. 18,530 (F.Y. 2013-14).

2. <u>Performance and brief description of the Company's working during the year/State of Company's affair</u>

Members, as you are aware that the Company had been setup by the contribution of Gateway Rail Freight Limited and Container Corporation of India Limited consisting 51% and 49% of share capital by Gateway Rail Freight Limited and Container Corporation of India Limited respectively. The Joint Venture Company has been set up with the purpose of setting-up and running a rail based Container terminal at the JVC project land as per Joint Venture Agreement dated 26th day of March 2007 between Gateway Rail & CONCOR.

The company has not started its operations since at the initial stage dispute arose between the venture companies, the venture companies are engaged in resolving their disputes through arbitration.

3. Dividend

The operations of the Company are yet to start; therefore the Company shows its inability to declare any dividend.

4. Reserves

No amount carried to any reserves for the Financial Year 2015 by the Company.

5. Share Capital

The Authorized as well as Paid up Share Capital of the Company is **Rs. 10,00,000**/- and there is no further changes took place during the Financial Year ending **31**st **March 2015**.

6. Directors and Key Managerial Personnel

The Company does not fall under the criteria as specified under the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force); therefore no one has been appointed as Independent Director in the Company.

Mr. Ishaan Gupta, Director of the company had resigned w.e.f. 27th March 2015. Further Shri. Nandan Chopra has been appointed as Additional Director w.e.f 1st July 2015.

In the ensuing Annual General Meeting of the Company Mr. Yash Vardhan, Director is liable to retire by rotation and being, eligible offers himself reappointment.

Directors' Report (2014-15)

7. Meetings

During the year four (4) Board Meetings were convened and held on **22nd April 2014**, **11th August 2014**, **03rd December 2014 and 12th March 2015**. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The Board of Directors of your company comprise of the following Directors:

S. No.	Name	Designation	Number of Meetings attended
1	Mr. Yash Vardhan	Chairman	4
2	Mr. Sachin Surendra Bhanushali	Director	4
3	Mr. Ishaan Gupta*	Director	0 .

^{*} Resigned w.e.f 27th March 2015

8. Auditors' Report

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

9. Vigil Mechanism

Members, as your Company does not fall under the criteria as specified under the provisions of section 177(9) & (10) of the Companies Act, 2013 and the Companies (Meetings of Board and Its Powers) Rules, 2014 for establishment of Vigil Mechanism, no Vigil Mechanism for directors and employees has been established.

10. Extract Of Annual Return

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **ANNEXURE I**.

11. <u>Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report</u>

There is no material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report like settlement of tax liabilities, operation of patent rights, depression in market value of investments, institution of cases by or against the company, sale or purchase of capital assets or destruction of any assets etc.

12. Conservation of energy, technology absorption and foreign exchange earnings and outgo

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

a. Conservation of energy

(i)	the steps taken or impact on conservation of energy	N/A, as no operation have been started
(ii)	the steps taken by the company for utilizing alternate sources of energy	N/A, as no operation have been started
(iii)	the capital investment on energy conservation equipment's	NIL

b. Technology absorption

(i)	the efforts made towards technology absorption	N/A, as no operation have been started
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	N/A, as no operation have been started
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	
	(a) the details of technology imported	NIL
	(b) the year of import;	N/A
	(c) whether the technology been fully absorbed	N/A
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N/A
(iv)	the expenditure incurred on Research and Development	NIL

c. Foreign exchange earnings and Outgo

During the year, there was no foreign exchange earnings as well as no foreign exchange outgo.

13. Risk management policy

Members, your company does not have any Risk Management Policy, as the operations of the Company are yet to start

14. Deposits

Your Company has not accepted any deposits from public during the year attracting the provisions of 73 and 74 of the Companies Act 2013.

15. Particulars of contracts or arrangements with related parties:

Your company has not entered into any contracts or arrangements with related parties referred to in subsection (1) of section 188 of the Companies Act, 2013 Hence no disclosure is required for the same.

