



NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the Members of Gateway Distriparks Limited (Company) will be held on Monday, 29th September 2014 at Silver Jubilee Hall, Second floor, Navi Mumbai Sports Association, Near MGM Hospital, Sector IA, Vashi, Navi Mumbai - 400703 at 10.30 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at March 31, 2014 and Statement of Profit & Loss for the year ended on that date, the Reports of the Directors and Auditors thereon.
2. To confirm the interim dividends declared by the Board of Directors for the financial year ended March 31, 2014.
3. To re-appoint Auditors and in this connection, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
RESOLVED THAT the retiring auditors, M/s. Price Waterhouse, Firm Registration No. 301112E, Chartered Accountants, being eligible for reappointment, be and are hereby re-appointed as Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, on a remuneration of such sum as may be fixed by the Board of Directors / any Committee of the Board of Directors plus service tax and reimbursement of out of pocket expenses as may be incurred in the performance of their duties.
4. To re-appoint Mr. Gopinath Pillai (DIN:00268337), who retires by rotation in the Annual General Meeting, and being eligible, offers himself for re-appointment as Director.

SPECIAL BUSINESS

5. **Appointment of Mr. Saroosh Dinshaw (DIN: 00034110) as an Independent Director of the Company.**
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 149, 150 and 152 and other applicable provisions, if any and Schedule IV of the Companies Act, 2013 and the Rules framed there under, Mr. Saroosh Dinshaw (DIN: 00034110), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 29th September 2014 up to 28th September 2016.
6. **Appointment of Mr. Shabbir Hassanbhai (DIN: 00268133) as an Independent Director of the Company.**
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 149, 150 and 152 and other applicable provisions, if any and Schedule IV of the Companies Act, 2013 and the Rules framed there under, Mr. Shabbir Hassanbhai (DIN: 00268133), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 29th September 2014 up to 28th September 2016.
7. **Appointment of Mr. M P Pinto (DIN: 00021565) as an Independent Director of the Company.**
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 149, 150 and 152 and other applicable provisions, if any and Schedule IV of the Companies Act, 2013 and the Rules framed there under, Mr. M P Pinto (DIN: 00021565), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 29th September 2014 up to 28th September 2016.



8. Appointment of Mr. Bhaskar Avula Reddy (DIN: 06554896) as an Independent Director of the Company

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 149, 150 and 152 and other applicable provisions, if any and Schedule IV of the Companies Act, 2013 and the Rules framed there under, Mr. Bhaskar Avula Reddy (DIN: 06554896), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 1st May 2014 upto 30th April 2016.

9. Appointment of Mrs. Chitra Gouri Lal (DIN: 02823536) as an Independent Director of the Company

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 149, 150 and 152 and other applicable provisions, if any and Schedule IV of the Companies Act, 2013 and the Rules framed there under, Mrs. Chitra Gouri Lal (DIN: 02823536), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 5th August 2014 upto 4th August 2016.

10. Amend Employee Stock Option Plan 2013 (ESOP 2013)

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special** Resolution:-

RESOLVED THAT the Employee Stock Option Plan 2013 (ESOP 2013), approved at the Extra-ordinary General Meeting of the Shareholders of the Company held on 8th March 2013, be and is hereby amended as follows:

RESOLVED THAT options exercisable into shares or securities convertible into equity shares of the Company, under the Employee Stock Option Plan 2013 (ESOP 2013), shall be and hereby not granted to Independent Directors of the Company.

RESOLVED THAT options exercisable into shares or securities convertible into equity shares of the Company, under the Employee Stock Option Plan 2013 (ESOP 2013), shall be and hereby not granted to Independent Directors of the Subsidiary Companies.

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

RESOLVED that pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs.400 Crores (Rupees Four hundred crores) over and above the aggregate of the paid up share capital and free reserves of the Company and the Board be and is hereby authorized to execute such agreements, indentures of mortgage, deeds of hypothecation and other deeds and instruments containing such conditions and to do all acts and deeds, to give effect to the resolution.

12. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

RESOLVED that pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to create mortgage /charges on all the moveable and/or immovable properties and assets, both present and future, on the whole or substantially the whole of the undertaking of the company, exclusively or ranking pari-passu, for securing any loans and/or advances and/or any financial assistance or obligations obtained/undertaken by the Company and/or any or more of its subsidiary companies, both present and future, on such terms and conditions and in such form and manner as the Board may deem fit, such that the total outstanding amount at any time so secured shall not be in excess of Rs.400 Crores (Rupees Four hundred crores) over and above the aggregate of the paid up share capital and free reserves of the Company and the Board be and is hereby authorized to execute such agreements, indentures of mortgage, deeds of hypothecation and other deeds and instruments containing such conditions and to do all acts and deeds, to give effect to the resolution.



13. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED that pursuant to Section 42 and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to offer, invite subscriptions for secured or unsecured, redeemable non-convertible debentures, in one or more tranches, on private placement, on such terms and conditions, as the Board may deem fit, provided that the total amount that may be so raised, shall not be in excess of Rs.400 Crores (Rupees Four hundred crores) over and above the aggregate of the paid up share capital and free reserves of the Company and the Board be and is hereby authorized to execute such agreements and other deeds and instruments and to do all acts and deeds, to give effect to the resolution.

By order of the Board

R. Kumar

Dy. CEO & CFO-cum-Company Secretary

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

Place: Mumbai

Dated: 06 August 2014

NOTES

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- b) Proxies in order to be effective, should be completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 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. A proxy form is annexed to this Report. Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution/authority as applicable.
- c) The Register of Members and Share Transfer Register of the Company will remain closed from Thursday, 18 September, 2014 to Monday, 29 September 2014, both days inclusive.
- d) Members who are holding shares in physical form are requested to notify the changes, if any in their respective addresses or bank details to the Registrar and Share Transfer Agent of the Company and always quote their folio numbers in all correspondence with the Company. In respect of holding in electronic form, members are requested to notify any change in addresses or bank details to their respective Depository Participants.
- e) Pursuant to Section 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred, to the Investor Education and Protection Fund (the Fund) set up by the Government of India and no payments shall be made in respect of any such claims by the Fund. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Mr. R Kumar, Dy. Chief Executive Officer and Chief Finance Officer - cum - Company Secretary, at the Company's registered office. Members are encouraged to utilize the ECS /NECS for receiving dividends.
- f) Members desirous of obtaining any information as regards Accounts are requested to write to the company at least one week before the meeting so that the information required will be made available at the meeting.
- g) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.



h) Members are requested to notify promptly any change in address to the Registrars at the following address:

M/s. Link Intime India Pvt. Ltd.
 Unit : Gateway Distriparks Limited.
 C-13, Kantilal Maganlal Industrial Estate, Pannalal Silk Mill Compound,
 L.B.S Road, Bhandup (W), Mumbai – 400 078

- i) The Notice of the AGM , Annual Report 2013-14 and attendance slip, is being sent by electronic mode to those Members whose e-mail addresses are registered with the depository participant (s), except those members who have requested for a physical copy. Physical copy of the notice of AGM, Annual Report 2013-14 and attendance slip are being sent to those members who have not registered their e-mail addresses with the depository participant (s). Members who have received the notice of AGM, Annual Report and attendance slip in electronic mode are requested to print the Attendance slip and submit a duly filled Attendance Slip at the registration counter to attend the AGM.
- j) In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

The instructions for members for voting electronically are as under:-

The e-voting period begins on Tuesday, 23rd September 2014 (9.00 a.m. IST) and ends on Thursday, 25th September 2014 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case of members receiving an e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.



- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant “Gateway Distriparks Limited” on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) 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 they have to create a compliance user which 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 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.
- (xviii) 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.
- In case of members receiving the physical copy of the Notice of AGM:**
- (i) please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.
- k) The Company has appointed S N ANANTHASUBRAMANIAN & CO., Practising Company Secretary, to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
- l) The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.gateway-distriparks.com and **on the website of CDSL** within two days of the passing of the resolutions at the twentieth AGM of the Company on 29 September, 2014 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- m) Redressal of complaints of Investor: The Company has designated an e-mail id: investor@gateway-distriparks.com to enable Investors to register their complaints, if any.



ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item no. 5 to 9

Pursuant to Clause 49 of the Listing Agreements entered with the Stock Exchanges, the Company had appointed Mr. Saroosh Dinshaw, Mr. Shabbir Hassanbhai, Mr. M P Pinto, Mr. Bhaskar Avula Reddy and Mrs. Chitra Gouri Lal as Independent Directors at different times.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 (“Act”), effective from April 1, 2014, listed companies are required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nomination Committee of the Board of Directors recommended the appointment of these Directors as Independent Directors from 29th September 2014 up to 28th September 2016 (except Additional Directors, Mr. Bhaskar Avula Reddy and Mrs. Chitra Gouri Lal, who are appointed till 30th April 2016 and 4th August 2016 respectively).

These Non-executive Directors have given a declaration to the Board that they satisfy the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Directors and that the proposed directors are independent of the management.

In compliance with the provisions of section 149, 150 and Schedule IV of the Act, the appointment of these Independent Directors is being placed before the Shareholders for approval.

A copy of draft Letter of Appointment for independent directors setting out terms and conditions of appointment of these Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and is also available on the website of the Company, www.gateway-distriparks.com.

The Board recommends the Ordinary Resolutions as set out in item no. 5 to 9 for approval of the members. None of the Directors, or Key Managerial Personnel and their relatives except the concerned Independent Directors who are being appointed is interested or concerned in these resolutions.

Item 10

The Shareholders had approved the Employee Stock Option Plan 2013 (ESOP 2013) at the Extra-ordinary General Meeting of the Shareholders of the Company held on 8th March 2013. The ESOP 2013 envisaged grant of options for equity shares to persons (a) who are in permanent employment of the Company as may be determined by the Remuneration & ESOP Committee, from time to time, including any Director of the Company, whether whole time or otherwise and (b) who are in permanent employment of the subsidiaries of the Company (present and future), as may be determined by the Remuneration & ESOP Committee, from time to time, including any Director of the Subsidiary Company, whether whole time or otherwise.

Under Section 149(9) of the Companies Act, 2013 (“Act”), Independent Directors should not be granted stock options in the company. Therefore, the Employee Stock Option Plan 2013 (ESOP 2013) is being amended to comply with the provisions of the Act.

The Board recommends the Special resolution for approval of the members. None of the Directors or Key Managerial Personnel of the Company and their relatives is interested or concerned in the resolution.

Item 11 & 12

In the Extra-ordinary General Meeting held on 11 November 2005, the members of the Company had passed an Ordinary resolution under Section 293 (1)(d) of the Companies Act, 1956, granting their consent for availing borrowings not exceeding Rs. 500 crores.

Resolution at Item 11 seeks similar consent under Section 180(1)(c) of the Companies Act, 2013. The maximum limit for borrowings will now be Rs. 400 crores, over and above the aggregate of the paid up share capital and free reserves of the Company.

In order to secure the borrowings referred to in Item 11, the Company has to create security by way of mortgage /charge/ hypothecation of its assets and properties, both present and future. Since mortgaging or charging the moveable and/or



immoveable properties and assets of the Company, with the right of taking over management or control in certain events of default may be considered to be disposal of the Company's undertaking under Section 180 (1)(a) of the Companies Act, 2013, it is proposed to seek the consent of the members for creating such mortgages and/or charges on the assets and properties, both present and future, under Item 12 of the Notice.

The Board recommends the Special resolutions as set out in item no. 11 and 12 for approval of the members. None of the Directors or Key Managerial Personnel of the Company and their relatives is interested or concerned in the resolution.

Item 13

Under the provisions of Section 42 of the Companies Act 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company is required to obtain the approval of its members to offer or invite subscription to securities made by the Company on a private placement basis. The Company may offer secured / unsecured, non-convertible debentures on private placement basis in one or more tranches, to avail financial assistance. Hence the resolution at item 13, authorizes the Board of Directors to offer or invite subscription of secured / unsecured, redeemable non-convertible debentures, within the overall borrowing limits, not exceeding Rs. 400 crores, over and above the aggregate of the paid up share capital and free reserves of the Company, as may be required by the Company, from time to time, for a year from the conclusion of this Annual General Meeting.

The Board recommends the Special resolution as set out in item no. 13 for approval of the members. None of the Directors or Key Managerial Personnel of the Company and their relatives is interested or concerned in the resolution.

Additional Information about Directors recommended for appointment or seeking reappointment at the Annual General Meeting.

1) Mr. Gopinath Pillai

Profile and Expertise in specific functional areas

Mr. Gopinath Pillai, aged 76 years, is non-executive Chairman of the Company. His varied business interests include investments in education, logistics and information technology. He has been Singapore's Ambassador-at-Large since August 2008. He is the Chairman of the Management Board of the Institute of South Asian Studies as well as Deputy Chairman of Ang Mo Kio-Thye Hua Kwan Hospital Limited, a non-government organisation-administered hospital for step-down care, at Singapore. He is a member of the Steering Committee of the Indian Heritage Centre project and Chairman of its Concept and Content Subcommittee, at Singapore.

He has held positions of Chairman of NTUC Fairprice Co-operative Ltd; Trustee of NTUC Healthcare Co-operative Ltd; Director of NTUC Choice Homes Co-operative Ltd; and President of the National University of Singapore Society, at Singapore.

He has received several awards in Singapore, including the Friend of Labour (NTUC 1987); Meritorious Award (NTUC 1990); Friend of MCD (1998); and Friend of IT (SCS 2001). The Singapore government has awarded Ambassador Pillai the Public Service Star Award (BBM) in 1999 and BBM (BAR) in the 2009 National Day Awards. Mr. Pillai has been awarded Padmashri on the occasion of India's 63rd Republic Day.

Companies in which Mr. Gopinath Pillai holds directorship and committee membership

No.	Name of the Company*	Nature of Interest
1.	Gateway Distriparks Limited	Director (Member - Audit Committee Member - Stakeholders Relationship Committee)
2.	Snowman Logistics Limited	Director
3.	Gateway Rail Freight Limited	Director
4.	Gateway Distriparks (Kerala) Limited	Director (Member - Audit Committee)

*Directorships in Foreign Companies, Private Limited Companies, Trusts, Societies and Companies under Section 8 of the Companies Act, 2013 are not included in the above table.

Shareholding in the company

Mr. Gopinath Pillai holds 1,241,000 shares in the Company.



2) Mr. Saroosh Dinshaw

Mr. Dinshaw, aged 43 years, is a commerce and law graduate. He holds a Master's degree in Business Administration and has over 20 years of experience in the field of finance and investments. Mr. Dinshaw is an Independent Director of the Company and a member of the Audit Committee and the Stakeholders Relationship Committee of the Company.

Companies in which Mr. Saroosh Dinshaw holds directorship and committee membership

No.	Name of the Company*	Nature of Interest
1.	Gateway Distriparks Limited	Director, (Member - Audit Committee Member - Stakeholders Relationship Committee Member- Nomination, Remuneration and ESOP Committee)
2.	Snowman Logistics Ltd.	Director, (Member – Audit Committee)

*Directorships in Foreign Companies, Private Limited Companies, Trusts, Societies and Companies under Section 8 of the Companies Act, 2013 are not included in the above table.

Shareholding in the company

Mr. Saroosh Dinshaw does not hold any shares in the Company.

3) Mr. Shabbir Hassanbhai

Mr. Shabbir Hassanbhai, aged 67 years, is an accountant and has more than 40 years of business experience in manufacturing and cross border trading of wood products and metals. He has worked in Singapore, Middle East and USA. Mr. Hassanbhai is an Independent Director of the Company and has been part of many committees of the Board and is also on the Board of its subsidiaries viz., Gateway Rail Freight Ltd and Snowman Logistics Ltd.

Mr. Hassanbhai serves on various public and charitable institutions in Singapore. He is currently Singapore's Non-Resident High Commissioner to the Federal Republic of Nigeria; Chairman, of the Africa Business Group; Co-Chair, of the Singapore-Oman and Vice Chairman, Singapore- Saudi Business Councils; Member, ASEAN-India Business Council; Board Member, National Council of Social Services; Council Member, Singapore Business Federation; Secretary, of Singapore Indian Development Association.

He was awarded in 2010 the Public Service Medal (PBM) by the President of the Republic of Singapore.

Companies in which Mr. Shabbir Hassanbhai holds directorship and committee membership

No.	Name of the Company*	Nature of Interest
1.	Gateway Distriparks Limited	Director, (Chairman-Audit Committee Member – Stakeholders Relationship Committee)
2.	Gateway Rail Freight Ltd.	Director, (Chairman-Audit Committee)
3.	Snowman Logistics Ltd.	Director, (Chairman–Audit Committee)

*Directorships in Foreign Companies, Private Limited Companies, Trusts, Societies and Companies under Section 8 of the Companies Act, 2013 are not included in the above table.

Shareholding in the company

Mr. Shabbir Hassanbhai holds 300,000 equity shares in the Company.

4) Mr. M P Pinto

Mr. M. P. Pinto, aged 71 years, is a retired IAS Officer. He holds a degree in Bachelor of Arts (Political Science) and has completed his Masters in Sociology. He has also completed his Masters in Public Administration from Harvard University, USA. He started his working career as a management trainee with Hindustan Lever in 1966 and was later selected into Indian Administrative Service. During his career as an IAS officer, he held various positions such as the Vice-Chairman & Managing Director of Maharashtra State Road Transport Corporation, Managing Director of Maharashtra State Finance Corporation, Chairman of Maharashtra State Electricity Board, Director General (Shipping) for the Government of India and Chairman of Jawaharlal Nehru Port Trust (JNPT). As the Chairman of JNPT, Mr. Pinto played a stellar role in opening the port sector



to private investment and in popularising the concept of a landlord port. He is the only Indian to have been elected as Vice Chairman of the Council of International Maritime Organisation. Mr. Pinto was inducted into the Board in June 2004. He is currently an Independent Director and the Chairman of Nomination, Remuneration & ESOP Committee and a member of the Audit Committee and Stakeholders Relationship Committee.

Companies in which Mr. M. P. Pinto holds directorship and committee membership

No.	Name of the Company*	Nature of Interest
1.	Gateway Distriparks Limited	Director (Member -Audit Committee Member – Stakeholders Relationship Committee, Chairman – Nomination, Remuneration and ESOP Committee)
2.	Star Paper Mills	Director
3.	IL&FS Ltd.	Director (Member – Audit Committee)
4.	Gateway Distriparks (Kerala) Ltd.	Director (Chairman-Audit Committee)
5.	Ashoka Buildcon Ltd.	Director (Member – Audit Committee)
6.	Principal Trustee Co. Pvt. Ltd.	Director (Member – Audit Committee)
7.	SCI Forbes Ltd.	Director
8.	Tolani Shipping Co. Ltd.	Director
9.	Snowman Logisitcs Ltd.	Director (Member – Audit Committee)
10.	Essar Ports Ltd	Director
11.	Essar Shipping Ltd	Director (Member – Audit Committee)
12.	Bombay Chamber Of Commerce	Member (Managing Committee)

*Directorships in Foreign Companies, Private Limited Companies, Trusts, Societies and Companies under Section 8 of the Companies Act, 2013 are not included in the above table.