16. Directors' Responsibility Statement

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

Directors' Report (2014-15)

Container Gateway Limited

- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts for the financial year ended 31st March, 2015 on a going concern basis; and
- (e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. Acknowledgements

The Company acknowledges its thanks to shareholders, the bankers, the auditors and all those with whose help, cooperation and hard work the Company is able to achieve the results.

For and on behalf of the Board of Directors

Chairman

Place: Gurgaon

Date: August 03, 2015

ANNEXURE INDEX

<u>Annexure</u>	Content	ĺ
I	Annual Return Extracts in MGT 9	l

Directors' Report (2014-15)

EXTRACT OF ANNUAL RETURN as on the **financial year** ended on **31.March 2015**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

<u>I.</u> REGISTRATION AND OTHER DETAILS:

i) CIN:	U63030HR2007PLC036995
ii) Registration Date :	29 th June, 2007
iii) Name of the Company :	Container Gateway Limited
iv) Category / Sub Category of the Company	Public Limited Company
v) Address of the Registered office and contact details:	VIA PATUDI ROAD, WAZIRPUR MORH, NEAR GARHI HARSARU RAILWAY STATION, GARHI HARSARU, GURGAON, HARYANA
vi) Whether listed company Yes / No :	No
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any :	NA

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	N/A	N/A	N/A

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.No	Name and Address of The company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Gateway Rail Freight Limited, SF-7, Second Floor, D-2 'Southern Park', SAKET DISTRICT CENTRE, SAKET, NEW DELHI, Delhi, 110017	U60231DL2005PLC138598	Holding	50.99	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(a) Category-wise Share Holding

Category of Shareholders		of Share ning of the		t the	No. of Sh year	ares held a	it the end	of the	% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% o Total Shares	diamental contraction of the con
Promoter			···				****		
(1) Indian									
a) Individual / HUF	NIL	5	5	0.00	NIL	5	5	0.005	NIL
b) Central Govt.	-	-	-		-	-	-	-	-
c) State Govt.	-	-	-	-	-		-	<u> </u>	-
d) Bodies Corp	NIL	99995	99995	99.9 95	NIL	99995	99995	99.99	NIL
e) Banks / FI	-	-	ya.	-	*	-	-	-	
f) Any Other	-	_	-	-	-	-	-	-	
Sub - total (A)(1)	NIL	100000	100000	100	NIL	100000	100000	100	NIL
(2) Foreign									
a) NRI-Individuals	-	-	-	-	-	-] -	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	_	-	-	-	-	-	-	-	-
d) Banks / FI		-	-	-	**		-		-
e) Any Other	-	-	-		-	-	-	-	**
Sub-total (A) (2)	-	-	-	-	**	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	NIL	100000	100000	100	NIL	100000	100000	100	NIL
B.Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI		-	~	-	-	-	~	-	-
c) Central Govt	-	-	-	-				-	
d) State Govt(s)	-	••	_	-		**	-	-	-
e) Venture Capital Funds	-	300	-	-	at-	-		-	-
f) Insurance Companies	-	-	-	-			-	-	-
g) FIIs	-	-	-			-	-	-	-
h) Foreign Venture Capital Funds	44	_	-	-	•	-	-	-	-
i) Others (specify)	-	-	-	-	-	~	-	-	
Sub-total (B)(1):-	~	-		-		-	100"	-	-
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-		-		-	
Donies Colp.			L	LL			L		

Directors' Report (2014-15)

Container Gateway Limited

I I I I I I I I I I I I I I I I I I I	1	1	ł	1		1	1	1	[
ii) Overseas	_	-	-	-		-	**	-	-
b) Individuals]								
i) Individual	-	-	_	-	_	-	And .		
shareholders holding				ļ					
nominal share capital				İ					
up to Rs. 1 lakh									
ii) Individual	_	-	-	-	-		~	-	-
shareholders holding					٠				
nominal share capital in									
excess of Rs. 1 lakh									
c) Others (specify)	_	-	-	-	**		-	-	-
Sub-total (B)(2):	-	-	-	-	-	-	-	-	-
Total Public	-	_	-	~	-	-	-	-	-
Shareholding									
(B)=(B)(1)+(B)(2)							***************************************		
C. Shares held by	-	-		-	~	-	-	-	-
Custodian for GDRs &									

100

NIL

100000

100000

100

NIL

(b) Shareholding of Promoters

NIL

100000

100000

ADRs

Grand Total (A+B+C)

S. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding	at the end o	of the year
		No. of Shares	% of total Shares of the company	%of Shares company Pledged / encumbere d to total shares	No. of Shares	% of total Shares of the company	%of Shares company Pledged / encumbered to total shares
1	Gateway Rail Freight Limited	50997	50.997	NIL	50997	50.997	NIL
2	Container Corporation of India Limited and its nominees	49000	49	NIL	49000	49	NIL
Total		99997	99.997	NIL	99997	99.997	NIL

(c) Change in Promoters' Shareholding (please specify, if there is no change)

S.No	Particulars		t the beginning year	Cumulative Shareholding during the year		
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	
1	At the beginning of the year	100000	100	100000	. 100	
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	No Change	No Change	No Change	No Change	
	At the End of the year	100000	100	100000	100	

(d) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.			ding at the of the year		Shareholding the year
	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Gateway Rail Freight L	imited			
	At the beginning of the year	50997	50.997		
	Date wise Increase / Decrease in Share-holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc	NIL	NIL	50997	50.997
	At the End of the year (or on the date of separation, if Separated during the year)	50997	50.997		
2	Container Corporation of Inc	dia Limited			
	At the beginning of the year	48998	48.998		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc	NIL	NIL	48998	48.998
	At the End of the year (or on the date of separation, if Separated during the year)	48998	48.998		

Container Gateway Limited Directors' Report (2014-15) **Anil Kumar Gupta (Nominee of CONCOR)** 0.001 At the beginning of the year 1 Date wise Increase / Decrease in Shareholding during the year specifying the reasons for 1 0.001 NIL NIL increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc At the End of the year (or on the date of 0.001 1 separation, if separated during the year) Harpreet Singh (Nominee of CONCOR) 4 0.001 At the beginning of the year Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase NIL NIL / decrease (e.g. allotment / transfer / bonus / 0.001 sweat equity, etc 1 At the End of the year (or on the date of 1 0.001 separation, if Separated during the year) 5 Sachin Bhanushali At the beginning of the year 0.001 1 Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase NIL NIL / decrease (e.g. allotment / transfer / bonus / 1 0.001 sweat equity, etc At the End of the year (or on the date of 1 0.001 separation, if Separated during the year) 6 **Braja Kishor Sahoo** 1 0.001 At the beginning of the year Date wise Increase / Decrease in Share holding during the year specifying the reasons for NIL NIL 0.001 1 increase / decrease (e.g allotment / transfer / bonus / sweat equity, etc At the End of the year (or on the date of separation, if Separated during the year) 0.001 1 7 V.Srinivas Reddy 1 0.001 At the beginning of the year Date wise Increase / Decrease in Share holding during the year specifying the reasons for 1 0.001 NIL NIL increase / decrease (e.g allotment / transfer / bonus / sweat equity, etc

0.001

1

At the End of the year (or on the date of

separation, if Separated during the year)

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.		Shareholding at the the yea	Sharel	umulative holding during the year	
	For Each of the Directors and KMP	% of total shares of the Company		No. of shares	% of total shares of the company
1	Mr. Sachin	Surendra Bhanushali			
***************************************	At the beginning of the year	1	0.001		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g allotment/transfer/bonus/sweat equity, etc	NIL	NIL	1	0.001
	At the End of the year	1	0.001		

V. INDEBTEDNESS: Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans	Unsecured Loans	Deposits	Total Debtness					
Indebtedness at the beginning of the financial year									
i) Principal Amount	-	1 -	-	-					
ii) Interest due but not paid	-	-	-	-					
iii) Interest accrued but not due	-		-						
Total (i+ii+iii)	-	-	-	-					
	Change in Indebt	edness during the fina	ancial year						
Addition			-	-					
Reduction	**	-	-	-					
Net Change Indebtedness at the end of the financial year	-	-	-	-					
i) Principal Amount	~	-	-	_					
ii) Interest due but not paid	-	-		-					
iii) Interest accrued but not due	**	-	~						
Total (i+ii+iii)	-	-		-					

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager: No Managing Director, Whole-Time Director and/ or Manager has been appointed.