Shareholding in the company

Mr. M. P. Pinto holds 4,000 shares in the Company.

5) Mr. Bhaskar Avula Reddy

Mr. Bhaskar Reddy, aged 61 years, has served the Government of India in Indian Revenue Service (Income Tax) for over 30 years. He has a Masters degree in Science (Chemistry) and a Law degree. He has attended a Senior Management Programme at York University Business School, Toronto, Canada.

He has held key assignments as Commissioner of Income Tax, Director in Cabinet Secretariat, New Delhi, First Secretary in Indian Embassy, Yangon (Myanmar) and as Adjudicating Authority under FERA. He was awarded a Certificate of Merit and a Certificate of Appreciation by the Central Board of Direct Taxes. He has extensive experience in taxation, general management and finance.

Mr. Bhaskar Reddy is an Independent Director of the Company.

Companies in which Mr. Bhaskar A Reddy holds directorship and committee membership

No.	Name of the Company*	Nature of Interest
1.	Gateway Distriparks Limited	Director (Member -Audit Committee Chairman – Stakeholders Relationship Committee)
2.	Ramky Enviro Engineers Limited.	Director
3.	Elcon Greengen India Private Limited	Director



No.	Name of the Company*	Nature of Interest
4.	Ramagiri Rayala Wind Private Limited	Director
5.	Elcon Uravakonda Energy Private Limited	Director
6.	Elcon Guruvepalli Power Private Limited	Director
7.	Apollo Corporate Services And Consultants Private Limited	Director
8.	Nescon Wincon Private Limited	Director

*Directorships in Foreign Companies, Private Limited Companies, Trusts, Societies and Companies under Section 8 of the Companies Act, 2013 are not included in the above table

Shareholding in the company

Mr. Bhaskar Reddy does not hold any shares in the Company.

6) Mrs. Chitra Gouri Lal

Mrs. Chitra Gouri Lal, aged 63 years, is a retired Senior Officer of the Indian Customs & Central Excise Service, 1974 batch, with a wide range of experience in the Department of Revenue. She has also worked on Central Deputation in the Ministry of Commerce, Ministry of Statistics and Planning and Ministry of Agriculture in different capacities. She holds Masters Degrees from the University of Bath, UK (Fiscal studies) and Indian Institute of Public Administration, New Delhi.

Mrs. Chitra Gouri Lal is an Independent Director of the Company.

Companies in which Mrs. Chitra Gouri Lal holds directorship and committee membership

No.	Name of the Company*	Nature of Interest
1.	Gateway Distriparks Limited	Director

*Directorships in Foreign Companies, Private Limited Companies, Trusts, Societies and Companies under Section 8 of the Companies Act, 2013 are not included in the above table

Shareholding in the company

Mrs. Chitra Gouri Lal does not hold any shares in the Company.



GATEWAY DISTRI PARKS LIMITED

Regd. Office : Sector 6, Dronagiri, Tal: Uran, Dt: 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

ATTENDANCE SLIP TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

Full name of the Member attending (IN BLOCK LETTERS) : _____

Full Name of the Proxy (IN BLOCK LETTERS) : _____
 (To be filled in if Proxy attends instead of the Member)

I hereby record my presence at the **20th ANNUAL GENERAL MEETING** of the Company at Silver Jubilee Hall, Second floor, Navi Mumbai Sports Association, Near MGM Hospital, Sector IA, Vashi, Navi Mumbai - 400703 being held on Monday, 29th September 2014 at 10.30 a.m.

Ledger Folio No. _____

DP ID * _____

Client ID * _____

No. of shares held _____

 Member's/Proxy's Signature
 (To be signed at the time of handing over this slip)

* Applicable for the members holding shares in electronic form.

NOTE: Members are requested to bring their copies of the Annual report to the meeting.

TEAR HERE



GATEWAY DISTRI PARKS LIMITED

Regd. Office : Sector 6, Dronagiri, Tal: Uran, Dt: 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

PROXY FORM

[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)	: _____
Registered address	: _____
Email id	: _____
Folio No. / DP ID - Client ID	: _____

I/We, being the member (s) of _____ shares of the above named company, hereby appoint:

- Name _____ Address _____
 E-mail Id _____ Signature _____ or failing him;
- Name _____ Address _____
 E-mail Id _____ Signature _____ or failing him;
- Name _____ Address _____
 E-mail Id _____ Signature _____ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the Company, to be held on Monday, 29th September, 2014, at Silver Jubilee Hall, Second floor, Navi Mumbai Sports Association, Near MGM Hospital, Sector IA, Vashi, Navi Mumbai - 400703 at 10.30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below

** I / We wish my above proxy(ies) to vote in the manner as indicated in the box below:

Resolutions	Optional	
	For	Against
Ordinary Business		
1. Adoption of Annual Accounts for the year ended 31st March 2014		
2. Confirm Interim dividends paid for the financial year ended 31st March 2014		

----->⌘----->⌘-----

Resolutions	Optional	
	For	Against
3. Appointment of M/s. Price Waterhouse, Firm Registration No. 301112E, Chartered Accountants, as Auditors and fix their remuneration		
4. Re-appointment of Mr. Gopinath Pillai, who retires by rotation.		
Special Business:		
5. Appointment of Mr. Saroosh Dinshaw as an Independent Director		
6. Appointment of Mr. Shabbir Hassanbhai as an Independent Director		
7. Appointment of Mr. M P Pinto as an Independent Director		
8. Appointment of Mr. Bhaskar A Reddy as an Independent Director		
9. Appointment of Mrs. Chitra Gouri Lal as an Independent Director		
10. Amend Employee Stock Option Plan 2013		
11. Borrowings/ Financial Assistance		
12. Creation of charge for Borrowings / Financial Assistance availed		
13. Issue of Non-Convertible Debentures by Private Placement		

Signed this _____ day of _____ 2014

Signature of shareholder _____

Please affix revenue stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note:

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. **A Proxy need not be a member of the Company.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
4. **** This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.





GATEWAY DISTRI PARKS LTD.



ANNUAL REPORT 2013-14



About The Group

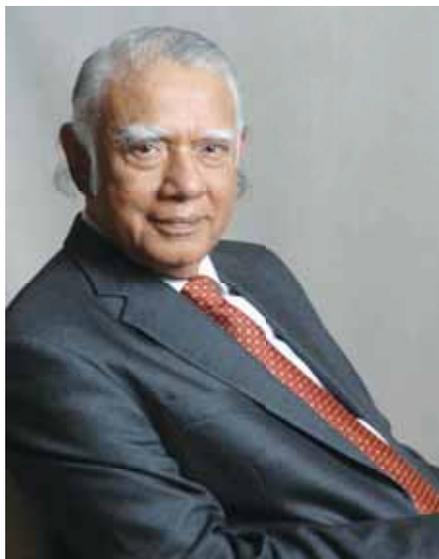
Gateway Distriparks Limited is the only logistics facilitator in the whole of India with three verticals which are synergetic and capable of being interlinked – Container Freight Stations (CFS), Inland Container Depots (ICD) with rail movement of containers to major maritime ports, and Cold Chain Storage and Logistics. GDL operates two Container Freight Stations at Navi Mumbai, two at Chennai, one at Visakhapatnam and one at Kochi. These CFSs have a total capacity of over 600,000 TEUs and offer transportation & storage, general and bonded warehousing, empty handling and several value added services.

GDL's rail operations are handled by a subsidiary, Gateway Rail Freight Limited (GatewayRail) in which The Blackstone Group of USA has made a private equity investment through Blackstone GPV Capital Partners (Mauritius) V-H Ltd. GatewayRail provides inter-modal logistics and operates its own Inland Container Depots/Dry Ports. GatewayRail operates rail linked facilities at Garhi-Harsaru (Gurgaon, Haryana), Ludhiana (Punjab), Asaoti (Faridabad, Haryana) and Kalamboli (Navi Mumbai). GatewayRail own and operates a fleet of 21 trains and 230+ road trailers at its rail linked terminals. GatewayRail operates regular container train service from these ICDs/Dry Ports to the maritime ports at Nhava Sheva, Mundra and Pipavav, transporting import and export as well as domestic containers. All major shipping lines operate from these GatewayRail terminals for both export and import.

The third vertical consists of cold chain logistics solutions through the subsidiary, Snowman Logistics Limited in which Mitsubishi, IFC (World Bank) and Norwest Venture Partners are investors. Snowman is one of the largest integrated temperature controlled logistics service provider operating 23 temperature controlled warehouses capable of warehousing 58,543 pallets and 3,000 ambient pallets spread across 14 locations with an ability to service customers on a pan- India basis. Snowman operates 370 reefer vehicles with a nationwide network connecting 242 cities and towns. A majority of its temperature controlled warehouses are ISO 14001 (TUV-SUD), ISO 22000 (TUV-SUD) and FSSA certified. With its premium customer service and intricate distribution network, it is the trusted market leader in temperature controlled logistics today.

Going forward, Gateway Distriparks plans to utilise its land banks to further extend capacities, expand its presence in new locations with the backing of a strong management team, and look at new avenues and verticals to become an all-encompassing service provider in the logistics industry in India.

Chairman's Statement



Gateway Distriparks Limited (GDL) is on the threshold of completing two decades as an active participant in the fast expanding port related logistics segment in India. During this twenty year-period, GDL has established itself as a fairly large CFS operator, a successful rail cargo operator and the operator with the largest network of cold chain facilities in the country.

In FY 2014, GDL Group showed robust performance. Container rail and cold chain businesses both delivered strong results while the CFS business has maintained its throughput.

During the year ended 31 March 2014 :

- Consolidated Income grew by 6% to Rs. 10.30 billion (crossing the milestone of Rs. 10 billion in a year), up from Rs. 9.70 billion in FY 2013.
- Container Throughput was 552,321 TEUs, compared to 576,228 TEUs in FY 2013.
- Consolidated Group Profit after tax grew by 7% to Rs. 1.36 billion, compared to Rs. 1.27 billion in FY 2013.

a) CFS

CFS throughput was at 340,004 TEUs (FY 2013: 342,662 TEUs). Our CFSs at JNPT and Chennai maintained their performance and the CFS at Visakhapatnam increased its throughput. Our new CFS at Vallarpadam, Kochi and second CFS at Chennai, which was revitalized, became fully operational towards end FY 2014. Profit after tax was Rs. 0.73 billion (FY 2013 – Rs. 0.89 billion).

b) Rail

Gateway Rail Freight Limited's two dry ports at Gurgaon & Ludhiana and its terminal at Kalomboli in Mumbai are fully operational. A third dry port at Faridabad commenced rail operations recently after some delays in getting the necessary approvals, which were pending for some time. The company operates 21 container trains and 230+ trailers covering EXIM trade across the country. Rail throughput was 212,317 TEUs (FY 2013: 233,566 TEUs). Profit after tax for FY 2014 increased by 86% to Rs. 521.87 million from Rs. 279.89 million in FY 2013.

c) Cold Chain

Snowman Logistics Limited has emerged as the leading cold chain management company in the country operating out of 14 locations across the country. In the eight years since GDL entered this business, Snowman has increased its capacity from 10,000 pallets to 80,000 pallets as at end July 2014. The capacity was 61,000 pallets at the end of FY 2014. The company's income in the year under consideration increased by 36% to Rs. 1,552.33 million up from Rs. 1,141 million in FY 2013. In FY 2014, EBIDTA increased

by 49% to Rs. 380.10 million from Rs. 254.98 million in FY 2013. In FY 2014, the Profit after tax increased by 18% to Rs. 224.79 million from Rs. 190 million in FY 2013.

Outlook for Future

During the year, India's export grew by 3.98% to USD 312 billion. EXIM Container traffic in Indian ports has grown by around 10% per annum in the past decade to 7.47 million TEUs in FY 2014. The country's premier container port JNP recorded throughput of 4.16 million TEUs during the year (FY 2013- 4.26 million TEUs) while the container traffic at Chennai, the second largest container port was 1.47 million TEUs during the year (FY 2013- 1.54 million TEUs). The prospects for India's EXIM trade are uncertain in the medium term, because of global economic situation. Indian Shipping Ministry, however, has an ambitious maritime plan to triple the country's port capacity by 2020.

The rail business could grow rapidly because of the potential for savings in cost and time by moving cargo in containers on Railways network, provided rail haulage charges remain reasonable. There has been a strong trend towards containerization of cargo movement on Indian Railways network in the past few years. Government has taken initiatives to upgrade the railways network and to set up dedicated freight corridors, which will also boost rail traffic in the long run. We will continue to strengthen our container train fleet, expand operations at our Inland Container Depots (ICD) near Gurgaon, Ludhiana and Faridabad, to become a dominant player in the container rail business.

Demand for cold chain logistics services (Cold stores and refrigerated transport) has shown strong growth due to increase in consumption of perishable products and due to the supply chain requirements of organized retail chains. Our cold chain logistics business provides services to large FMCG companies and organized retail chains. The company has also expanded its platform to include new items such as pharmaceuticals and industrial products. We are also increasing the size and reach of our refrigerated transport services to cater for the increased demand.

The main challenges for Indian logistics sector are inadequate infrastructure, small scale of operations - compared to many other countries and uncertain global economic environment. Despite these challenges, we are optimistic that the Indian economy will show strong economic growth due to its inherent strengths. Our initiatives taken for expansion and addition of new lines to our businesses will yield positive results in future.

Our strengths are a network of CFSs, ICDs, cold stores, container trains and trailer fleet, strategic alliances & joint ventures, combined with a strong sense of customer orientation and reliable services. GDL's pan-India integrated logistics infrastructure should ensure strong growth in the future.

Dividend

The Company has paid interim dividends totaling Rs. 7 per equity share of face value Rs.10 per share for FY 2014 (FY 2013 – Rs. 7 per share). We have not recommended final dividend for FY 2014.

Acknowledgement

GDL continues to take initiatives to be a model corporate citizen setting standards of innovation, efficiency and reliability in all its businesses.

I want to express on behalf of the Board of GDL, a special thanks to Mr K J M Shetty and Brig. (Retd.) Kirpa Ram Vij, who have served as Directors of the company with great distinction and who have now retired from the Board. Mr Shetty, who is a retired IAS officer, was the Chairman of the Audit Committee ever since GDL became a listed company. He was thorough and meticulous in carrying out his duties as the Chairman of this very important committee. Brig. Vij joined GDL as its first CEO and is the person responsible in setting up a management system that prevails even today. After his retirement as CEO, he was appointed an Independent Director and his knowledge of and contacts in the shipping industry were invaluable to the Group. My deep gratitude to these two gentlemen for their significant contribution to the growth of GDL Group.

Finally I want to thank my fellow Directors, our partners in various businesses, customers who patronize our facilities, employees and shareholders for their valued contributions.

Gopinath Pillai



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Mr. Gopinath Pillai
Chairman



Mr. Prem Kishan Gupta
Deputy Chairman & MD



Mr. K. J. M. Shetty



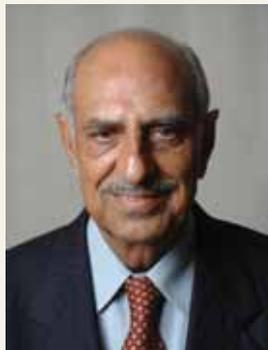
Mr. M. P. Pinto



Mr. Shabbir Hassanbhai



Mr. Arun Agarwal



Mr. Kirpa Ram Vij



Mr. Sat Pal Khattar



Mr. Saroosh Dinshaw



Mr. Bhaskar Avula Reddy



Mr. Ishaan Gupta

Board of Directors

1. Mr. Gopinath Pillai - Chairman
2. Mr. Prem Kishan Gupta - Deputy Chairman & Managing Director
3. Mr. Shabbir Hassanbhai
4. Mr. Sat Pal Khattar
5. Mr. Kirpa Ram Vij
6. Mr. K. J. M. Shetty
7. Mr. M. P. Pinto
8. Mr. Arun Agarwal
9. Mr. Saroosh Dinshaw
10. Mr. Ishaan Gupta

COMMITTEES OF THE BOARD OF DIRECTORS

A) AUDIT AND INVESTORS RELATIONS COMMITTEE

1. Mr. K. J. M. Shetty-Chairman of the Committee
2. Mr. M.P. Pinto
3. Mr. Saroosh Dinshaw
4. Mr. Gopinath Pillai
5. Mr. Shabbir Hassanbhai

B) REMUNERATION AND ESOP COMMITTEE

1. Mr. M.P. Pinto - Chairman of the Committee
2. Mr. Sat Pal Khattar
3. Mr. Kirpa Ram Vij
4. Mr. Saroosh Dinshaw

BOARD OF DIRECTORS OF SUBSIDIARY COMPANIES

Gateway Rail Freight Limited:

1. Mr. Prem Kishan Gupta – Chairman & Managing Director
2. Mr. Gopinath Pillai
3. Mr. Sat Pal Khattar
4. Mr. Shabbir Hassanbhai
5. Mr. Ishaan Gupta
6. Mr. Mathew Cyriac
7. Mr. Richard B. Saldanha
8. Mr. Gurdeep Singh

Snowman Logistics Ltd:

1. Mr. Gopinath Pillai– Chairman
2. Mr. Masakazu Sakakida
3. Mr. Prem Kishan Gupta
4. Mr. Shabbir Hassanbhai
5. Mr. M P Pinto
6. Mr. A K T Chari
7. Mr. Saroosh Dinshaw
8. Mr. Ravi Kannan

Gateway Distriparks (Kerala) Limited :

1. Mr. M. P. Pinto- Chairman
2. Mr. Gopinath Pillai
3. Mr Prem Kishan Gupta
4. Mr P. Narayan
5. Mr Raghu Jairam

Gateway East India Private Limited and Gateway Distriparks (South) Private Limited are wholly owned subsidiaries. Chandra CFS And Terminal Operators Private Limited is a wholly owned subsidiary of Gateway Distriparks (South) Private Limited.

REGISTERED OFFICE

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

CIN: L74899MH1994PLC164024

Tel. No.: +91 22 2724 6500

Fax No.: +91 22 2724 6538

Email id: investor@gateway-distriparks.com

Website: www.gateway-distriparks.com

CONTAINER FREIGHT STATION (CFS)

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

b) Punjab State Container & Warehousing Corpn. Ltd., Plot No. 2, Sector-2, Dronagiri Node, Uran, Navi Mumbai - 400 707

SUBSIDIARIES

Gateway Rail Freight Limited, New Delhi -110 017

Snowman Logistics Ltd., Bangalore - 560 049.

Gateway East India Private Limited, Visakhapatnam-530 012

Gateway Distriparks (South) Private Limited, New Manali, Chennai - 600 103

Chandra CFS And Terminal Operators Private Limited, Visakhapatnam-530 012

Gateway Distriparks (Kerala) Ltd., Kochi - 682 504.