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (In Rs.)
		N.A	
-1	Gross salary	- N.A	N.A
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A	N.A
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A	N.A
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	N.A	N.A
2	Stock Option	N.A	N.A
3	Sweat Equity	N.A	N.A
4	Commission - as % of profit - others, specify	N.A	N.A
5	Others, please specify (Sitting Fees)	N.A	N.A
	Total (A)	N.A	N.A
	Ceiling as per the Act (11% of profits as per Section 198 of the Companies	N.A	

B. Remuneration to other directors

S. No	Particulars of Remuneration		Name of Directors				
1	Independent Directors		-		-		
	Fee for attending board committee meetings	-	-	-	-		
	Commission	-	-	-			
	Others, please specify	-	-	-	**		
	Total (1)	-	-	-	**		

2	Other Non-Executive Directors	į.	Mr. Sachin Bhanushali	Mr. Ishaan Gupta	
	Fee for attending board committee meetings		-	-	_
	Commission	-	~	-	es.
	Others, please specify		See The Control of th	A.V	-
	Total (2)	-	**	-	-
	Total (B)=(1+2)				-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S.No	Particulars of Remuneration		Key Manageri	al Personnel	
			-		Total
	Gross salary	-	-	-	_
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-		
1	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	_
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	_	_
2	Stock Option	<u> </u>	•	-	_
3	Sweat Equity	•	••	***	-
4	Commission	•	-		684
	- as % of profit	•	-	-	Rea
	others, specify				Men.
5	Others, please specify	-	**	-	***
	Total	-	-	, =	••

<u>VII.</u> **PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:** No Penalties/Punishment/Compounding of offences made during the year

Туре	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Punishment	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Compounding	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
B. DIRECTORS					
Penalty	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Punishment	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Compounding	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
C. OTHER OFFIC	ERS IN DEFAUL	Т			
Penalty	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Punishment	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Compounding	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

•	•		•



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Web.: www.mmcharteredaccountants.com

INDEPENDENT AUDITORS' REPORT

To The Members Container Gateway Ltd. Gurgaon (Haryana)

Report on the Financial Statements

We have audited the accompanying financial statements of Container Gateway Ltd. (the "Company"), which comprise the Balance Sheet as at March 31, 2015 and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information. No Statement of Profit & Loss has been prepared since the Company is yet to commence its operations and necessary details as per Schedule III to the Companies Act, 2013 have been disclosed in Note No.9 of the Accounting Notes annexed to the Financial Statements as "Pre-Operative Expenses".

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there-under.

INDEPENDENT AUDITORS' REPORT

To the Members of Container Gateway Ltd. *Report on the Financial Statements*Page 2 of 3

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015 and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1. As required by the 'the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), we state that none of the matters specified in paragraphs 3 and 4 of the Order are either applicable or call for a statement for the year under audit.
- 2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit:
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;



Mehrotra & Mehrotra

INDEPENDENT AUDITORS' REPORT

To the Members of Container Gateway Ltd. Report on the Financial Statements Page 3 of 3 Chartered Accountants

- (c) The Balance Sheet and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of sub-section (2) of Section 164 of the Act.
- (f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the pending litigations in Note No. 14 to the financial statements but this litigation would not have impact on its financial position;
 - ii. the company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii.there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Mehrotra & Mehrotra

Chartered Accountants

(FRN - 0226C)

Rajesh Jhalani

Partner

(M. No. 74809)

Place: New Delhi

Date: 27th April, 2015

CONTAINER GATEWAY LIMITED BALANCE SHEET AS AT 31st MARCH, 2015

Particulars		Note No	Figures as at year ending 31st, March 2015	Figures as at year ending 31st, March 2014
I. EQUITY AND LIABILITIES				
(1) Shareholder's Funds (a) Share Capital (b) Reserves and Surplus (c) Money received against share warrants (2) Share application money pending allotmo	ent	3	1,000,000 - - - -	1,000,000 - - -
(3) Non-Current Liabilities (a) Long-term borrowings (b) Deferred tax liabilities (Net) (c) Other Long term liabilities (d) Long term provisions	•		- - - -	· - - -
(4) Current Liabilities (a) Short-term borrowings (b) Trade payables (c) Other current liabilities (d) Short-term provisions	Tokul	4 5	227,808 37,448	227,577 39,002
II.ASSETS (1) Non-current assets	Total		1,265,256	1,266,579
(a) Fixed assets (i) Tangible assets (ii) Intangible assets (iii) Capital work-in-progress (iv) Intangible assets under development (b) Non-current investments (c) Deferred tax assets (net)			-	-
d) Long term loans and advances e) Other non-current assets		6	659,301	616,559
2) Current assets i) Current investments i) Inventories) Trade receivables				
) Cash and cash equivalents		7	471,765	551,477
) Short-term loans and advances Other current assets	Total	8	134,190 1,265,256	98,543 1,266,579

The accounting notes are an integral part of the financial statements.

As per our report of even date For Mehrotra & Mehrotra **Chartered Accountants**

Firm Regn. Nd. 00226CR

CA.Rajesh Jhalani

Partner M.No. 074809

Date: 27/04/2017 Place: New Delhi

For and on behalf of board of directors of Container Gateway Ltd.

01842119

(Mr. Suchin Bhanvali)
01479918
Date: 27/04/20/15 (Mr. Yash Vardban)

Place: NEW DELHI

CONTAINER GATEWAY LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

		For the year ended 31.03.15		For the year ended 31.03.14	
	Platformini initali inismini kaymadysan aryan arasaayan ayaa ayaa yaraaday caaayany dagaama'aa aa	Rupe	ees	Ru	pees
A) CASH FLOW FROM OPERATIONS					
(Increase)/Decrease in Other Current Assets Increase/(Decrease) in Short Term Provisions		(52,623) (1,554)		(73,628) 4,379	
Increase/(Decrease) in Other Current Liabilitie		231	(53,946)	7,871	. (61,378)
Net Cash outflow in the course of Operat	tions (A)		(53,946)		(61,378)
B) CASH FLOW FROM INVESTING ACTIVITIE	ES				
Pre Operative Expenses Interest Income		(80,706) 54,940	(25,766)	(137,606) 59,966	(77,640)
Net Cash Flow in the course of Investing	Activities (B)		(25,766)		(77,640)
C) CASH FLOW ARISING FROM FINANCING A Issue of Equity Shares	ACTIVITIES				~
Net Increase/(Decrease) in Cash & Cash Equivalents (A + B + C)			(79,712)		(139,018)
Add: Balance at the beginning of the year			551,477		690,495
Cash & Cash Equivalents at the close of the	e year		471,765		551,477
Components of Cash and Cash Equivalents	as at 31st March				
Balances with Banks - On Curren - On Deposit			2,231 469,534		986 550,491
Total			471,765		551,477

As per our report of even date For Mehrotra & Mehrotra

Chartered Accountants FRN: 00226C

CA. Rajesh Jhalani Partner

M.No. 074809

Date: 27/04/2015
Place: NEW DELM

For and on behalf of board of directors of Container Gateway Ltd.

Director

(Mr. Sadwin Branvshali) 01479918

(Mr. Yash Vardham) 01842119

Date: 27/04/2015 Date: 27/04/2015 Place: NEW DELHIPHACE: NEW DELHI

CONTAINER GATEWAY LTD.

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET FOR THE YEAR ENDED 31.03.2015.