BANKERS

1 HDFC Bank Limited

2 ICICI Bank Limited

INTERNAL AUDITORS

Varma & Varma, Chartered Accountants.

AUDITORS

Price Waterhouse, Chartered Accountants.

REGISTRAR AND TRANSFER AGENTS

Link Intime India Private Limited



Directors' Report

Your Directors have pleasure in presenting their report for the year ended 31st March 2014.

A. Consolidated Financial Results

(Rs. in millions)

Sl. No	Particulars	2013-14	2012-13
1	Income from Operations and Other Income	10,298.93	9,695.66
2	Profit before Finance Cost, Depreciation and taxes	2,742.65	2,595.84
3	Finance cost	279.00	163.80
4	Depreciation & Amortisation	801.39	698.55
5	Profit before Exceptional items & taxation	1,662.26	1,733.49
6	Provision for taxes	189.72	373.29
7	Minority Interest	114.20	93.34
8	Profit after tax and minority interest	1,358.34	1,266.86
9	Surplus brought forward from previous year	2,687.01	2,360.16
10	Dividend	760.04	759.24
11	Tax on Dividend	129.17	123.17
12	Transfer to General Reserve	37.10	57.60
13	Surplus carried to Balance Sheet	3,119.04	2,687.01

B. Dividend

The Company has declared two Interim dividends totaling Rs. 7 per equity share amounting to Rs. 760.04 million for the financial year 2013-14. The Dividend Distribution Tax borne by the Company on the Interim Dividends amounts to Rs. 129.17 million. The Company does not recommend Final Dividend for the financial year 2013-14.

C. Management Discussion & Analysis:

a) Industry structure and developments

Over the past decade, containerized movement of export import cargo grew by around 10% per annum. Containerized cargo represents quarter of India's Export Import Trade, compared to the global average of around 70%.

JNPT accounted for 55% of India's total containerized traffic by handling around 4.16 million TEUs in 2013-14. The country's second biggest container port at Chennai handled around 1.47 million TEUs.

b) Opportunities and threats

Growth of containerization in both Export-Import and domestic trade, private sector participation in ports and movement of containers by rail, liberalization of Government policies and increase in the country's foreign trade present the company with opportunities for expansion and increase in profitability. During the past few years, the Company has taken several initiatives for growth and expansion. The company has taken over Punjab State Container and Warehousing Corporation Limited's CFS at JNPT under an Operations and management agreement for a period of 15 years from February 2007. The CFS has been revitalised and renovated, adding to the Company's capacity at JNPT, which is India's premier container port. The Company continues to prune costs and augment its equipment for handling and transporting containers, which are operated by contractors. The Company's CFS at the fast growing port of Kochi in joint venture with Chakiat Agencies Pvt. Ltd. became operational in February 2013. The Company has acquired CFS at Chennai, through its subsidiary company, which has been upgraded to meet the requirements of trade at Chennai. The Company's rail subsidiary, Gateway Rail Freight Limited (GRFL) has expanded its business relating to operating container trains on the

Indian railways network. GRFL has put in place a fleet of railway rakes / trailers and ICDs to provide end-to-end solution to customers across the country. The Company's cold chain logistics subsidiary Snowman Logistics Ltd. has expanded its capacity and continues to be a premier player in this emerging business. Competition from existing and new entrants and managing the geographical / capacity expansion present the company with new challenges.

c) Segment-wise / Product-wise performance

The Company's entire business is from CFS. There are no other primary / secondary segments in the Company's business.

d) Outlook

Over the medium term, growth in port volumes & resulting increased throughput at our CFSs, increase in volume of rail movement of containers and growth in the cold chain logistics business are expected to have positive impact on the Company's long term business and profitability. Containerized EXIM trade is expected to show consistent performance at major Indian ports over the next few years.

e) Risks and concerns

Increase in fuel costs could result in increase in the Company's major costs of transport and handling of containers. Increase in container traffic vis-à-vis creation of infrastructure at the ports could lead to congestion at ports which would result in decline / delay in the throughput handled by the Company. The revenues of the Company are concentrated on the container volumes handled by major shipping lines and consolidators, who use its CFSs at various locations.

f) Internal Control systems and adequacy

The Company makes use of IT enabled solutions in its operations, accounting and for communication within its facilities and with customers and vendors. Financial and Operating guidelines are put in place to regulate the internal management. The Company's accounts and operations are subject to internal audit and review by the Audit Committee of the Board of Directors.

g) Financial / Operational Performance:

Operations:

Total income of the company (stand alone) from operations & other income during 2013-14 was Rs. 2,005.58 million (2012-13: Rs. 2,141.38 million). The Profit before tax for 2013-14 was Rs. 557.17 million (2012-13: Rs. 842.78 million). The Profit after tax for 2013-14 was Rs. 370.73 million (2012-13: Rs. 575.55 million). After dividend Rs. 760.04 million, tax on dividend distribution Rs. 129.17 million and transfer of Rs. 37.10 million to General Reserves, the surplus carried forward in Statement of Profit & Loss is Rs. 884.69 million.

Together with its subsidiary companies in the CFS business at Chennai, Visakhapatnam and Kochi, the total income from operations for FY 2013-14 was Rs. 2,922.77 million (2012-13: Rs. 3,027.74 million) and Profit after Tax for FY 2013-14 was Rs. 725.87 million (2012-13: Rs. 890.36 million)

Finance:

The Company has outstanding loans including loans for transport / handling equipments Rs. 394.31 million with HDFC Bank Limited as on March 31, 2014. The Company has been sanctioned cash credit / overdraft facilities / Buyers credit of Rs. 500 million and non-funded facilities to Rs. 770 million by HDFC Bank Limited. The Company has given guarantees in respect of outstanding funded / non-funded borrowing facilities of Rs. 1,127.78 million of subsidiary company Gateway Rail Freight Ltd., Rs. 1,461.50 million of subsidiary company Snowman Logistics Ltd. and Rs. 180 million of subsidiary company Gateway Distriparks (Kerala) Ltd. as on 31st March, 2014. The income from interest on fixed deposits with banks and investments was Rs. 40.22 million in the current year (2012-13: Rs. 63.20 million).

h) Human Resources

The Company continued to have cordial and harmonious relations with its employees. Human relations policies were reviewed and upgraded in line with the Company's plans for geographical expansion. Initiatives on training and development of human resources were undertaken. The Company has staff strength on March 31, 2014 of 179 employees (March 31, 2013: 180 employees).

i) Cautionary statement

Statements made in this report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might vary materially from those either expressed or implied.

D. Employees Stock Option scheme (ESOP)

Sr. No.	Particulars	ESOP-I (2005-2006)	ESOP-II (2006-2007)	ESOP-III (2007-2008)	ESOP-IV (2009-2010)	ESOP-V (2010-2011)
a.	Options granted (no. of Equity shares)	264,798	377,562	306,875	345,000	363,000
b.	Pricing Formula :	20% discount on the closing market price prior to the date of the meeting of the Remuneration and ESOP Committee – Rs. per equity share				
		Rs. 130.92 (after adjustment for issue of bonus shares)	Rs. 109.25 (after adjustment for issue of bonus shares)	Rs. 92.92	Rs. 99.92	Rs. 95.72
c.	Options vested (net of lapsed options)	33,800	213,422	267,064	325,900	327,200
d.	Options exercised and total number of shares arising from exercise of options	33,800	213,422	267,064	307,300	224,335
e.	Options lapsed	230,998	164,140	39,811	19,100	35,800
f.	Variation of terms of options	–	–	–	–	–
g.	Amount realized by exercise of options	Rs. 5.04 Mn	Rs. 23.32 Mn	Rs. 24.81 Mn	Rs. 27.63 Mn	Rs. 19.23 Mn
h.	Total number of options in force as on 31-3-14	–	–	–	18,600	102,865
i.	Employee-wise details of options granted (excluding cancelled options)					
	i. Senior managerial personnel					
a)	Mr. R. Kumar, Deputy Chief Executive Officer and Chief Finance Officer cum Company Secretary	40,000	40,000	50,000	50,000	50,000
b)	Mr. Jacob Thomas, Vice-President (Operations)	16,000	16,000	20,000	20,000	20,000
c)	Mr. A.K. Bhattacharjee, Vice-President (Operations)-Resigned	–	–	20,000	14,000	8,000
	ii. Any other employee who received a grant in any one year of option amounting to 5% or more of options granted during that year (excluding cancelled options)					
a)	Mr. Kartik Aiyer, General Manager (Finance & Accounts)	16,000	16,000	20,000	20,000	20,000
b)	Mr. Subhash Maini, Deputy General Manager (Operations)	–	–	20,000	20,000	20,000
c)	Mr. Himangsu Roy, Senior Manager (Operations)	–	–	20,000	20,000	20,000
	iii. Identified employees who were granted options during any 1 year equal to or exceeding 1% of issued Capital (excluding outstanding warrants and conversions) of the Company at the time of grant					
		–	–	–	–	–
j.	Diluted Earnings per Share (EPS) pursuant to issue of shares on exercise of options calculated in accordance with Accounting Standard (AS) 20 "Earnings per share"	Rs. 3.41 per Equity Share				
k.	Difference between employee compensation cost based on intrinsic value & fair value	Employee Compensation costs would increase by Rs. 10.39 million				
	Impact on PAT Rs. million	Decrease in PAT by Rs. 6.86 million				
	Impact on EPS (Rs./ Share)	Basic / Diluted EPS would reduce to Rs. 3.35 from Rs. 3.41 per Equity share				
l-i	Weighted Average Exercise Price of options	Rs. 96.30 per option for equity Share				
l-ii	Weighted Average Fair Value of options	Rs. 72.44 per option for equity Share				
m.	Assumptions used to estimate fair value using Black Scholes option pricing model					
(i)	Risk free interest rate	8.96%				
(ii)	Expected life	Upto 37 months				
(iii)	Expected volatility	12.18%				
(iv)	Expected dividend	Rs. 7 per Equity share				
(v)	Market Price of share at the time of grant of option	ESOP-I (2005-2006)	ESOP-II (2006-2007)	ESOP-III (2007-2008)	ESOP-IV (2009-2010)	ESOP-V (2010-2011)
		Rs. 204.55	Rs. 170.70	Rs. 116.15	Rs. 124.90	Rs. 119.65

E. Directors

The Chairman Mr. Gopinath Pillai retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for reappointment. Pursuant to the provisions of Companies Act, 2013 and the revised Clause 49 of the listing agreement with stock Exchanges, Independent Directors Mr. Saroosh Dinshaw, Mr. M. P. Pinto, Mr. Shabbir Hassanbhai and Mr. Bhaskar Avula Reddy (Additional Director appointed by the Board on May 1, 2014) are being appointed as Independent Directors at the ensuing Annual General Meeting of the Company. Your Directors recommend the appointment / reappointment of these Directors.

F. Responsibility Statement

Pursuant to the requirements of Section 217 (2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed that:-

- i. in the preparation of the annual accounts for the year ended 31st March, 2014, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. such accounting policies as mentioned in Note 1 of the Annual Accounts have been applied consistently and judgments and estimates that are reasonable and prudent made, so as to give a true and fair view of the state of affairs of the Company for the financial year ended 31st March 2014 and of the profit of the Company for that period.
- iii. proper and sufficient care has been taken 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.
- iv. the annual accounts for the year ended 31st March 2014 have been prepared on a going concern basis.

G. Corporate Governance

As a listed Company, necessary measures are taken to comply with the listing agreements with the Stock Exchanges. A report on corporate governance and certificate of compliance from the Auditors are given as Annexure A of this Report.

H. Listing of Equity Shares

The Company's Equity shares are listed on the Bombay Stock Exchange Limited, Mumbai situated at Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai - 400 001 and the National Stock Exchange of India Ltd. situated at Exchange Plaza, Bandra Kurla Complex, Mumbai – 400 051. The Company has made up-to-date payment of the listing fees.

I. Auditors

M/s. Price Waterhouse, Firm Registration No. FRN 301112E, Chartered Accountants, Mumbai, Statutory Auditors of the Company retire at the ensuing Annual General Meeting of the Company and being eligible have offered themselves for reappointment. The Company has received letter from M/s. Price Waterhouse, Chartered Accountants, confirming that their appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956. Their comments on the accounts and notes to the accounts are self-explanatory.

J. Statutory Information

Disclosure under Section 217 (1) (e)

Conservation of Energy

The Company continues to give the highest priority for conservation of energy by using a mix of technology changes, process optimization methods and other conventional methods, on an on going basis.

Technology Absorption

The Company continues to lay emphasis on development and innovation of in-house technological and technical skills to meet the specific customer requirements. Efforts are also being made to upgrade the existing standards and to keep pace with the advances in technological innovations.

Foreign Exchange Earnings and Outgo

- i) Expenditure in foreign currency (including Capital items) : Rs. 14.31 million (2012-13: Rs. 63.15 million)
- ii) Earnings in foreign currency : Nil

Demat Suspense Account

	No. of shareholders	No. of Shares
No. in Suspense Account at beginning of the year	12	1,237
No. of shareholders who approached for transfer from Suspense Account during the year	–	–
No. of shares transferred from Suspense Account during the year	–	–
No. in Suspense Account at end of the year	12	1,237
Voting rights on above shares are frozen till claimed by rightful owner		

Disclosure under Section 217 (2A)

Information in accordance with the provisions of Section 217(2A) of the Companies Act 1956, read with the Companies (Particulars of employees) Rules, 1975, as amended regarding employees forms part of this Report.

However, as per the provisions of Section 219 of the Companies Act, 1956, the Report and Accounts are being sent to all shareholders of the Company, excluding the aforesaid information. Any shareholder, interested in obtaining such particulars may write to the Company Secretary at the Registered Office of the Company.

Pursuant to Section 212 of the Companies Act, 1956, the annual accounts of the subsidiary companies and the related detailed information shall be made available to shareholders seeking such information at any point of time. The annual accounts of the subsidiary companies are kept for inspection by any shareholders in the registered offices of the company and its subsidiary companies. A copy of the accounts of subsidiaries shall be made available to shareholders on request.

For and on behalf of the Board of Directors

Place: Mumbai
Date: May 1, 2014

Prem Kishan Gupta
Dy. Chairman & Managing Director



Report On Corporate Governance

1. COMPANY'S PHILOSOPHY OF CORPORATE GOVERNANCE

The Company is committed to adopt best Corporate Governance practices and endeavour continuously to implement the code of Corporate Governance in its true spirit. The philosophy of the Company in relation to Corporate Governance is to ensure transparency in all its operations, make disclosures and enhance shareholders value without compromising in any way in compliance with laws and regulations. The Company has made Corporate Governance a practice and a process of development right across the Company.

2. BOARD OF DIRECTORS

i) Composition

As on March 31, 2014, the Board of Directors comprises of ten Directors. Apart from the Managing Director, all the other nine Directors are Non-Executive Directors. Of the Directors, five Directors represent the Promoters group viz. Windmill International Pte Limited, KSP Logistics Limited and Prism International Private Limited, the other five Directors are Independent Directors.

ii) Changes during the year

During the year, there were no changes in the composition of Board of Directors.

iii) Role of Independent Directors

Independent Directors have an important role in the decision-making process of the Board and in strategic initiatives of the Company. The Independent Directors are committed to act in what they believe to be in the best interest of the Company and its stakeholders. The Independent Directors are professionals, with expertise and experience in general corporate management, administration, finance, infrastructure and logistics related matters. Their knowledge and experience helps the Board to take decisions with varied, unbiased and independent perspective.

iv) Attendance of each Director at the Board Meetings and the last Annual General Meeting (AGM):

Name of Director	Category of Directorship	No. of Board Meetings attended	Attendance at the last AGM
Mr. Gopinath Pillai	Chairman – NED	7	YES
Mr. Prem Kishan Gupta	Deputy Chairman and MD	7	YES
Mr. Arun Agarwal	NED	7	YES
Mr. Sat Pal Khattar	NED	7	YES
Mr. K. J. M. Shetty	NED (I)	7	YES
Mr. M. P. Pinto	NED (I)	6	YES
Mr. Shabbir Hassanbhai	NED (I)	6	YES
Mr. Kirpa Ram Vij	NED (I)	5	YES
Mr. Saroosh Dinshaw	NED (I)	7	YES
Mr. Ishaan Gupta	NED	7	YES

Note:

NED (I) - Non-Executive Director - Independent

NED - Non-Executive Director

MD - Managing Director

v) Number of other Boards of Directors or Board Committees where Directors of the Company are a Director/ Member/ Chairman:

Name of Director	No. of Directorships in other Boards *	No. of Memberships in other Board Committees **	No. of Chairmanships in other Board Committees**
Mr. Gopinath Pillai	3	-	-
Mr. Prem Kishan Gupta	3	1	-
Mr. Arun Agarwal	-	-	-
Mr. Shabbir Hassanbhai	2	-	2
Mr. Sat Pal Khattar	6	-	-
Mr. K. J. M. Shetty	2	-	3
Mr. M. P. Pinto	9	6	2
Mr. Saroosh Dinshaw	2	1	-
Mr. Kirpa Ram Vij	-	-	-
Mr. Ishaan Gupta	1	-	-

* Directorships in Foreign Companies, Private Limited Companies, Trusts, Societies and Companies under Section 25 of the Companies Act, 1956 are not included in the above table.

** Includes only Audit Committee and Shareholders / Investors Relations Committee

vi) Details of Board Meetings held during the year April 1, 2013 to March 31, 2014:

Sr. No.	Date
1	May 9, 2013
2	June 15, 2013
3	August 2, 2013
4	September 27, 2013
5	October 25, 2013
6	January 31, 2014
7	March 28, 2014

vii) Details of Directors seeking appointment/re-appointment at the forthcoming AGM

A) Mr. Kirpa Ram Vij

Mr. Kirpa Ram Vij was the first CEO of the Company, from 1996 to 2001, where he laid its sound foundation. He now continues as the Non-Executive Director of the Company.

He has served in the Singapore Administrative Service and the Singapore Armed Forces, where he was the Chief for four years. He was appointed Ambassador of Singapore to Egypt, Yugoslavia and Pakistan. Subsequently, he worked with Neptune Orient Lines and was the Chairman of Orient Container and Warehousing Services Pte. Ltd. (Singapore) where he oversaw the development of large container depots in Indonesia and Singapore.

Companies in which Mr. Kirpa Ram Vij holds directorship and committee membership

No.	Name of the Company*	Nature of Interest
1.	Gateway Distriparks Limited	Director

* Directorships in Foreign Companies, Private Limited Companies, Trusts, Societies and Companies under Section 25 of the Companies Act, 1956 are not included in the above table.

B) Mr. Gopinath Pillai

Aged 77 years, Mr. Gopinath Pillai is non-executive Chairman of the Company. His varied business interests include investments in education, logistics and information technology. He has been Singapore's Ambassador-at-Large since August 2008. He is the Chairman of the Management Board of the Institute of South Asian Studies as well as Deputy Chairman of Ang Mo Kio-Thye Hua Kwan Hospital Limited, a non-government organisation-administered hospital for step-down care, at Singapore. He is a member of the Steering Committee of the Indian Heritage Centre project and Chairman of its Concept and Content Sub-committee, at Singapore.

He has held positions of Chairman of NTUC Fairprice Co-operative Ltd; Trustee of NTUC Healthcare Co-operative Ltd; Director of NTUC Choice Homes Co-operative Ltd; and President of the National University of Singapore Society, at Singapore.

He has received several awards in Singapore, including the Friend of Labour (NTUC 1987); Meritorious Award (NTUC 1990); Friend of MCD (1998); and Friend of IT (SCS 2001). The Singapore government has awarded Ambassador Pillai, the Public Service Star Award (BBM) in 1999 and BBM (BAR) in the 2009 National Day Awards. Mr. Pillai has been awarded Padmashri on the occasion of India's 63rd Republic Day.

Companies in which Mr. Gopinath Pillai holds directorship and committee membership

No.	Name of the Company*	Nature of Interest
1.	Gateway Distriparks Limited	Director Member of Audit and Investors Relations Committees
2.	Snowman Logistics Limited	Director
3.	Gateway Rail Freight Limited	Director
4.	Gateway Distriparks (Kerala) Limited	Director

*Directorships in Foreign Companies, Private Limited Companies, Trusts, Societies and Companies under Section 25 of the Companies Act, 1956 are not included in the above table.

C) Mr. Saroosh Dinshaw

Mr. Dinshaw, a Commerce and Law graduate, has a Master's degree in Business Administration.

He has over 20 years of experience in the field of finance and investments. Mr. Dinshaw is an Independent Director and a member of the Audit Committee as well as the Investor Relations Committee of the Company.

He is also Director on the Board of Snowman Logistics Ltd. amongst other companies. He is also on the Board of Trustees of several Public Charitable Trusts.

Companies in which Mr. Saroosh Dinshaw holds directorship and committee membership

No.	Name of the Company*	Nature of Interest
1.	Gateway Distriparks Limited	Director Member of Audit and Investors Relations Committees
2.	Snowman Logistics Limited	Director Member of Audit Committee
3.	United Salt Works & Industries Ltd.	Director

*Directorships in Foreign Companies, Private Limited Companies, Trusts, Societies and Companies under Section 25 of the Companies Act, 1956 are not included in the above table.

3. AUDIT COMMITTEE

i) Composition, number of Meetings and Attendance

The Audit Committee comprises of five Directors, of which four are Independent Directors. Mr. K. J. M. Shetty (Independent Director) is the Chairman of the Audit Committee. Mr. Gopinath Pillai, Mr. M. P. Pinto (Independent Director), Mr. Shabbir Hassanbhai (Independent Director) and Mr. Saroosh Dinshaw (Independent Director) are the other four Members of the Committee.

During the year, four Audit Committee Meetings were held on May 9, 2013, August 2, 2013, October 25, 2013 and January 31, 2014. Attendance of each Audit Committee Member at the Audit Committee Meetings was as under:

Sr. No.	Name of Directors who are/ were members of the Audit Committee during 2013-2014	No. of Meetings attended
1	Mr. K. J. M. Shetty, Chairman	4
2	Mr. Gopinath Pillai	4
3	Mr. Shabbir Hassanbhai	3

Sr. No.	Name of Directors who are/ were members of the Audit Committee during 2013-2014	No. of Meetings attended
4	Mr. M. P. Pinto	3
5	Mr. Saroosh Dinshaw	4

All members of the Audit Committee are Non-Executive Directors. The Managing Director, Internal Auditors and Statutory Auditors are invitees to the meeting. The Company Secretary of the Company acts as the Secretary to the Audit Committee.

ii) Terms of Reference

The terms of reference of this Committee cover matters specified under the Listing Agreement and the Companies Act, 1956, of India and / or the Companies Act, 2013, (together referred to as "the Act").

4. REMUNERATION COMMITTEE

Constitution of Remuneration Committee by listed Public Limited Companies pursuant to the Listing Agreement is voluntary. The Remuneration Committee comprises of four Directors, of which three are Independent Directors. Mr. M. P. Pinto, (Independent Director) is the Chairman of the Remuneration Committee. Mr. Sat Pal Khattar, Mr. Kirpa Ram Vij (Independent Director) and Mr. Saroosh Dinshaw (Independent Director) are the other three Members of the Committee.

During the year, one Meeting of the Remuneration Committee was held on May 9, 2013. Attendance of each Remuneration Committee Member at the Remuneration Committee Meetings was as under:

Sr. No.	Name of Directors who are/ were members of the Remuneration Committee during 2013-2014	No. of Meetings attended
1	Mr. M. P. Pinto, Chairman	1
2	Mr. Sat Pal Khattar	1
3	Mr. Kirpa Ram Vij	1
4	Mr. Saroosh Dinshaw	1

Presently, the Company does not pay any remuneration to any Non-Executive Director other than commission and sitting fees for attending Board meeting. Details of remuneration paid to the executive and non-executive directors for the year April 1, 2013 to March 31, 2014

Name of the Director	Salary and Benefits	Commission (Rs.)	Sitting fees (Rs.)	Perquisites and contribution to Provident Fund/ Superannuation Fund	Terms of appointment
Mr. Prem Kishan Gupta	Nil	10,000,000	140,000	Nil	5 years w. e. f. July 20, 2012
Mr. Gopinath Pillai	Nil	1,100,000	140,000	Nil	N. A.
Mr. Shabbir Hassanbhai	Nil	–	120,000	Nil	N. A.
Mr. Sat Pal Khattar	Nil	700,000	140,000	Nil	N. A.
Mr. K. J. M. Shetty	Nil	–	140,000	Nil	N. A.
Mr. M. P. Pinto	Nil	1,000,000	120,000	Nil	N. A.
Mr. Kirpa Ram Vij	Nil	700,000	100,000	Nil	N. A.
Mr. Saroosh Dinshaw	Nil	1,000,000	140,000	Nil	N. A.
Mr. Arun Agarwal	Nil	700,000	140,000	Nil	N. A.
Mr. Ishaan Gupta	Nil	500,000	140,000	Nil	N.A.

5. INVESTORS' RELATIONS COMMITTEE

i) Composition

The Investors' Relations Committee comprises of five Directors, of which four are Independent Directors. Mr. K. J. M. Shetty (Independent Director) is the Chairman of the Investors Relations Committee. Mr. Gopinath

Pillai, Mr. M. P. Pinto (Independent Director), Mr. Shabbir Hassanbhai (Independent Director) and Mr. Saroosh Dinshaw (Independent Director) are the other four Members of the Committee.

During the year, four Investors' Relations Committee Meetings were held on May 9, 2013, August 2, 2013, October 25, 2013 and January 31, 2014. Attendance of each Investor's Relations Committee Member at the Investors' Relations Committee Meetings was as under:

Sr. No.	Name of Directors who are/ were members of the Investors' Relations Committee during 2013-2014	No. of Meetings attended
1	Mr. K. J. M. Shetty, Chairman	4
2	Mr. Gopinath Pillai	4
3	Mr. Shabbir Hassanbhai	3
4	Mr. M. P. Pinto	3
5	Mr. Saroosh Dinshaw	4

ii) Terms of Reference

The terms of reference of this Committee cover matters specified under the Listing Agreement and the Companies Act, 1956, of India and / or the Companies Act, 2013, (together referred to as "the Act").

iii) Compliance Officer

Mr. R. Kumar, Deputy Chief Executive Officer and Chief Finance Officer cum Company Secretary.

iv) Complaints

27 complaints were received during the year under review. All the complaints have been resolved to the satisfaction of the share holders. There were no Share Transfers pending as on March 31, 2014.

6. GENERAL BODY MEETINGS

i) Location and time where last three Annual General Meetings were held:

Financial Year	Date	Time	Venue	Special resolutions passed
2012-2013	September 27, 2013	10.30 a.m.	Silver Jubilee Hall, Second floor, Navi Mumbai Sports Association, Near MGM Hospital, Sector 1A, Vashi, Navi Mumbai – 400 703	No special resolution passed
2011-2012	September 26, 2012	10.30 a.m.	Silver Jubilee Hall, Second floor, Navi Mumbai Sports Association, Near MGM Hospital, Sector 1A, Vashi, Navi Mumbai – 400 703	No special resolution passed
2010-2011	September 21, 2011	10.00 a.m.	Silver Jubilee Hall, Second floor, Navi Mumbai Sports Association, Near MGM Hospital, Sector 1A, Vashi, Navi Mumbai – 400 703	1 Appointment of Mr. Ishaan Gupta, son of Mr. Prem Kishan Gupta, Dy. Chairman and Managing Director of the Company, to hold an office or place of profit under the Company as Manager- Corporate Planning, with effect from May 01, 2011 to May 01, 2014. The aggregate remuneration payable to Mr Ishaan Gupta shall not exceed Rs. 250,000 per month or such limits as may be prescribed.

ii) No special resolution was put through Postal Ballot from the last AGM.

7. DISCLOSURES

- i) The Company has complied with the requirements of regulatory authorities on capital markets and no penalties/strictures have been imposed against it in the last three years.
- ii) There are no materially significant related party transactions made by the Company with its Promoters, Directors or Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large. The register of Contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval. Transactions with the related parties are disclosed in Note 29 to the financial statement in the Annual Report.

8. MEANS OF COMMUNICATION

Quarterly results are published in one English daily newspaper (The Economic Times) circulating in the country and one Marathi newspaper (Maharashtra Times) published from Mumbai. During the financial year, the Company has not made any presentation to the institutional investors or analysts. The financial results are displayed on the Company's website www.gateway-distriparks.com.

Since the quarterly/ half year results are published in leading newspapers as well as displayed on website, the same are not sent to the Shareholders of the Company.

The Company has designated an email ID: investor@gateway-distriparks.com for the purpose of registering complaints by investors.

9. GENERAL SHAREHOLDER INFORMATION

AGM: Date, Time and Venue	Monday, September 29, 2014 at 10.30 a.m. at Silver Jubilee Hall, Second floor, Navi Mumbai Sports Association, Near MGM Hospital, Sector 1A, Vashi, Navi Mumbai – 400 703				
Financial calendar	<ol style="list-style-type: none"> i) Financial Year – April 1 to March 31 ii) First Quarter Results – Second Week of August, 2014 iii) Half Yearly Results – First Week of November, 2014 iv) Third Quarter Results – First Week of February, 2015 v) Audited Results for the year 2014-2015 – Last Week of May, 2015 				
Date of Book Closure	Thursday, September 18, 2014 to Monday, September 29, 2014 (both days inclusive)				
Dividend Payment date	Not Applicable				
Listing of Stock Exchange	<table style="width: 100%; border: none;"> <tr> <td style="width: 60%;">BSE Limited, Mumbai</td> <td style="width: 40%;">Code 532622</td> </tr> <tr> <td>National Stock Exchange of India Limited, Mumbai</td> <td>Symbol GDL</td> </tr> </table>	BSE Limited, Mumbai	Code 532622	National Stock Exchange of India Limited, Mumbai	Symbol GDL
BSE Limited, Mumbai	Code 532622				
National Stock Exchange of India Limited, Mumbai	Symbol GDL				
ISIN Number for NSDL and CDSL	INE852F01015				
Market Price Data High, Low during each month in last Financial Year	Please see Annexure 'A'				
Stock Performance	Please see Annexure 'B'				
Registrar and Transfer Agents	M/s. Link Intime India Private Limited C-13, Pannalal Silk Mills Compound L.B.S. Marg, Bhandup (West) Mumbai – 400 078 Contact Person : Mr. Mahesh Masurkar Telephone No. : 2594 6970 Fax No. : 2594 6969 Email id: rnt.helpdesk@linkintime.co.in				
Share Transfer System	The Company's shares being in the compulsory dematerialized list are transferable through the depository system. All the Shares are dematerialized except 15 folios.				

Distribution of shareholding and shareholding pattern as on March 31, 2014	Please see Annexure 'C'
Dematerialisation of shares and liquidity	99.99% per cent of the paid-up Share Capital has been dematerialized as on March 31, 2014.
Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity	Nil
Container Freight Station Location:	Container Freight Station Sector 6, Dronagiri, Taluka: Uran, District: Raigad Navi Mumbai – 400 707
Address for correspondence	Shareholders correspondence should be addressed to: M/s. Link Intime India Private Limited C-13, Pannalal Silk Mills Compound L.B.S. Marg, Bhandup (West) Mumbai – 400 078 Contact Person : Mr. Mahesh Masurkar Telephone No. : 2594 6970 Fax No. : 2594 6969 Email id: rnt.helpdesk@linkintime.co.in

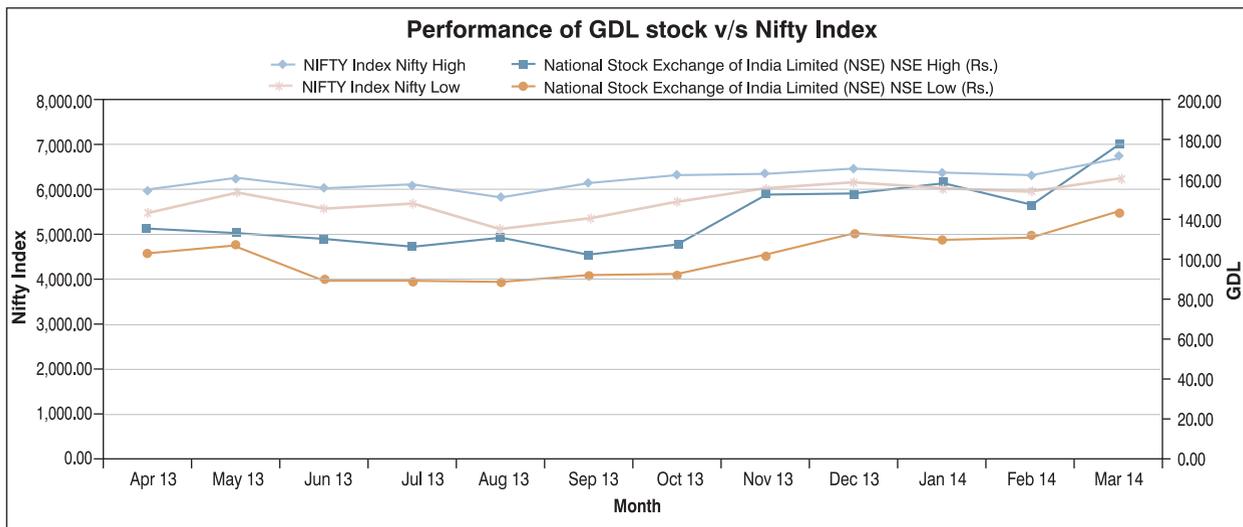
ANNEXURE 'A'

Market price data- High/Low during each month of the last financial year at BSE Limited and National Stock Exchange of India Limited

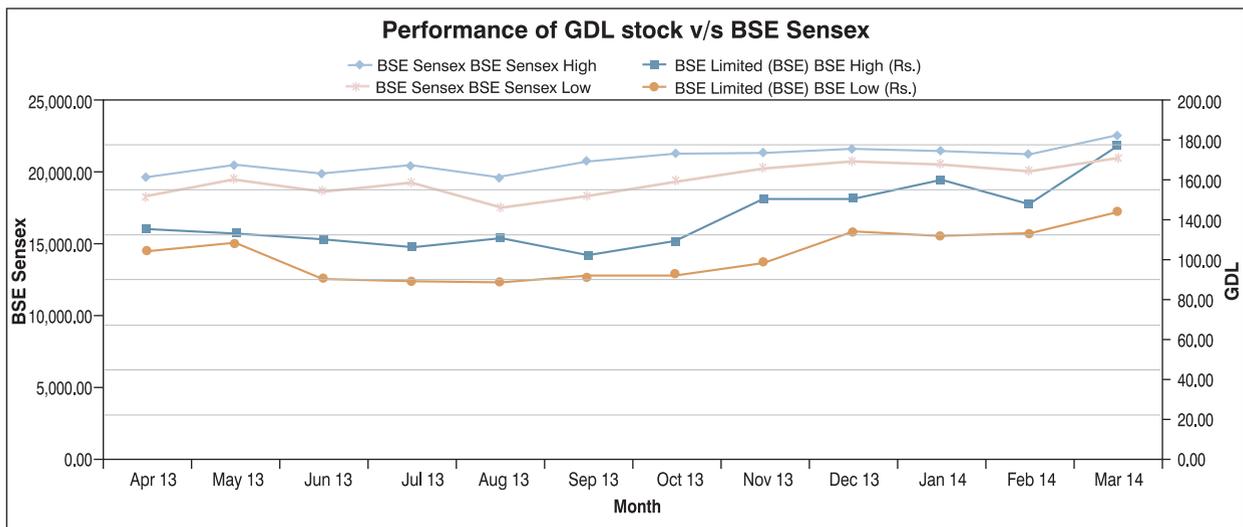
Month	BSE Limited (BSE)		BSE Sensex		National Stock Exchange of India Limited (NSE)		NIFTY Index	
	BSE High (Rs.)	BSE Low (Rs.)	BSE Sensex High	BSE Sensex Low	NSE High (Rs.)	NSE Low (Rs.)	Nifty high	Nifty low
Apr-13	127.40	115.00	19,622.68	18,144.22	127.90	114.00	5,962.30	5,477.20
May-13	124.90	119.10	20,443.62	19,451.26	125.20	119.55	6,229.45	5,910.95
Jun-13	122.40	100.00	19,860.19	18,467.16	122.00	100.00	6,011.00	5,566.25
Jul-13	117.00	98.30	20,351.06	19,126.82	117.75	98.40	6,093.35	5,675.75
Aug-13	121.90	98.10	19,569.20	17,448.71	122.70	98.15	5,808.50	5,118.85
Sep-13	112.95	100.55	20,739.69	18,166.17	113.00	102.00	6,142.50	5,318.90
Oct-13	119.65	102.10	21,205.44	19,264.72	119.40	102.00	6,309.05	5,700.95
Nov-13	143.95	109.15	21,321.53	20,137.67	147.00	113.00	6,342.95	5,972.45
Dec-13	144.25	125.30	21,483.74	20,568.70	146.85	125.00	6,415.25	6,129.95
Jan-14	154.00	124.00	21,409.66	20,343.78	154.00	121.75	6,358.30	6,027.25
Feb-14	141.00	125.05	21,140.51	19,963.12	140.00	124.00	6,282.70	5,933.30
Mar-14	173.65	137.10	22,467.21	20,920.98	174.00	136.75	6,730.05	6,212.25

ANNEXURE 'B'

(i) Stock performance of the Company in comparison to NSE Index



(ii) Stock performance of the Company in comparison to BSE Sensex



ANNEXURE 'C'

i) Distribution Schedule as on March 31, 2014

Shares Held	No. of Holders	Percent	No. of Shares	Percent
1-500	31,249	90.42	3,885,475	3.58
501-1000	1,726	4.99	1,298,793	1.20
1001-2000	821	2.38	1,192,855	1.10
2001-3000	219	0.63	554,609	0.51
3001-4000	93	0.27	332,326	0.31
4001-5000	67	0.19	316,864	0.29
5001-10000	148	0.43	1,079,921	0.99
Above 10001	238	0.69	99,945,741	92.02
Total	34,561	100	108,606,584	100

ii) Shareholding Pattern as on March 31, 2014

Sr. No.	Category	No. of Shares Held	Percentage of Shareholding
1	Indian Promoters	28,200,000	25.97%
2	Foreign Promoters	9,150,187	8.43%
3	Persons acting in concert #	5,238,500	4.82%
4	Mutual Funds and UTI	13,844,593	12.75%
5	Banks, Financial Institutions, Insurance Co.'s	6,929,290	6.38%
6	FIs	26,430,271	24.34%
7	Private Corporate Bodies	4,223,502	3.89%
8	Indian Public	8,801,700	8.10%
9	NRI/ OCBs/Foreign national	3,958,212	3.64%
10	Trusts	134,430	0.12%
11	Any other		
	- Independent Directors ##	1,336,813	1.23%
	- Clearing members	359,086	0.33%
	TOTAL	108,606,584	100

includes shares held by Non-Executive Directors, as per list given below:

Sr. No.	Name of Director	Number of Shares held
1	Mr. Gopinath Pillai	1,241,000
2	Mr. Sat Pal Khattar	3,300,000
3	Mr. Arun Agarwal	135,000
4	Mr. Ishaan Gupta	100,000

includes shares held by Non-Executive Directors (Independent), as per list given below:

Sr. No.	Name of Director	Number of Shares held
1	Mr. Shabbir Hassanbhai	415,000
2	Mr. Kirpa Ram Vij	915,813
3	Mr. M P Pinto	6,000

10. CODE OF CONDUCT

The Board has laid down a Code of Conduct for its Members and Senior Management Personnel of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct during the financial year 2013-14. The Code of Conduct is displayed at the Company's website (www.gateway-distriparks.com).