NOTE 1: COMPANY OVERVIEW

1. The company has been formed as a joint venture company (JV Company) between Container Corporation of India Ltd. and Gateway Rail Freight Ltd. with the share capital ratio of 49% and 51% respectively. The main objects of the company are to set up, manage and operate Container Freight Stations and manage road/rail linked Container Terminal at Garhi Harsaru.

NOTE 2:SIGNIFICANT ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION OF FINANAL STATEMENTS

These financial statements are prepared in accordance with the Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed by the Companies (accounting standard) Rules 2006, the provisions of the Companies Act 1956. Accounting policies are constantly applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires change in Accounting Policy hitherto in use.

2.2 Revenue Recognition

The company has not commenced its operations till the year end as at 31st March, 2015 hence, no revenue generated during the year.

2.3 Cash and Cash Equivalents

Cash and Cash equivalents comprise cash and cash on deposits with banks and corporations.

	As at 31st March 2015	As at 31st March 2014
Note 3		
SHARE CAPITAL:		
AUTHORISED SHARES		
100000 Equity Shares of Rs. 10/- each	1,000,000	1,000,000
TOCUED CURCONINED & DAID UR CHAREC	l	
ISSUED, SUBSCRIBED & PAID UP SHARES		1
100000 equity shares of Rs. 10/- each fully paid up in cash	1,000,000	1,000,000
Total issued, subscried and paid-up share capital	1,000,000 -	1,000,000 -





a. Reconciliation of shares outstanding at the beginning and at the end of the reporting period				
	31-Mar-			ar-14
At the beginning of the period	No. of Shares 100,000	1,000,000	1	Amount (R 1,000,0
Issued during the period Outstanding at the end of the period	100.000	4 600 600	100 000	
Outstanding at the end of the period	100,000	1,000,000	100,000	1,000,0
b. Terms/rights attached to equity shares The company has only class of equity shares having a par value of Rs.10/- per share. Each holder of equity share is entitled to one vote per share				
c. Shares held by the holding company Out of equity shares issued by the company, shares held by its holding company are as follows:		·		
	31-Mar-1	5	31-Ma	r-14
ļ ·	No. of Shares		No. of Shares	
Equity share of Rs.10/- each fully paid				
Gateway Ral Freight Ltd.	51,000	510,000	51,000	510,00
d. Details of shareholders holding more than 5% share in the Company				
	31-Mar-15		31-Mar	-14
				% of Holding
Equity share of Rs. 10/- each fully paid				·
Container Corporation of India Ltd. Gateway Rail Freight Ltd.	49,000 51,000	49 51	49,000 51,000	49 5
saceway Raw Fregit Ltu.	31,000	51	51,000	3.
		1		
	Mar 45 4 ==	1		
	31-Mar-15		31-Mar-	14
lote 4		İ		
OTHER CURRENT LIABILITIES				
mount due to Gateway Rail Freight Ltd.		225,808		225,577
DS Payable otal		2,000 227,808		2,000 227,577
ļ			***************************************	
ote 5				
hort Term Provisions				
or Audt Fee come Tax Provision		20,472		20,472
come Tax Provision		16,976 37,448		18,530 39,002
				37,002
ote 6 ther Non Current Asset				
namortized Expenses		ŀ		
Imhary Expenses		52,672		52,672
-Operative Expenses		606,629	**************************************	563,887
		037,301	······································	616,559
te 7		1		
RRENT ASSETS		-		İ
sh and Cash Equivalents				
ance in Current Account with Scheduled Bank		2,231		986
ed Deposit with Scheduled Bank sturity more than 12 months)		469,534		550,491
al	**************************************	471,765		551,477
• • • • • • • • • • • • • • • • • • •	***************************************		***************************************	331/7//
te 8				
				ļ
HER CURRENT ASSETS		115,657		81,196
rest accrued but not due on deposits				
rest accrued but not due on deposits oad Taxes - Tax Deducted at Source by HDFC Bank		5,494		5,997
rest accrued but not due on deposits				5,997 11,350 98,543





Note 9:

The Company has not commenced the activities in relation to the objects for which it has been incorporated. Hence, no Statement of Profit and Loss has been prepared for the year under review. The expenditure incurred during the year is classified as 'Pre-Operative Expenses' pending capitalization and will be apportioned to the Assets on commencement of activities. Details of Pre-Operative Expenses are as follows:

(In Rupees)

<u>Particulars</u>	Year ended 31.03.2015	Year ended 31.03.2014
Opening Balance	563,887	467,717
Expenses incurred during the year:		
Professional Fee Paid	33,278	67,196
Filing Fees		
Compounding fee paid to ROC	-	36,000
Statutory Audit fee	22,472	22,472
Taxation Matters	11,236	11,237
Others	13,720	702
Total	644,593	605,324
Less Interest Income(Net of taxes)	37,964	41,437
Net Expenses	606,629	563,887

- 10. In the opinion of the board, the Current Assets are of the value stated, if realized in the ordinary course of business and further provisions have been made for all known and determined liabilities and are classified under Pre-Operative Expenses.
- 11. Since the company has not commenced its operation during the year, certain information as required to be disclosed as per Companies Act, 2013 are not applicable.
- 12. As per Accounting Standard 18 (AS-18) 'Related Party Disclosures', notified in the Companies (Accounting Standard) Rules 2006, the disclosures of transactions with the related parties as defined in AS-18.
- (i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

SI. No.	Name of the Related Party	Relationship
1.	Gateway Rail Freight Ltd.	Holding Company
2	Container Corporation of India Limited	Associate





(ii) Transactions during the period with Related Parties:

(In Rupees)

S. No.	Name of the Company/Nature of	For the year 2014-2015	For the year 2013-2014
1	Gateway Rail Freight Limited		
a)	Transactions	Nil	Nil
b)	Closing Balance		
	Equity subscribed	5,10,000	5,10,000
	Amount Due To	2,25,808	2,25,577
2	Container Corporation Limited		
a)	Transactions	Nil	Nil
b)	Closing Balance		
	Equity subscribed	4,90,000	4,90,000

- 13. The company has entered into a lease deed on 07.12.2007 with Gateway Distriparks Ltd. to take on lease some land and buildings at village Wazirpur at monthly rental of Rs.38,61,000/- but no action thereafter has been taken in this regard and this lease deed remained unregistered since then. Therefore, no liability on this account has been considered in the accounts.
- 14. Arbitration proceedings are going on between both the joint venture companies i.e. Container Corporation of India Ltd. and Gateway Rail Freight Ltd. in respect of agreement entered into by the parties for operation of Container trains from Inland Container Depot and Rail Sidings of Gateway Rail Freight Ltd. at Garhi, Harsaru, Gurgaon.
- 15. The company has been formed as a joint venture company (JV Company) between Container Corporation of India Ltd. and Gateway Rail Freight Ltd. with share capital ratio of 49% and 51% respectively. The holding of both joint venture companies in the company is as under:
 - a) Container Corporation of India Ltd. 49,000 equity shares of Rs.10/- each fully paid up.
 - b) Gateway Rail Freight Ltd. 51,000 equity shares of Rs. 10/- each fully paid up.
- 16. Capital Commitments: NIL
- 17. Contingent liabilities: Nil (Previous Year Rs. Nil).
- 18. Payment to Auditors (including Service Tax)
 Audit Fee: Rs.22, 472/- (Previous Year Rs.22, 472/-)

For Taxation Matter: Rs.11,236/- (Previous Year Rs.11,236/-)





19. Previous period figures have been re-classified/regrouped, wherever considered necessary.

As per our report of even dated annexed

For Mehrotra & Mehrotra Chartered Accountants

(FRN: 00226C)

-GA.RajeshJhalani

(Partner) M.No. 074809

Date: 27/64/2015

Place: New Delhi

For & on behalf of board of directors of Container Gateway Ltd.