11. CEO /CFO CERTIFICATE

In terms of the requirement of the Clause 49(V) of the Listing Agreement, the certificates from CEO/CFO had been obtained.

For and on behalf of the Board of Directors of
Gateway Distriparks Limited

Prem Kishan Gupta

Deputy Chairman and Managing Director

Place: Mumbai

Dated: May 01, 2014

Auditors' Certificate regarding compliance of conditions of Corporate Governance

To the Members of Gateway Distriparks Limited.

We have examined the compliance of conditions of Corporate Governance by Gateway Distriparks Limited ("the Company"), for the year ended March 31, 2014, as stipulated in Clause 49 of the Listing Agreement(s) of the said Company with stock exchange(s) in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Price Waterhouse

Firm Registration Number: FRN 301112E
Chartered Accountants

Partha Ghosh

Partner
Membership Number: 55913

Place: Mumbai
Date: May 1, 2014



Independent Auditors' Report

To the Members of Gateway Distriparks Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of Gateway Distriparks Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

2. The Company's Management is responsible for the 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 Standards notified under the Companies Act, 1956 (the "Act") read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control 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

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. 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.
4. An audit involves performing procedures to obtain audit evidence, about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' 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 auditors consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion, and to the best of our information and according to the explanations given to us, the accompanying 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:
 - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
 - (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

7. As required by 'the Companies (Auditor's Report) Order, 2003', as amended by 'the Companies (Auditor's Report) (Amendment) Order, 2004', issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

8. As required by Section 227(3) of the Act, we report that:
- (a) We have 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;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this report comply with the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;
 - (e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act.

For **Price Waterhouse**

Firm Registration Number: FRN 301112E

Chartered Accountants

Partha Ghosh

Partner

Membership Number: 55913

Place: Mumbai

Date: May 1, 2014

Annexure to Independent Auditors' Report

Referred to in paragraph 7 of the Independent Auditors' Report of even date to the members of Gateway Distriparks Limited on the financial statements as of and for the year ended March 31, 2014

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
 - (b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
 - (c) In our opinion, and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed off by the Company during the year.
- ii. The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of Clause 4(ii) of the said Order are not applicable to the Company.
- iii. The Company has not granted/taken any loans, secured or unsecured, to/from companies, firms or other parties covered in the register maintained under Section 301 of the Act. Therefore, the provisions of Clause 4(iii)(b),(c),(d),(f) and (g) of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and for the sale of services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. According to the information and explanations given to us, there have been no contracts or arrangements that need to be entered in the register maintained under Section 301 of the Act.
Accordingly, the question of commenting on transactions made in pursuance of such contracts or arrangements does not arise.
- vi. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
- vii. In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
- viii. The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act for any of the products of the Company.
- ix. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of income tax and service tax, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund, investor education and protection fund, employees' state insurance, sales tax, wealth tax, customs duty, excise duty and other material statutory dues, as applicable, with the appropriate authorities. There are no statutory dues outstanding as at March 31, 2014, for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of sales-tax, wealth-tax, customs duty and excise duty which have not been deposited on account of any dispute. The particulars of dues of income tax and service tax as at March 31, 2014 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
The Finance Act, 1994	Service Tax	9,041,964	April 1, 2008 to September 30, 2008	Commissioner of Central Excise, Customs and Service Tax

Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	192,951,540	Assessment Year 2011-2012	Commissioner of Income Tax (Appeals)

- x. The Company has no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- xi. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
- xii. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provisions of Clause 4(xii) of the Order are not applicable to the Company.
- xiii. As the provisions of any special statute applicable to chit fund/ nidhi/ mutual benefit fund/ societies are not applicable to the Company, the provisions of Clause 4(xiii) of the Order are not applicable to the Company.
- xiv. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of Clause 4(xiv) of the Order are not applicable to the Company.
- xv. In our opinion, and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company for loans taken by others from banks or financial institutions during the year, are not prejudicial to the interest of the Company.
- xvi. In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.
- xvii. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that the Company has used short term funds, in the nature of working capital, aggregating Rs. 109,068,102, for long-term investment in the equity shares of a Subsidiary Company.
- xviii. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year. Accordingly, the provisions of Clause 4(xviii) of the Order are not applicable to the Company.
- xix. The Company has not issued any debentures during the year and does not have any debentures outstanding as at the beginning of the year and at the year end. Accordingly, the provisions of Clause 4(xix) of the Order are not applicable to the Company.
- xx. The Company has not raised any money by public issues during the year. Accordingly, the provisions of Clause 4(xx) of the Order are not applicable to the Company.
- xxi. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For Price Waterhouse

Firm Registration Number: FRN 301112E
Chartered Accountants

Partha Ghosh

Partner

Membership Number: 55913

Place: Mumbai

Date: May 1, 2014

Balance Sheet

as at March 31, 2014

	Note	31.03.2014 Rs.	31.03.2013 Rs.
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	1,086,065,840	1,085,046,340
Reserves and Surplus	3	5,011,340,093	5,520,540,665
		<u>6,097,405,933</u>	<u>6,605,587,005</u>
Non-Current Liabilities			
Long-term Borrowings	4	311,298,286	108,355,332
Deferred Tax Liabilities (Net)	5	90,016,447	89,819,237
Long-term Provisions	6	26,574,391	24,632,925
		<u>427,889,124</u>	<u>222,807,494</u>
Current Liabilities			
Trade Payables	7	40,342,483	17,114,770
Other Current Liabilities	8	207,154,337	256,391,582
Short-term Provisions	9	394,255,117	12,153,699
		<u>641,751,937</u>	<u>285,660,051</u>
TOTAL		<u><u>7,167,046,994</u></u>	<u><u>7,114,054,550</u></u>
ASSETS			
Non-Current Assets			
Fixed Assets			
- Tangible Assets	10	1,510,400,335	1,687,706,202
- Intangible Assets	11	188,000,000	212,000,000
Capital Work-in-Progress		78,875,580	17,411,401
		<u>1,777,275,915</u>	<u>1,917,117,603</u>
Non-Current Investments	12	4,585,279,945	4,145,644,945
Long-term Loans and Advances	13	199,618,075	355,613,345
Other Non-Current Assets	14	72,189,224	71,294,599
		<u>6,634,363,159</u>	<u>6,489,670,492</u>
Current Assets			
Trade Receivables	15	95,495,386	102,898,579
Cash and Bank Balances	16	392,147,292	434,486,572
Short-term Loans and Advances	17	35,391,469	70,504,083
Other Current Assets	18	9,649,688	16,494,824
		<u>532,683,835</u>	<u>624,384,058</u>
TOTAL		<u><u>7,167,046,994</u></u>	<u><u>7,114,054,550</u></u>
Significant Accounting Policies	1		

The Notes are an integral part of these Financial Statements.
In terms of our report of even date.

For **Price Waterhouse**
Firm Registration No.: FRN 301112E
Chartered Accountants

Partha Ghosh
Partner
Membership No.: 55913

Place: Mumbai
Date: May 1, 2014

For and on behalf of the Board of Directors

Prem Kishan Gupta
Deputy Chairman and
Managing Director

Shabbir Hassanbhai
Director

R. Kumar
Deputy Chief Executive Officer and Chief Finance
Officer cum Company Secretary

Place: Mumbai
Date: May 1, 2014

Statement of Profit and Loss

for the year ended March 31, 2014

	Note	2013-2014 Rs.	2012-2013 Rs.
REVENUES			
Revenue from Operations	19	1,960,804,427	2,058,652,802
Other Income	20	44,773,842	82,722,971
Total Revenue		2,005,578,269	2,141,375,773
EXPENSES			
Operating Expenses	21	876,713,819	770,578,587
Employee Benefits Expense	22	107,763,387	107,764,927
Finance Costs	23	21,142,194	9,745,709
Depreciation and Amortisation Expense	24	179,323,222	152,727,334
Other Expenses	25	263,460,317	257,778,440
Total Expenses		1,448,402,939	1,298,594,997
Profit before exceptional and extraordinary items and tax		557,175,330	842,780,776
Exceptional items		–	–
Profit before extraordinary items		557,175,330	842,780,776
Extraordinary items		–	–
Profit before tax		557,175,330	842,780,776
Tax Expense			
Current Year [Refer Note 1(viii)]		149,300,058	170,689,337
Earlier Years (written-back)		(4,952,449)	(11,087,171)
Minimum Alternate Tax Credit Entitlement Utilised [Refer Notes 1(viii) and 17(a)]		41,899,942	101,710,663
Deferred Tax [Refer Notes 1(viii) and 5]		197,210	5,917,654
Profit for the Year		370,730,569	575,550,293
Earnings Per Equity Share [Face Value Rs. 10 per Share (Previous year: Rs. 10 per Share)]			
	30		
- Basic		3.41	5.31
- Diluted		3.41	5.31
Significant Accounting Policies	1		

The Notes are an integral part of these Financial Statements.
In terms of our report of even date.

For **Price Waterhouse**
Firm Registration No.: FRN 301112E
Chartered Accountants

Partha Ghosh
Partner
Membership No.: 55913

Place: Mumbai
Date: May 1, 2014

For and on behalf of the Board of Directors

Prem Kishan Gupta
Deputy Chairman and
Managing Director

Shabbir Hassanbhai
Director

R. Kumar
Deputy Chief Executive Officer and Chief Finance
Officer cum Company Secretary

Place: Mumbai
Date: May 1, 2014

Cash Flow Statement

for the year ended March 31, 2014

		2013-2014 Rs.	2012-2013 Rs.
A. Cash flow from operating activities:			
Profit before Tax		557,175,330	842,780,776
Adjustment for:			
Depreciation and Amortisation Expense		179,323,222	152,727,334
Provision for Doubtful Debts		2,092,190	7,541,354
Employees Stock Options Expense		498,106	2,572,599
Finance Costs		21,142,194	9,745,709
Interest Income		(42,081,194)	(72,359,354)
Loss on Sale/ Disposal of Tangible Assets		666,200	676,192
(Write back)/ Provision for Doubtful Ground Rent		(1,579,062)	4,691,725
Provision for Contingencies		–	1,190,395
Liabilities/ Provisions no Longer Required Written Back		(1,113,586)	(10,363,617)
Operating profit before working capital changes		716,123,400	939,203,113
Adjustments for change in working capital:			
- Decrease/ (Increase) in Trade Receivables		5,311,003	(58,002,932)
- Decrease/ (Increase) in Long-term Loans and Advances		(2,771,479)	8,772,149
- Decrease/ (Increase) in Short-term Loans and Advances		(6,787,328)	(6,724,873)
- Decrease/ (Increase) in Other Assets		7,980,362	(3,928,687)
- Increase/ (Decrease) in Trade Payables		23,227,713	(1,935,268)
- Increase/ (Decrease) in Other Liabilities and Provisions		(6,332,969)	51,595,546
Cash generated from operations		736,750,702	928,979,048
- Less: Taxes Paid		133,116,820	97,085,238
Net cash from operating activities	(A)	603,633,882	831,893,810
B. Cash flow from investing activities:			
Purchase of Tangible Assets (including Capital Work-in-Progress and capital advances and net of capital creditors)		(147,035,561)	(389,658,419)
Sale of Tangible Assets		13,311,683	621,333
Insurance Claim received towards Fixed Assets damaged by fire		102,879,536	–
Purchase of Equity shares in Subsidiary Companies (Non-current investments)		(439,635,000)	(27,900,000)
Share Application Money - Refunded/ (Given)		147,535,960	(52,335,721)
Fixed Deposits matured		–	587,900,000
Interest Received		41,630,405	113,778,775
Net cash (used in)/ from investing activities	(B)	(281,312,977)	232,405,968
C. Cash flow from financing activities:			
Proceeds from fresh Issue of Shares		9,809,684	22,048,331
Proceeds from Long-term Borrowings		285,879,580	148,908,520
Repayment of Long-term Borrowings		(130,498,104)	(44,490,171)
Finance Costs Paid		(20,434,160)	(8,550,422)
Payment of Dividend		(434,229,336)	(1,084,077,365)
Payment of Tax on Dividend		(73,797,276)	(175,864,451)
Net cash used in financing activities	(C)	(363,269,612)	(1,142,025,558)
Net Decrease in Cash and Cash Equivalents	(A+B+C)	(40,948,707)	(77,725,780)

	2013-2014 Rs.	2012-2013 Rs.
Cash and Cash Equivalents at the beginning of the year	424,863,572	502,589,352
Cash and Cash Equivalents at the year end	383,914,865	424,863,572
Net Decrease in Cash and Cash Equivalents	(40,948,707)	(77,725,780)
	31.03.2014	31.03.2013
	Rs.	Rs.
Cash and Cash Equivalents comprise: (Refer Note 16)		
Balances with Banks	69,358,768	119,667,224
Bank Deposits with maturity of period less than 3 months	300,000,000	300,000,000
Cheques, Drafts on Hand	13,919,600	4,755,588
Cash on Hand	636,497	440,760
Cash and Cash Equivalents at the year end	383,914,865	424,863,572

Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard-3 on "Cash Flow Statements" notified under the Companies Act, 1956, of India read with General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
- Previous year's figures have been regrouped/ rearranged wherever necessary.

In terms of our report of even date.

For **Price Waterhouse**
Firm Registration No.: FRN 301112E
Chartered Accountants

Partha Ghosh
Partner
Membership No.: 55913

Place: Mumbai
Date: May 1, 2014

For and on behalf of the Board of Directors

Prem Kishan Gupta **Shabbir Hassanbhai**
Deputy Chairman and Director
Managing Director

R. Kumar
Deputy Chief Executive Officer and Chief Finance
Officer cum Company Secretary

Place: Mumbai
Date: May 1, 2014

Notes to the Financial Statements

for the year ended March 31, 2014

GENERAL INFORMATION

Gateway Distriparks Limited (the 'Company') is engaged in business of Container related logistics. The Company was incorporated on April 6, 1994. The Company's equity shares are listed on the Bombay Stock Exchange Limited (BSE) and the National Stock Exchange (NSE).

The Company's primary business is to operate Container Freight Stations ("CFS"), which are facilities set up for the purpose of in-transit container handling, examination, assessment of cargo with respect to regulatory clearances, both import and export.

The Company started operations with a CFS at the Country's premier container port of Jawaharlal Nehru Port Trust (JNPT). Since February 1, 2007, the Company has been the Operations and Management Operator of Punjab Conware's CFS, which is also located at JNPT, for 15 years. The 2 Container Freight Stations provide common user facilities offering services for Container Handling, Transport and Storage of import / export laden and empty containers and cargo carried under customs control.

1 Significant Accounting Policies:

(i) Basis of Accounting:

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to circular 15/2013 dated September 13, 2013 read with circular 08/2014 dated April 04, 2014, till the Standards of Accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting standards) Rules, 2006 as amended] and other relevant provisions of the Companies Act, 1956 (the "Act").

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Revised Schedule VI to the Companies Act, 1956. Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current-non current classification of assets and liabilities.

(ii) Tangible and Intangible Assets and Depreciation/ Amortisation:

(a) Tangible and Intangible Assets are stated at cost of acquisition or construction less accumulated depreciation/ amortisation and accumulated impairment losses, if any. The Company capitalises all costs relating to the acquisition, installation and construction of Tangible and Intangible Assets up to the date when the assets are ready for commercial use. Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Items of Fixed Assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the Statement of Profit and Loss. Losses arising from the retirement of, and gains or losses arising from disposal of Fixed Assets which are carried at cost are recognised in the Statement of Profit and Loss.

(b) Depreciation on additions/ deletions to Tangible and Intangible Assets is calculated on pro-rata basis from the month of such additions/ deletions. The Company provides depreciation on straight-line method at the rates specified under Schedule XIV to the Act or based on useful life whichever is higher, except for:

- Leasehold land, which is being amortised over the lease period;
- Reach Stackers and forklifts (included in Yard Equipments) are depreciated over a period of ten years;
- Upfront fees of Punjab Conware's Container Freight Station ("CFS"), is being amortised over the balance period of the Operations and Management Agreement of the CFS with effect from July 1, 2007 (balance life as on March 31, 2014 is 7 years and 10 months); and

- Additions/ construction of Building, Electrical Installations, Furniture and Fixtures and Office Equipments at Punjab Conware CFS is being amortised over the balance period of the Operations and Management Agreement of the CFS with effect from July 1, 2007.
- (c) Assets individually costing less than Rs. 5,000 are fully depreciated in the year of acquisition/ construction.
- (d) Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/ cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

(iii) Borrowing Cost:

Borrowing costs directly attributable to the acquisition/ construction of an asset are apportioned to the cost of the Tangible and Intangible Assets up to the date on which the asset is put to use/ commissioned.

(iv) Investments:

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

(v) Foreign Currency Transactions:

Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Subsequent Recognition

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period. With respect to long-term foreign currency monetary items, from April 1, 2011 onwards, the Company has adopted the following policy:

- Foreign exchange difference on account of a depreciable asset, is adjusted in the cost of the depreciable asset, which would be depreciated over the balance life of the asset
- In other cases, the foreign exchange difference is accumulated in a Foreign Currency Monetary Item Translation Difference Account, and amortised over the balance period of such long term asset/ liability

A monetary asset or liability is termed as a long-term foreign currency monetary item, if the asset or liability is expressed in a foreign currency and has a term of 12 months or more at the date of origination of the asset or liability.

Exchange differences on restatement of all other monetary items are recognised in the Statement of Profit and Loss.

(vi) Employment Benefits:**(a) Defined Contribution Plan:**

Contribution towards Provident Fund and Pension Scheme for employees is made to the Regulatory Authorities which are recognised by the Income Tax Authorities and administered through appropriate authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

(b) Defined Benefit Plan:

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The gratuity scheme is funded through Comprehensive Gratuity Policy - cum - Group Term Life Insurance Policy from Tata AIA Life Insurance Company Limited, except for employees of Punjab Conware's CFS, the operations wherein are taken over by the Company under Operations and Management Agreement. The Company's liability is actuarially determined by an independent actuary (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise.

(c) Other Employee Benefits:

Compensated Absences: Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Company's liability is actuarially determined by an independent actuary (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognised in the Statement of Profit and Loss in the year in which they arise.

(d) Termination Benefits:

Termination benefits in the nature of voluntary retirement benefits are recognised in the Statement of Profit and Loss as and when incurred.

(vii) Revenue Recognition:

- (a) Income from Container Handling, Transport and Storage are recognised on delivery of the container/ cargo. Income from Ground Rent is recognised for the period the container is lying in the Container Freight Station/ Inland Container Depot. However, in case of long standing containers, the Income from Ground Rent is not accrued for a period beyond 60 days on a consistent basis as per the prevailing business practice. Income from operations are recognised net of trade discounts, rebates, sales taxes and service tax.
- (b) Income from auction sales is generated when the Company auctions long-standing cargo that has not been cleared by customs. Revenue and expenses for Auction Sales are recognised when auction is completed after obtaining necessary approvals from appropriate authorities. Auction Sales include recovery of the cost incurred in conducting auctions, customs duties on long-standing cargo and accrued ground rent and handling charges relating to long-standing cargo. Surplus, out of auctions, if any, after meeting all expenses and the actual ground rent, is credited to a separate account 'Auction Surplus' and is shown under the head 'Other Current Liabilities'. Unclaimed Auction Surplus, if any, in excess of one year is written back as 'Income' in the following financial year.
- (c) Interest: Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

(viii) Current and Deferred Tax:

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Company reassesses unrecognised deferred tax assets, if any.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum Alternative Tax credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

(ix) Employees' Stock Option Scheme:

Equity settled stock options granted under "ESOP Scheme" are accounted for as per the accounting treatment prescribed by Employee Stock Option Scheme and Employee Stock Purchase Guidelines, 1999, issued by Securities and Exchange Board of India and the Guidance Note on Employee Share-based Payments issued by the Institute of Chartered Accountants of India. The intrinsic value of the option being excess of market value of the underlying share immediately prior to date of grant over its exercise price is recognised as deferred employee compensation with a credit to employee stock option outstanding account. The deferred employee compensation is charged to Statement of Profit and Loss on straight line basis over the vesting period of the option. The options that lapse are reversed by a credit to employee compensation expense, equal to the amortised portion of value of lapsed portion and credit to deferred employee compensation expense equal to the unamortised portion.

(x) Segment Reporting:

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment.

(xi) Provisions and Contingent Liabilities:

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

(xii) Leases:

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease.

(xiii) Earnings per Share:

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity

shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

(xiv) Cash and Cash Equivalents:

In the cash flow statement, cash and cash equivalents includes cash on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

	31.03.2014 Rs.	31.03.2013 Rs.
2. Share Capital		
Authorised: 125,000,000 (Previous year: 125,000,000) Equity Shares of Rs. 10 each	<u>1,250,000,000</u>	<u>1,250,000,000</u>
Issued, Subscribed and Paid-Up: 108,606,584 (Previous year: 108,504,634) Equity Shares of Rs. 10 each, fully paid-up	<u>1,086,065,840</u>	<u>1,085,046,340</u>
	<u>1,086,065,840</u>	<u>1,085,046,340</u>

A. Reconciliation of number of shares:

	31.03.2014		31.03.2013	
	Number of Shares	Rs.	Number of Shares	Rs.
Equity Shares:				
Balance at the beginning of the year	108,504,634	1,085,046,340	108,278,109	1,082,781,090
Add: Shares issued on exercise of Employee Stock Options [Refer Note 2(B)]	101,950	1,019,500	226,525	2,265,250
Balance at the end of the year	<u>108,606,584</u>	<u>1,086,065,840</u>	<u>108,504,634</u>	<u>1,085,046,340</u>

B. Details of Shares allotted during the year on exercise of Employee Stock Options:

ESOP Scheme [Refer Note 2(E)]	Number of Shares				Rs.	Rs.
	ESOP III	ESOP IV	ESOP V	Total	Equity Share Capital Total	Securities Premium Total
Date of Allotment						
May 9, 2013	–	1,000	51,700	52,700	527,000	4,521,644
December 16, 2013	–	11,150	38,100	49,250	492,500	4,268,540
Total (2013-2014)	–	12,150	89,800	101,950	1,019,500	8,790,184

ESOP Scheme [Refer Note 2(E)]	Number of Shares				Rs.	Rs.
	ESOP III	ESOP IV	ESOP V	Total	Equity Share Capital Total	Securities Premium Total
Date of Allotment						
April 27, 2012	3,000	940	108,315	112,255	1,122,550	9,618,047
August 17, 2012	–	1,800	19,670	21,470	214,700	1,847,968
October 19, 2012	–	14,200	6,250	20,450	204,500	1,812,614
February 6, 2013	–	72,050	300	72,350	723,500	6,504,452
Total (2012-2013)	3,000	88,990	134,535	226,525	2,265,250	19,783,081

C. Rights, Preferences and Restrictions attached to Shares:

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per equity share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

D. Details of Shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Name of Shareholder	31.03.2014		31.03.2013	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Promoters and Promoter Group:				
Prism International Private Ltd.	24,200,000	22.28	24,087,894	22.20
Windmill International Pte. Ltd.	5,475,187	5.04	5,475,187	5.05
KSP Logistics Ltd.	3,675,000	3.38	3,675,000	3.39
Parameswara Holdings Ltd.	—	—	2,983,500	2.75
Mr. Prem Kishan Gupta	4,000,000	3.68	3,467,690	3.20
Mrs. Mamta Gupta	100,000	0.09	100,000	0.09
Mr. Ishaan Gupta	100,000	0.09	100,000	0.09
Mr. Samvid Gupta	100,000	0.09	100,000	0.09
Mr. Sat Pal Khattar	3,300,000	3.04	3,300,000	3.04
Mr. Gopinath Pillai	1,241,000	1.14	741,000	0.68
Mr. Ho Peng Cheong	262,500	0.24	262,500	0.24
Mr. Arun Agarwal	135,000	0.12	135,000	0.12
Others:				
FID Funds (Mauritius) Limited	7,864,090	7.25	8,591,235	7.92
Life Insurance Corporation of India	5,680,482	5.24	5,680,482	5.24

E. Employee Stock Option Plan:**(i) ESOP 2005 Scheme****Refer Note 1(ix)**

Pursuant to the resolution passed by the Shareholders at the Annual General Meeting held on September 14, 2005, the Company had introduced new ESOP scheme for eligible Directors and employees of the Company and its Subsidiary Companies.

Particulars	ESOP Plan I	ESOP Plan II	ESOP Plan III	ESOP Plan IV	ESOP Plan V
Date of meeting of ESOP Committee / Board of Directors, granting the options	September 15, 2005	July 20, 2006	January 30, 2008	January 29, 2010	April 26, 2011
Maximum grant of options by ESOP Committee / Board of Directors (No. of Equity Shares of Face value Rs. 10 each)	240,000	311,750	306,875	345,000	363,000
Adjustment for issue of Bonus shares, in the ratio of 1 new equity share for every 4 existing shares held in the Company, made on August 4, 2007 (Equity Shares)	24,798	65,812	-	-	-
Vesting period: Options to vest on a graded basis after a minimum exercise period of 1 year from	September 16, 2005	July 21, 2006	January 31, 2008	January 30, 2010	April 27, 2011

Particulars	ESOP Plan I	ESOP Plan II	ESOP Plan III	ESOP Plan IV	ESOP Plan V
Exercise Period	Three years from the date of vesting, on graded basis.				
Exercise Price (including Share Premium above Face Value Rs. 10 per share)	Rs. 163.64 per share (at the time of grant of options) Rs. 130.92 per share (after adjustment for Bonus issue)	Rs. 136.56 per share (at the time of grant of options) Rs. 109.25 per share (after adjustment for Bonus issue)	Rs. 92.92 per share	Rs. 99.92 per share	Rs. 95.72 per share
Options outstanding as on March 31, 2014 (No. of Equity Shares)	–	–	–	18,600	102,865
Date of Closing Market Price on National Stock Exchange for computation of Fair Value	September 14, 2005	July 19, 2006	January 29, 2008	January 28, 2010	April 25, 2011
Method of Accounting and Intrinsic Value	The excess of Fair Value (Closing Market Price on National Stock Exchange given above) of the underlying equity shares on the date of the grant of stock options over the exercise price of the options is amortised over the vesting period				

The details of movement in ESOP plans are given below:

(No. of Equity Shares)

Particulars	ESOP Plan I	ESOP Plan II	ESOP Plan III	ESOP Plan IV	ESOP Plan V
Options granted	264,798	377,562	306,875	345,000	363,000
	(264,798)	(377,562)	(306,875)	(345,000)	(363,000)
Less: Options exercised	33,800	213,422	267,064	307,300	224,335
	(33,800)	(213,422)	(267,064)	(295,150)	(134,535)
Less: Options lapsed	230,998	164,140	39,811	19,100	35,800
	(230,998)	(164,140)	(39,811)	(19,100)	(19,600)
Options outstanding at the end of the year	–	–	–	18,600	102,865
	–	–	–	(30,750)	(208,865)

Note: Figures in brackets represents previous year.

(ii) ESOP 2013 Scheme

The Shareholders at the Extra Ordinary General Meeting held on March 8, 2013, approved the new ESOP 2013 Scheme for eligible Directors and employees of the Company and its Subsidiary Companies. Under the Scheme, options for 2,000,000 shares would be available for being granted to eligible employees of the Company and options for 500,000 shares would be available for being granted to employees of the Subsidiary Companies. Each option (after it is vested) will be exercisable for one Equity share of Rs. 10. The options would be issued at an exercise price, which would be at a 20% discount to the latest available closing market price (at a stock exchange as determined by the Remuneration & ESOP Committee) on the date prior to the date on which the Remuneration & ESOP Committee finalises the specific number of options to be granted to the employees. Vesting of the options shall take place over a maximum period of 5 years with a minimum vesting period of 1 year from the date of grant.

	31.03.2014 Rs.	31.03.2013 Rs.
3. Reserves and Surplus		
Capital Redemption Reserve		
Opening Balance	78,834,120	78,834,120
Balance at the end of the year	<u>78,834,120</u>	<u>78,834,120</u>
Securities Premium Account		
Opening Balance	3,400,259,406	3,374,964,242
Add: Received during the year [Refer Note 2(B)]	8,790,184	19,783,081
Add: Transfer from Employees Stock Options Outstanding Account on exercise of ESOP	2,452,421	5,512,083
Balance at the end of the year	<u>3,411,502,011</u>	<u>3,400,259,406</u>
Employees Stock Options Plan (ESOP) Outstanding Account [Refer Notes 1(ix) and 2(E)]		
Opening Balance	4,829,287	7,768,771
Add: Addition during the year (Compensation for ESOP granted)	498,106	2,572,599
Less: Transfer to Securities Premium Account on exercise of ESOP during the year	(2,452,421)	(5,512,083)
Balance at the end of the year	<u>2,874,972</u>	<u>4,829,287</u>
General Reserve		
Opening Balance	596,335,880	538,735,880
Add: Transfer from Surplus in Statement of Profit and Loss	37,100,000	57,600,000
Balance at the end of the year	<u>633,435,880</u>	<u>596,335,880</u>
Surplus in Statement of Profit and Loss		
Opening Balance	1,440,281,972	1,804,742,919
Add: Net Profit After Tax transferred from Statement of Profit and Loss	370,730,569	575,550,293
Amount available for appropriation	<u>1,811,012,541</u>	<u>2,380,293,212</u>
Appropriations:		
Interim Dividend paid	434,229,336	759,243,038
Proposed Interim Dividend	325,819,752	-
Tax on Dividend	129,170,343	123,168,202
Transfer to General Reserve	37,100,000	57,600,000
Balance at the end of the year	<u>884,693,110</u>	<u>1,440,281,972</u>
Total-Reserves and Surplus	<u><u>5,011,340,093</u></u>	<u><u>5,520,540,665</u></u>
4. Long-term Borrowings		
Secured		
- Vehicle Finance Loan from a Bank [Refer Notes 4(a)(i) and 4(b)(i)]	98,791,392	62,592,692
- Term Loan from a Bank [Refer Notes 4(a)(ii) and 4(b)(ii)]	158,333,334	-
- Buyers' Credit from a Bank [Refer Notes 4(a)(iii) and 4(b)(iii)]	54,173,560	45,762,640
	<u>311,298,286</u>	<u>108,355,332</u>

(a) Nature of Security:

- (i) Vehicle Finance Loan from HDFC Bank of Rs. 148,472,272 (Previous year: Rs. 115,013,463) are secured by way of hypothecation of the Company's Commercial Vehicles (Trailors and Reach stackers).
- (ii) Term Loan from HDFC Bank of Rs. 191,666,667 (Previous year: Rs. Nil) is secured by first and exclusive charge on all the immovable assets, book debts and movable fixed assets of the Company.
- (iii) Buyers' credit facility of Euro 646,000 (Rs. 54,173,560) [Previous year: Euro 1,606,000 (Rs. 113,769,040)] is secured by first and exclusive charge on the fixed and movable assets of the Company.

(b) Terms of Repayment:

- (i) (a) Loans for 25 Trailors are repayable in 35 Equal monthly installments between January 5, 2013 to November 5, 2015 along with interest of 10.21% per annum on reducing monthly balance.

- (b) Loans for 15 Trailors are repayable in 35 Equal monthly installments between February 20, 2013 to December 20, 2015 along with interest of 10.08% per annum on reducing monthly balance.
- (c) Loans for 4 Reach Stackers are repayable in 59 Equal monthly installments between April 15, 2014/ April 20, 2014 to February 15, 2019/ February 20, 2019 along with interest of 10.39% per annum on reducing monthly balance.
- (ii) Term Loan from HDFC Bank is repayable in 24 Equal quarterly installments between January 11, 2014 to October 11, 2019 along with interest of Bank's Base rate + 1.50% per annum on reducing quarterly balance.
- (iii) Date of repayment of Buyers Credit from a Bank of Euro 646,000 is July 10, 2014, which can be extended upto July 2015. The Interest rate is EURIBOR + 1.50% per annum.

	31.03.2014 Rs.	31.03.2013 Rs.
5. Deferred Tax Liabilities (Net)		
[Refer Note 1(viii)]		
Deferred Tax Liabilities		
Timing difference between book and tax depreciation	122,480,470	120,982,788
	<u>122,480,470</u>	<u>120,982,788</u>
Deferred Tax Assets		
Employee Benefits	8,458,886	7,485,390
Provision for Doubtful Debts/ Advances	14,733,740	14,559,328
Accrual for expenses allowable as tax deduction only on payment	9,271,397	9,118,833
	<u>32,464,023</u>	<u>31,163,551</u>
	<u>90,016,447</u>	<u>89,819,237</u>
6. Long-term Provisions		
Employee Benefits [Refer Notes 1(vi) and 37]		
- Gratuity (Net)	11,889,098	9,947,632
Contingencies [Refer Notes 1(xi) and 6(a)]	14,685,293	14,685,293
	<u>26,574,391</u>	<u>24,632,925</u>

Note 6(a):**Break-up of Long Term Provision for Contingencies:**

	31.03.2014		
	Indirect Tax Matters	Other Matters	Total
Opening Balance	14,675,293	10,000	14,685,293
Add: Provision made	–	–	–
Less: Amounts Utilised /reversed	–	–	–
	<u>14,675,293</u>	<u>10,000</u>	<u>14,685,293</u>
	31.03.2013		
	Indirect Tax Matters	Other Matters	Total
Opening Balance	13,484,898	8,418,967	21,903,865
Add: Provision made	1,190,395	–	1,190,395
Less: Amounts Utilised /reversed	–	8,408,967	8,408,967
	<u>14,675,293</u>	<u>10,000</u>	<u>14,685,293</u>

Represents estimates made for probable liabilities arising out of pending assessment proceedings with various Government Authorities. The information usually required by Accounting Standard 29 – "Provisions, Contingent

Liabilities and Contingent Assets", notified under the Act, read with General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013, is not disclosed on grounds that it can be expected to prejudice the interests of the Company. The timing of the outflow with regard to the said matter depends on the exhaustion of remedies available to the Company under the law and hence, the Company is not able to reasonably ascertain the timing of the outflow.

	31.03.2014 Rs.	31.03.2013 Rs.
7. Trade Payables		
- Due to Micro Enterprises and Small Enterprises [Refer Note 7(a)]	-	-
- Due to Others	40,342,483	17,114,770
	<u>40,342,483</u>	<u>17,114,770</u>
Note 7(a):		
There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days at the Balance Sheet date. The information regarding Micro and Small enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company.		
8. Other Current Liabilities		
Current maturities of long term borrowing - Vehicle Finance Loan from a Bank [Refer Notes 4(a)(i) and 4(b)(i)]	49,680,880	52,420,771
Current maturities of long term borrowing - Term Loan from a Bank [Refer Notes 4(a)(ii) and 4(b)(ii)]	33,333,333	-
Current maturities of long term borrowing - Buyers' Credit from a Bank [Refer Notes 4(a)(iii) and 4(b)(iii)]	-	68,006,400
Interest Accrued but not Due on Term Loans	3,301,239	2,593,205
Unclaimed Dividend *	8,143,722	9,534,130
Unclaimed Fractional Bonus Shares *	88,705	88,870
Income Received in Advance	721,558	1,064,494
Advances from Customers	11,139,380	11,347,696
Retention money of Creditors for Capital Assets	5,322,116	10,793,173
Security Deposits	7,657,805	11,294,517
Other Payables:		
- For Tangible Assets	5,714,313	1,088,384
- Employee benefits payable	4,388,734	4,461,087
- Directors' commission	13,805,000	16,130,000
- Other Contractual Obligations	49,621,871	50,738,736
- Statutory Liabilities	14,235,681	16,830,119
	<u>207,154,337</u>	<u>256,391,582</u>
* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.		
9. Short-term Provisions		
Provision for Employee Benefits [Refer Notes 1(vi) and 37]		
- Compensated Absences	9,993,813	9,198,321
- Gratuity (Net)	3,003,485	2,876,378
Provision for Wealth Tax	65,000	79,000
Proposed Interim Dividend	325,819,752	-
Provision for Tax on Dividend	55,373,067	-
	<u>394,255,117</u>	<u>12,153,699</u>

10. Tangible Assets [Refer Notes 1 (ii), 1 (iii) and 1 (v)]

Rs.