Director

(Mr. Sachin Bhanvshali) 01479918 /Director

Mr. Yash Vardham

CONTAINER GATEWAY LIMITED SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

Pre-operative Expenditure	As at 31.03.15
Expenditure during FY 2007-08	
Professional fee for vetting the draft lease agreement Professional fee for valuation report	30,0
Professional fee to SGS Associates	5,0
Stamp charges	11,2
Statutory Audit Fee	22,0
Misc. expenses of ROC filing, DIN, PAN. etc.	6,4
Balance as on 31.03.2008	75,88
Expenditure during FY 2008-09	
Statutory Audit Fee	22,00
Balanca as on 31.03.2009	97,94
Expenditure during FY 2009-10	
Statutory Audit Fee	22,06
Balance as on 31.03.2010	120,00
Expenditure during FY 2010-11	
Statutory Audit Fee	22,06
Filing Fees	6,00
Professional Fees to SGS Associates	4,96
Expenditure during FY 2010-11 - Total	33,024
Balance as on 31.03.2011	153,026
Expenditure During FY 2011-2012	
Payment to Auditors	
-As Auditor- Statutory Audit Fee (FY 2011-12)	22,472
-Taxation Matters	11,030
-Company Law Matters	11,030
Professional Fees	78,814
Filing fee -Registrar of Companies, Delhi & Haryana	56,446
Expenditure During FY 2011-2012 - Total Balance as on 31.03.2012	179,792
Expenditure During FY 2012-2013	332,818
Penalty paid for Composition of offences	
u/s 161, 165 and 285 of the Companies Act, 1956	40,000
Taxation Matters	11,236
Professional Fee	92,191
iling Fee	1,200
Payment to Auditors	
As Auditor- Statutory Audit Fee (FY 2012-13)	22,472
xpenditure During FY 2012-2013 - Total	167,099
ess: Transfer from Interest Earned after Tax	32,200
alance as on 31.03.2013	467,717
xpenditure During FY 2013-2014	
enalty paid for Composition of offences	
s 166 and 220 of the Companies Act, 1956	36,000
axation Matters	11,236
ompany Law Matters	55,960
BRL Filling Fees	11,236
terest on TDS	364
nk Charges	337
syment to Auditors	
s Auditor- Statutory Audit Fee (FY 2013-14)	22,472
penditure During FY 2013-2014 - Total ss: Transfer from Interest Earned after Tax	137,605
ss: Transfer from Interest Earned after Tax	41,437
penditure During FY 2014-2015	563,887
xation Matters	11 226
mpany Law Matters	11,236
RL Filling Fees	21,642
eting Expenses	11,636
erest U/s 234 C	13,483
yment to Auditors	237
Auditor- Statutory Audit Fee (FY 2014-15)	22 472
penditure During FY 2014-2015 - Total	22,472
s: Transfer from Interest Earned after Tax	80,706 37,964
ar repriate nom metreat conten antil 10A	1/ 904 1





CONTAINER GATEWAY LIMITED SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

Particulars	As at 31.03.15
Preliminary Expenditure	
Registration fee paid to Pay & Accounts officer, MCA.	27,20
Filing of Form 1A	50
Professional fee for company incorporation	22,47
Memorandum printing charges	2,50
	52,672
OTHER INCOME '	
INTEREST INCOME	
Income earned during FY 2012-13	
Interest Income Earned	35,866
Interest Accrued	10,733
Total:	46,599
ess Income Tax Payable (Including	
Surcharge & Education Cess) @30.9% Interest earned after Tax- Transfer	14,399
	}
o set of against Expenditure	32,200
ncome earned during FY 2013-14	
nterest Income Earned	50,646
nterest Accrued	9,320
otal:	59,966
ess Income Tax Payable (Including	
urcharge & Education Cess) @30.9%	18,530
iterest earned after Tax- Transfer	
set of against Expenditure	41,437
ncome earned during FY 2014-15	
terest Income Earned	46,306
terest Accrued	. 8,634
otal:	54,940
ss Income Tax Payable (Including	
rcharge & Education Cess) @30.9%	16,976
erest earned after Tax- Transfer	
set of against Expenditure	37,964