Particulars	Cost			Depreciation/ Amortisation			Net Book Value				
	As at 31.03.2013	Additions during the year	Disposals during the year	Adjustments during the year	As at 31.03.2014	Up to 31.03.2013	Depreciation during the year	Disposals during the year	Up to 31.03.2014	As at 31.03.2014	As at 31.03.2013
Freehold Land	32,765,162	-	-	-	32,765,162	-	-	-	-	32,765,162	32,765,162
Leasehold Land	268,258,705	-	-	-	268,258,705	66,729,250	4,470,980	-	71,200,230	197,058,475	201,529,455
Buildings [Refer Note 10(a)]	1,474,400,647	24,135,946	-	(102,879,536)	1,395,657,057	480,609,065	67,879,499	-	548,488,564	847,168,493	993,791,582
Plant and Equipments	4,811,801	-	-	-	4,811,801	2,615,607	228,560	-	2,844,167	1,967,634	2,196,194
Furniture and Fixtures	36,460,259	14,677,431	-	-	51,137,690	16,685,781	2,805,370	-	19,491,151	31,646,539	19,774,478
Vehicles [Refer Note 10(b)]	384,212,954	12,485,955	127,456,689	-	269,242,220	199,746,937	41,674,322	126,786,448	114,634,811	154,607,409	184,466,017
Office Equipments	14,605,139	3,354,290	863,981	-	17,095,448	6,332,798	838,952	401,677	6,770,073	10,325,375	8,272,341
Electrical Installations	50,819,983	3,841,948	-	-	54,661,931	21,731,647	3,215,957	-	24,947,604	29,714,327	29,088,336
Yard Equipments [Refer Notes 10(c) and 10(d)]	321,365,616	10,565,066	40,605,867	10,148,520	301,473,335	112,562,902	30,691,035	27,760,529	115,493,408	185,979,927	208,802,714
Computers	35,757,550	15,665,618	-	-	51,423,168	28,737,627	3,518,547	-	32,256,174	19,166,994	7,019,923
Total	2,623,457,816	84,726,254	168,926,537	(92,731,016)	2,446,526,517	935,751,614	155,323,222	154,948,654	936,126,182	1,510,400,335	1,687,706,202
Previous year	2,206,277,173	419,146,970	1,956,067	(10,260)	2,623,457,816	807,682,822	128,727,334	658,542	935,751,614	1,687,706,202	

Notes:

- Adjustment during the year to Buildings of Rs. 102,879,536 is on account of insurance claim received, in respect of damage to warehouse due to fire at Punjab Conware's Container Freight Station.
- Vehicles include Trailors Costing Rs. 256,856,817 (Previous year: Rs. 371,135,636) and having Net Book Value Rs. 145,956,007 (Previous year: Rs. 174,574,033).
- Yard Equipments include Reach Stackers Costing Rs. 231,876,172 (Previous year: Rs. 262,333,519) and having Net Book Value Rs. 145,057,590 (Previous year: Rs. 174,729,911).
- According to the notification No. G.S.R. 696 dated December 29, 2011, issued by Ministry of Corporate Affairs, the Accounting Standard 11 (AS 11) "The Effects of Changes in Foreign Exchange Rates" has been amended to allow:
 - Exchange Gain / Loss to be amortised over the useful life of acquired assets.
 - And in other cases, accumulated in a "Foreign Currency Monetary Item Translation Difference Account" and amortised over the balance period of such long term Asset / Liability.

Pursuant to such notification in the current year, exchange loss of Rs. 10,148,520 (Previous year gain: Rs. 10,260) arising on reporting long term foreign currency monetary items relating to Tangible Assets has been added to the cost of Yard Equipments.

11. Intangible Assets [Refer Notes 1 (ii) and 1 (iii)]

Rs.

Particulars	Cost			Depreciation/ Amortisation			Net Book Value			
	As at 31.03.2013	Additions during the year	Disposals during the year	Adjustments during the year	As at 31.03.2014	Up to 31.03.2013	Up to 31.03.2014	Disposals during the year	As at 31.03.2014	As at 31.03.2013
Punjab Conware's Container Freight Station - Upfront Fees	350,000,000	-	-	-	350,000,000	138,000,000	162,000,000	-	188,000,000	212,000,000
TOTAL	350,000,000	-	-	-	350,000,000	138,000,000	162,000,000	-	188,000,000	212,000,000
Previous year	350,000,000	-	-	-	350,000,000	114,000,000	138,000,000	-	212,000,000	

	31.03.2014 Rs.	31.03.2013 Rs.
12. Non-Current Investments		
[Refer Note 1(iv)]		
Long Term Trade Investments (Valued at Cost unless otherwise stated)		
Equity Shares - Unquoted:		
Investment in Subsidiary Companies		
198,100,000 (Previous year: 198,100,000) Equity Shares of Rs. 10 each fully paid in Gateway Rail Freight Limited	1,972,600,000	1,972,600,000
[190,000,000 (Previous year: 190,000,000) Equity Shares are pledged with lenders for loans given by them to Gateway Rail Freight Limited]		
67,254,119 (Previous year: 54,711,619) Equity Shares of Rs. 10 each fully paid in Snowman Logistics Limited	1,041,699,178	602,064,178
8,000,000 (Previous year: 8,000,000) Equity Shares of Rs. 10 each fully paid in Gateway East India Private Limited	148,400,000	148,400,000
99,000 (Previous year: 99,000) Equity Shares of Rs. 100 each fully paid in Gateway Distriparks (South) Private Limited	134,280,767	134,280,767
13,830,000 (Previous year: 13,830,000) Equity Shares of Rs. 10 each fully paid in Gateway Distriparks (Kerala) Limited	138,300,000	138,300,000
	3,435,279,945	2,995,644,945
Preference Shares Unquoted:		
Investment in Subsidiary Companies		
115,000,000 (Previous year: 115,000,000) Zero Coupon Redeemable Preference Shares of Rs. 10 each fully paid in Gateway Rail Freight Limited	1,150,000,000	1,150,000,000
	1,150,000,000	1,150,000,000
Aggregate of Long Term unquoted Investment in Subsidiary Companies	4,585,279,945	4,145,644,945
13. Long-term Loans and Advances		
[Unsecured, Considered good (unless otherwise stated)]		
Security Deposits	7,956,347	5,184,868
Share Application in a Subsidiary Company - Gateway Distriparks (Kerala) Limited	157,721,987	305,257,947
Tax Deducted at Source and Advance Tax [Refer Note 1(viii)]	33,939,741	45,170,530
[Net of Provision for Tax Rs. 559,900,000 (Previous year: Rs. 585,599,942)]		
	199,618,075	355,613,345

	31.03.2014 Rs.	31.03.2013 Rs.
14. Other Non-Current Assets		
[Unsecured, Considered good (unless otherwise stated)]		
Balances with Banks as Security towards guarantee issued by them and loans given to subsidiaries	69,100,000	69,100,000
Accrued Interest on Fixed Deposits with Banks	3,089,224	2,194,599
Long-Term Trade Receivables:		
- Unsecured, considered doubtful	16,109,366	14,017,176
Less: Provision for Doubtful Debts	<u>(16,109,366)</u>	<u>(14,017,176)</u>
	-	-
Accrued Ground Rent:		
- Considered Doubtful	27,237,913	28,816,975
Less: Provision for Doubtful Ground Rent	<u>(27,237,913)</u>	<u>(28,816,975)</u>
	-	-
	<u>72,189,224</u>	<u>71,294,599</u>
15. Trade Receivables		
Unsecured, considered good:		
- Debts outstanding for a period exceeding six months from the date they are due for payment	-	-
- Others	95,495,386	102,898,579
	<u>95,495,386</u>	<u>102,898,579</u>
16. Cash and Bank Balances		
a) Cash and Cash Equivalents		
Balances with Banks	69,358,768	119,667,224
Bank Deposits with maturity period of less than 3 months	300,000,000	300,000,000
Cheques, Drafts on Hand	13,919,600	4,755,588
Cash on Hand	636,497	440,760
	<u>383,914,865</u>	<u>424,863,572</u>
b) Other Bank Balances		
Earmarked Balances with Banks:		
- in Unclaimed Dividend Accounts	8,143,722	9,534,130
- in Unclaimed Fractional Bonus Shares Account	88,705	88,870
	<u>8,232,427</u>	<u>9,623,000</u>
	<u>392,147,292</u>	<u>434,486,572</u>
17. Short-term Loans and Advances		
[Unsecured, Considered good (Unless otherwise stated)]		
Minimum Alternate Tax Credit Entitlement	-	41,899,942
[Refer Notes 1(viii) and 17(a)]		
Advances Recoverable in Cash or in Kind or for Value to be Received	14,868,203	10,279,012
Prepaid Expenses	10,468,936	10,153,518
Balances with Government Authorities	10,054,330	8,171,611
	<u>35,391,469</u>	<u>70,504,083</u>

Note (a):

Based on opinions obtained from lawyer and tax consultant, the Management has taken a view that provisions of Section 80-IA(4)(i) of the Income Tax Act, 1961, of India ("the Income Tax Act") have been fulfilled and the Company was eligible for tax holiday under the Income Tax Act in respect of the Container Freight Station activities for the Financial years 2001-2002 to 2010-2011. Consequently, the income-tax liability for these years has been determined under "Minimum Alternate Taxation" ("MAT") pursuant to Section 115JB of the Income Tax Act. Considering the balance term of Section 80-IA(4)(i) of the Income Tax Act and based on the assessment of future profitability, the Company had taken MAT credit of Rs. 297,400,000 during these years, as MAT credit can be set-off against future tax liability. Of the above, the Company had utilised MAT Credit of Rs. 255,500,058 till March 31, 2013. The Company has further utilised MAT Credit of Rs. 41,899,942 during the financial year ended March 31, 2014. Accordingly, Rs. Nil is carried under "Short-term Loans and Advances" as at March 31, 2014.

	31.03.2014 Rs.	31.03.2013 Rs.
18. Other Current Assets		
[Unsecured, Considered good (unless otherwise stated)]		
Accrued Interest on Fixed Deposits with Banks	503,013	946,849
Accrued Ground Rent	9,146,675	15,547,975
	<u>9,649,688</u>	<u>16,494,824</u>

	2013-2014 Rs.	2012-2013 Rs.
19. Revenue from Operations		
[Refer Note 1(vii)]		
Container Handling, Transport, Storage and Ground Rent Income	1,890,185,731	2,007,257,471
[Refer Note 19(a)]		
Auction Sales	35,072,911	17,276,852
Other Operating Revenues		
Rent	22,853,815	23,788,325
Buffer Handling Fees	12,691,970	10,330,154
	<u>1,960,804,427</u>	<u>2,058,652,802</u>
Note (a)		
Details of Container Handling, Transport, Storage and Ground Rent Income		
Particulars		
Container Ground Rent	498,677,208	605,756,919
Container Handling, Transport and Storage	1,311,886,739	1,296,525,120
Others	79,621,784	104,975,432
Total	<u>1,890,185,731</u>	<u>2,007,257,471</u>
20. Other Income		
Interest on Fixed Deposits with Banks	40,222,026	63,199,895
Interest on Income Tax Refund	1,859,168	9,159,459
Liabilities/ Provisions no Longer Required Written Back	1,113,586	10,363,617
Write back of Provision for Doubtful Ground Rent no longer required (Net)	1,579,062	-
	<u>44,773,842</u>	<u>82,722,971</u>

	2013-2014 Rs.	2012-2013 Rs.
21. Operating Expenses		
Transportation	291,868,043	290,740,850
Labour Charges	205,451,449	111,917,016
Equipment Hire Charges	21,678,937	22,035,582
Surveyors' Fees	15,420,168	19,116,025
Sub-Contract Charges	161,586,277	155,916,709
Auction Expenses [Refer Note 1(vii)(b)]	9,576,874	5,157,612
Purchase of Pallets	9,175,537	11,868,881
Fees on Operations and Management of Punjab Conware's Container Freight Station	161,956,534	153,825,912
	<u>876,713,819</u>	<u>770,578,587</u>
22. Employee Benefits Expense		
Salaries, Allowances and Bonus	94,884,854	92,715,997
Contribution to Provident and Other Funds [Refer Note 37]	5,983,942	5,528,429
Employees Stock Options Expense	498,106	2,572,599
Staff Welfare expenses	1,189,250	1,069,205
Leave Encashment	3,138,662	3,446,460
Gratuity [Refer Note 37]	2,068,573	2,432,237
	<u>107,763,387</u>	<u>107,764,927</u>
23. Finance Costs		
Interest on Buyers' Credit	1,897,465	3,505,152
Interest on Vehicle Finance Loan	8,700,916	6,240,557
Interest on Term Loan from Bank	10,543,813	—
	<u>21,142,194</u>	<u>9,745,709</u>
24. Depreciation and Amortisation Expense		
Tangible Assets	155,323,222	128,727,334
Intangible Assets	24,000,000	24,000,000
	<u>179,323,222</u>	<u>152,727,334</u>

	2013-2014 Rs.	2012-2013 Rs.
25. Other Expenses		
Power and Fuel	70,996,491	64,668,403
Rent [Refer Note 36]	3,122,464	2,973,776
Rates and Taxes	15,105,840	22,946,900
Repairs and Maintenance:		
- Building/ Yard	22,501,592	22,106,965
- Plant and Equipment	7,519,825	8,525,534
- Others	8,768,758	8,205,038
Insurance	17,421,051	17,007,178
Directors' Sitting Fees	1,320,000	1,140,000
Customs Staff Expenses	89,355	89,355
Printing and Stationery	5,090,751	5,831,410
Travelling and Conveyance	22,961,102	19,759,518
Motor Car Expenses	5,516,737	4,605,912
Communication	4,438,602	4,849,765
Advertising Expenses	3,555,736	4,216,039
Security Charges	34,872,768	25,904,967
Professional Fees	21,007,009	15,724,892
Auditors' Remuneration:		
- As Auditors	3,350,000	3,350,000
- As Advisors, or in any other capacity, in respect of Other Services	400,000	150,000
- Reimbursement of Out-of-Pocket Expenses	51,310	66,101
	3,801,310	3,566,101
Bad Debts	-	6,660,227
Less: Provision for Doubtful Debts Adjusted	-	(6,660,227)
	-	-
Provision for Doubtful Debts	2,092,190	7,541,354
Provision for Doubtful Ground Rent (Net)	-	4,691,725
Loss on Sale/ Disposal of Tangible Assets	666,200	676,192
Stamp Duty and Share Issue Expenses	24,440	18,274
Bank Charges	5,251,738	5,606,420
Miscellaneous	7,336,358	7,122,722
	263,460,317	257,778,440

	2013-2014 Rs.	2012-2013 Rs.
26 Contingent Liabilities:		
Bank Guarantees and Continuity Bonds issued in favour of The President of India through the Commissioners of Customs and in favour of Sales Tax Authorities.	3,169,549,585	6,139,649,585
Bank Guarantee and Continuity Bonds issued in favour of Punjab State Container and Warehousing Corporation Limited in respect of Operations and Management Contract of their CFS at Dronagiri Node, Nhava Sheva.	2,160,900,000	1,857,000,000
Corporate guarantees issued in favour of banks, financial institutions and State Industrial Development Corporation for loans taken by subsidiaries.	2,769,285,860	2,204,982,717
Claims made by the Party not acknowledged as debts		
- Container Corporation of India Limited [Refer Note 26(a)]	Not Ascertainable	Not Ascertainable
- Others	—	1,080,000
Disputed Income Tax Claims (including Interest and Penalty to the extent ascertainable) not acknowledged as debts [Refer Note 26(b)]	1,369,402,480	1,176,450,940
Disputed Income Tax Deducted at Source Claims (including Interest and Penalty to the extent ascertainable) not acknowledged as debts	—	4,854,380
Total	9,469,137,925	11,384,017,622

Notes:

- (a) The Company (“GDL”) and its Subsidiary Company, Gateway Rail Freight Limited (“GRFL”) are involved in an arbitration proceeding with Container Corporation of India Limited (“Concor”) in respect of agreements entered into by the parties for operation of container trains from the Inland Container Depot and Rail Siding of the Company at Garhi Harsaru, Gurgaon. Concor has raised claims on GDL and GRFL on various issues in respect to the aforesaid agreements. Based on legal opinion, the Management has taken a view that these claims are at a preliminary stage and the question of maintainability of the alleged disputes as raised by Concor under the aforesaid agreements is yet to be determined and are not sustainable. Pending conclusion of the arbitration, the parties are maintaining “status quo” in respect of the operations at Garhi Harsaru, Gurgaon.
- (b) Deputy Commissioner of Income Tax had issued orders under Section 143(3) of the Income Tax Act, 1961 of India (“the Income Tax Act”), for the Assessment Years 2008-2009, 2009-2010, 2010-2011 and 2011-2012, disallowing the claim of deduction by the Company under Section 80-IA(4)(i) of the Income Tax Act and other expenses and issued notices of demand under Section 156 of the Income Tax Act for recovery of additional income tax, dividend distribution tax and interest aggregating Rs. 923,368,106 and initiated proceedings to levy penalty. On appeal filed by the Company against the assessment orders, Commissioner of Income Tax (Appeals) had allowed the aforesaid deductions, except for claim of deduction of other expenses aggregating Rs. 30 Lacs, for the Assessment Years 2008-2009, 2009-2010 and 2010-2011. The Deputy Commissioner of Income Tax has appealed with Income Tax Appellate Tribunal against the aforesaid orders of Commissioner of Income Tax (Appeals) for the Assessment Years 2008-2009, 2009-2010 and 2010-2011. The appeal filed by the Company against the assessment order for Assessment Year 2011-2012 is pending hearing with the Commissioner of Income Tax (Appeals).

Deputy Commissioner of Income Tax had issued notices under Section 148 of the Income Tax Act, proposing to re-assess the Income for Assessment Years 2004-2005 to 2007-2008, disallowing the deduction under Section 80-IA(4)(i) of the Income Tax Act. The Company expects tax payable aggregating Rs. 446,034,374 (excluding interest) on the amount disallowed. The Company has filed a Writ petition against the notices with the Bombay High Court. The Bombay High Court has granted Ad Interim Stay against the notices.

Based on Lawyer and Tax Consultant’s opinion, the Management is of the opinion that the Company is entitled to deduction under Section 80-IA(4)(i) of the Income Tax Act for the Assessment Years 2004-2005 to 2011-2012 and hence, no provision for the aforesaid demand/ notices has been made till March 31, 2014.

27 Commitments:

a) Capital Commitment:

Estimated amount of contracts remaining to be executed on capital account and not provided for is Rs. Nil (Previous year: Rs. 9,886,291).

b) Other Commitments:

The Company has imported capital goods under the Export Promotion Capital Goods Scheme of the Government of India at concessional rates of duty under obligation to:

- i) export cargo handling services of Rs. 95,533,133 (Previous year: Rs. 95,533,133) within a period of 8 years from July 26, 2010 and to maintain an average of the past three years' export performance of Rs. 52,609,681.
- ii) export cargo handling services of Rs. 96,396,678 (Previous year: Rs. 96,396,678) within a period of 8 years from June 11, 2012 and to maintain an average of the past three years' export performance of Rs. 51,969,884.

28 Segment Reporting

Primary Segment:

In accordance with Accounting Standard 17 – “Segment Reporting” notified under the Act, read with General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013, the Company has determined its business segment as “Container Freight Station”. Since 100% of the Company's business is from Container Freight Station, there are no other primary reportable segments. Thus, the segment revenue, segment results, total carrying amount of segment assets, total carrying amount of segment liabilities, total cost incurred to acquire segment assets, total amount of charge for depreciation during the year is as reflected in the Financial Statements as of and for the year April 1, 2013 to March 31, 2014.

Secondary Segment:

The Company's operations are such that all activities are confined only to India and hence, there is no secondary reportable segment relating to the Company's business.

29 Related Party Disclosures

Related Party Disclosures, as required by Accounting Standard 18 – “Related Party Disclosures”, notified under the Act, read with General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 are given below:

Subsidiary Companies:

- i. Gateway East India Private Limited (GEIPL)
- ii. Gateway Distriparks (South) Private Limited (GDSPL)
- iii. Gateway Rail Freight Limited (GRFL)
- iv. Gateway Distriparks (Kerala) Limited (GDKL)
- v. Snowman Logistics Limited (SLL)
- vi. Container Gateway Limited (CGL) (Subsidiary of GRFL)
- vii. Chandra CFS and Terminal Operators Private Limited (CCTPL) (Subsidiary of GDSPL)

Key Management Personnel: Mr. Prem Kishan Gupta, Deputy Chairman and Managing Director

Relative: Mr. Ishaan Gupta: Manager - Corporate Planning (upto May 25, 2012) Director (w.e.f. May 26, 2012)

Rs.

Sr. No.	Particulars	Subsidiary Companies		Key Management Personnel	
		2013-2014	2012-2013	2013-2014	2012-2013
	Transactions during the year:				
1	Commission	–	–	10,000,000	10,000,000
2	Sitting Fees	–	–	140,000	120,000
3	Remuneration to a relative	–	–	–	72,309
4	Commission to a relative	–	–	500,000	800,000

Rs.

Sr. No.	Particulars	Subsidiary Companies		Key Management Personnel	
		2013-2014	2012-2013	2013-2014	2012-2013
5	Sitting Fees to a relative	–	–	140,000	100,000
6	Recovery of Operations and Management Fees - GRFL	9,837,000	9,837,000	–	–
7	i. Refund of Share Application Money - GEIPL	–	(14,298,438)	–	–
	ii. (Refund)/ Payment of Share Application Money - GDKL	(147,535,960)	66,634,159	–	–
8	Investment in Equity Shares:				
	i. GRFL	–	9,900,000*	–	–
	ii. SLL	439,635,000*	–	–	–
9	Reimbursement of payroll cost - GEIPL	332,680	277,472	–	–
	Closing Balances:				
1	Investment in Equity Shares:				
	i. GEIPL	148,400,000	148,400,000	–	–
	ii. GDSPL	134,280,767	134,280,767	–	–
	iii. GRFL	1,972,600,000	1,972,600,000	–	–
	iv. GDKL	138,300,000	138,300,000	–	–
	v. SLL	1,041,699,178	602,064,178	–	–
2	Investment in Zero Coupon Redeemable Preference Shares - GRFL	1,150,000,000	1,150,000,000	–	–
3	Share Application Money:				
	i. GDKL	157,721,987	305,257,947	–	–
4	Payable to Key Management Personnel	–	–	9,000,000	9,000,000

(*Acquired from shareholders)

30 Computation of Earnings Per Share (Basic and Diluted)

The number of shares used in computing Basic Earnings Per Share (EPS) is the weighted average number of shares outstanding during the year. The number of shares used in computing Diluted EPS comprises of weighted average shares considered for deriving Basic EPS, and also the weighted average number of equity shares which would be issued on exercise of options under the Employees Stock Option Plan 2005.

Particulars	2013-2014 Rs.	2012-2013 Rs.
I. Profit Computation for both Basic and Diluted Earnings per Share of Rs. 10 each		
Net Profit as per the Statement of Profit and Loss available for Equity Shareholders (in Rupees)	370,730,569	575,550,293
II. Weighted average number of Equity Shares for Earnings per Share computation		
For Basic Earnings Per Share	108,566,150	108,415,613
Add: Weighted average outstanding employee stock options deemed to be issued for no consideration	40,617	73,169
No. of Shares for Diluted Earnings Per Share	108,606,767	108,488,782
III. Earnings Per Share in Rupees (Weighted Average)		
- Basic	3.41	5.31
- Diluted	3.41	5.31

31 Value of Imports calculated on CIF basis

Particulars	2013-2014 Rs.	2012-2013 Rs.
Capital Goods	–	47,558,520

32 Expenditure in Foreign Currency

Particulars	2013-2014 Rs.	2012-2013 Rs.
Professional Fees	279,000	1,345,250
Travelling Expenses	9,378,337	7,437,980
Director's Commission	2,500,000	3,300,000
Directors' Sitting Fees	260,000	–
Interest on Buyers' Credit	1,897,465	3,505,152

33 Remittances in Foreign Currency

Net Dividends remitted in Foreign Currency to non-resident Shareholders:

For the Year	Nature of Dividend	No. of Share Holders	No. of Equity Shares	2013-2014 Rs.	2012-2013 Rs.
2012-2013	First Interim	9	17,904,061	–	71,616,244
2012-2013	Second Interim	9	17,904,061	–	53,712,183
2013-2014	First Interim	9	18,404,061	73,616,244	–

34 Proposed Dividend

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
The Proposed Interim Dividend for the year is as follows:		
On Equity Shares of Rs. 10 each:		
- Amount of Dividend Proposed	325,819,752	–
- Dividend per Equity Share	Rs. 3 per share	–

35 Disclosure of Derivatives

The foreign currency outstanding that has not been hedged by any derivative instrument or otherwise as at March 31, 2014 are as follows:

Particulars	Foreign Currency Denomination	Foreign Currency Amount	Amount in Rs.	Foreign Currency Amount	Amount in Rs.
		31-Mar-14	31-Mar-14	31-Mar-13	31-Mar-13
Liabilities (Buyers' Credit)	Euro	646,000	54,173,560	1,606,000	113,769,040
Liabilities (Interest Accrued but not due on Buyers' Credit)	Euro	9,760	818,472	27,073	1,917,869

The foreign currency outstanding has been translated at the rates of exchange prevailing on the Balance Sheet date in accordance with Accounting Standard 11 – "The Effects of Changes in Foreign Exchange Rates (Revised 2003)".

- 36** The Company has taken office premises under non-cancellable operating lease and lease rent of Rs. 3,122,464 (Previous year: Rs. 2,973,776) has been included under the head "Other Expenses - Rent" under Note 25.

Rs.

Particulars Lease Rentals	Minimum Future Lease Rentals			Amount recognised during the year
	Due within 1 year	Due later than 1 year and not later than 5 years	Due later than 5 years	
2013-2014	2,149,880	–	–	3,122,464
2012-2013	3,122,444	2,149,880	–	2,973,776

37 Disclosure for AS 15 (Revised)

The Company has classified various benefits provided to employees as under:-

I. Defined Contribution Plans

a. Provident Fund

b. State Defined Contribution Plan

- Employers' Contribution to Employee's Pension Scheme 1995

During the year, the Company has recognised the following amounts in the Statement of Profit and Loss:

- Employers' Contribution to Provident Fund * Rs. 5,983,942 (Previous year: Rs. 5,528,429) [Includes EDLI charges and Employers' Contribution to Employee's Pension Scheme 1995]

* Included in Contribution to Provident and Other Funds (Refer Note 22)

II. Defined Benefit Plan

Gratuity

In accordance with Accounting Standard 15, actuarial valuation was done in respect of the aforesaid defined benefit plan of gratuity based on the following assumptions:-

(% per annum)

	2013-2014	2012-2013
Discount Rate	9.33	8.00
Rate of increase in Compensation Levels	9.50	8.50
Rate of Return on Plan Assets	8.70	8.70

Particulars	2013-2014		2012-2013	
	Funded	Non-Funded	Funded	Non-Funded
	Rs.	Rs.	Rs.	Rs.
Change in the Present Value of Obligation				
Present Value of Obligation at the beginning of the year	14,884,388	3,488,332	13,747,934	2,969,383
Interest Cost	1,190,751	279,067	1,168,574	252,398
Current Service Cost	1,584,506	429,798	1,662,864	358,049
Past Service Cost	–	–	–	–
Curtailment Cost/ (Credit)	–	–	–	–
Settlement Cost/ (Credit)	–	–	–	–
Benefits Paid	–	–	(1,170,618)	(37,668)
Actuarial (Gain)/ Loss on Obligations	(1,016,458)	82,727	(524,366)	(53,830)
Present Value of Obligation at the end of the year	16,643,187	4,279,924	14,884,388	3,488,332

Particulars	2013-2014		2012-2013	
	Funded	Non-Funded	Funded	Non-Funded
	Rs.	Rs.	Rs.	Rs.
Change in Fair Value of Plan Assets				
Fair Value of Plan Assets as at beginning of the year	5,548,710	–	5,437,876	–
Expected Return on Plan Assets	477,189	–	467,657	–
Actuarial Gain/ (Loss) on Plan Assets	4,629	–	(36,205)	–
Contributions	–	–	850,000	–
Benefits paid	–	–	(1,170,618)	–
Settlements	–	–	–	–
Fair Value of Plan Assets as at end of the year	6,030,528	–	5,548,710	–
Percentage of each Category of Plan Assets to total Fair Value of Plan Assets as at March 31, 2014				
The Plan Assets are administered by Tata AIA Life Insurance Company Limited as per Investment Pattern stipulated for Pension and Group Schemes Fund by Insurance Regulatory and Development Authority regulations.				
Reconciliation of Present Value of Defined Benefit Obligation and the Fair Value of Assets				
Present Value of Funded Obligation as at end of the year	16,643,187	4,279,924	14,884,388	3,488,332
Fair Value of Plan Assets as at end of the year	6,030,528	–	5,548,710	–
Funded (Asset)/ Liability recognised in the Balance Sheet	(6,030,528)	–	(5,548,710)	–
Present Value of Unfunded Obligation as at end of the year	10,612,659	4,279,924	9,335,678	3,488,332
Unrecognised Past Service Cost	–	–	–	–
Unrecognised Actuarial (Gain)/ Loss	–	–	–	–
Unfunded Net (Asset)/ Liability Recognised in Balance Sheet**	10,612,659	4,279,924	9,335,678	3,488,332
** Included under Provisions "Gratuity" (Refer Notes 6 and 9)				
Amount recognised in the Balance Sheet				
Present Value of Obligation as at end of the year	16,643,187	4,279,924	14,884,388	3,488,332
Fair Value of Plan Assets as at end of the year	6,030,528	–	5,548,710	–
(Asset)/ Liability recognised in the Balance Sheet***	10,612,659	4,279,924	9,335,678	3,488,332
*** Included under Provisions "Gratuity" (Refer Notes 6 and 9)				
Expenses Recognised in the Statement of Profit and Loss				
Current Service Cost	1,584,506	429,798	1,662,864	358,049
Past Service Cost	–	–	–	–
Interest Cost	1,190,751	279,067	1,168,574	252,398
Expected Return on Plan Assets	(477,189)	–	(467,657)	–
Curtailment Cost/ (Credit)	–	–	–	–
Settlement Cost/ (Credit)	–	–	–	–
Net actuarial (Gain)/ Loss recognised in the year	(1,021,087)	82,727	(488,161)	(53,830)
Total Expenses recognised in the Statement of Profit and Loss Included in Gratuity (Refer Note 22)	1,276,981	791,592	1,875,620	556,617
Expected Contribution for Next Year	2,916,322	–	2,807,414	–

Details of Present Value of Obligation, Plan Assets and Experience Adjustment:

Rs.

	2013-2014	2012-2013	2011-2012	2010-2011	2009-2010
Present value of obligation					
- Funded	16,643,187	14,884,388	13,747,934	10,934,854	7,481,668
- Unfunded	4,279,924	3,488,332	2,969,383	2,617,444	2,180,153
Fair value of plan assets	6,030,528	5,548,710	5,437,876	4,793,549	3,644,679
(Surplus)/Deficit	14,892,583	12,824,010	11,279,441	8,758,749	6,017,142
Experience Adjustments:					
(Gain)/ Loss on funded plan liabilities	(542,854)	(527,443)	904,059	1,101,925	(282,303)
Gain/ (Loss) on funded plan assets	4,629	(36,205)	(159,253)	29,578	341,776
(Gain)/ Loss on unfunded plan liabilities	283,326	(54,967)	(99,878)	(353,625)	(554,551)
(Gain) / Loss on funded plan liabilities due to change in actuarial assumptions	(473,604)	3,077	(328,761)	788,876	—
(Gain) / Loss on unfunded plan liabilities due to change in actuarial assumptions	(200,599)	1,137	(110,097)	279,096	—

Other Employee Benefit Plan:

The liability for leave encashment and compensated absences as at year end is Rs. 9,993,813 (Previous year: Rs. 9,198,321).

38 The Board of Directors of the Company had passed resolution on February 6, 2013 approving the Scheme for amalgamation ("Scheme") of wholly owned Subsidiary Company - Gateway Distriparks (South) Private Limited with the Company with the appointed date for amalgamation as April 1, 2013. The Board of Directors of the Company have amended the Scheme at their meeting held on January 31, 2014, by changing the Appointed Date to April 1, 2014. The procedures for the amalgamation are yet to be completed.

39 Previous year's figures have been rearranged to conform with current year's presentation, where applicable.

For **Price Waterhouse**
Firm Registration No.: FRN 301112E
Chartered Accountants

Partha Ghosh
Partner
Membership No.: 55913

Place: Mumbai
Date: May 1, 2014

For and on behalf of the Board of Directors

Prem Kishan Gupta **Shabbir Hassanbhai**
Deputy Chairman and Director
Managing Director

R. Kumar
Deputy Chief Executive Officer and Chief Finance
Officer cum Company Secretary

Place: Mumbai
Date: May 1, 2014



Independent Auditors' Report

To the Board of Directors of Gateway Distriparks Limited

1. We have audited the accompanying consolidated financial statements (the "Consolidated Financial Statements") of Gateway Distriparks Limited ("the Company") and its subsidiaries; hereinafter referred to as the "Group" (refer Note 1(ii)(b) to the attached consolidated financial statements) which comprise the consolidated Balance Sheet as at March 31, 2014, and the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information which we have signed under reference to this report.

Management's Responsibility for the Consolidated Financial Statements

2. The Company's Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the consolidated financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. We report that the consolidated financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standard (AS) 21 – Consolidated Financial Statements notified under the Companies Act, 1956 read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
7. Based on our audit and on consideration of reports of other auditors on separate financial statements and on the other financial information of the components of the Group as referred to in paragraph 8 below, and to the best of our information and according to the explanations given to us, in our opinion, the accompanying consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2014;
 - (b) in the case of the consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
 - (c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Other Matter

8. We did not audit the financial statements of three subsidiaries included in the consolidated financial statements, which constitute total assets of Rs. 908,961,849 and net assets of Rs. 683,483,119 as at March 31, 2014, total revenue of Rs. 93,862,577, net loss of Rs. 10,610,615 and net cash outflows amounting to Rs. 8,641,060 for the year then ended. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us, and our opinion on the consolidated financial statements to the extent they have been derived from such financial statements is based solely on the report of such other auditors.

For **Price Waterhouse**
Firm Registration Number: FRN 301112E
Chartered Accountants

Place: Mumbai
Date: May 1, 2014

Partha Ghosh
Partner
Membership Number: 55913



Consolidated Balance Sheet

as at March 31, 2014

	Note	31.03.2014 Rs.	31.03.2013 Rs.
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	1,086,065,840	1,085,046,340
Reserves and Surplus	3	7,280,230,194	6,801,822,895
		<u>8,366,296,034</u>	<u>7,886,869,235</u>
Minority Interest	4A	1,257,348,214	806,373,067
Compulsory Convertible Preference Shares	4B	2,958,000,000	2,958,000,000
Non-Current Liabilities			
Long-term Borrowings	5	2,222,372,130	1,952,640,726
Deferred Tax Liabilities (Net)	6	39,766,086	87,567,354
Long-term Provisions	7	63,418,107	64,168,818
		<u>2,325,556,323</u>	<u>2,104,376,898</u>
Current Liabilities			
Short-term Borrowings	8	539,125,993	140,258,203
Trade Payables	9	339,198,837	273,562,244
Other Current Liabilities	10	973,311,914	932,345,677
Short-term Provisions	11	403,187,674	20,063,273
		<u>2,254,824,418</u>	<u>1,366,229,397</u>
TOTAL		<u>17,162,024,989</u>	<u>15,121,848,597</u>
ASSETS			
Non-Current Assets			
Fixed Assets			
- Tangible Assets	12	11,437,729,336	10,559,120,015
- Intangible Assets	13	590,026,263	635,361,887
Capital Work-in-Progress		759,945,097	563,926,224
Intangible assets under development		-	920,004
Goodwill on Consolidation		553,114,849	510,542,521
		<u>13,340,815,545</u>	<u>12,269,870,651</u>
Long-term Loans and Advances	14	823,892,370	510,421,563
Other Non-Current Assets	15	138,382,600	163,658,769
		<u>14,303,090,515</u>	<u>12,943,950,983</u>
Current Assets			
Current Investments	16	340,339,335	633,036
Trade Receivables	17	1,135,513,889	963,810,872
Cash and Bank Balances	18	1,148,961,139	927,149,101
Short-term Loans and Advances	19	187,396,383	246,231,645
Other Current Assets	20	46,723,728	40,072,960
		<u>2,858,934,474</u>	<u>2,177,897,614</u>
TOTAL		<u>17,162,024,989</u>	<u>15,121,848,597</u>
Significant Accounting Policies	1		

The Notes are an integral part of these Financial Statements.
In terms of our report of even date.

For **Price Waterhouse**
Firm Registration No.: FRN 301112E
Chartered Accountants

Partha Ghosh
Partner
Membership No.: 55913

Place: Mumbai
Date: May 1, 2014

For and on behalf of the Board of Directors

Prem Kishan Gupta
Deputy Chairman and
Managing Director

Shabbir Hassanbhai
Director

R. Kumar
Deputy Chief Executive Officer and Chief Finance
Officer cum Company Secretary

Place: Mumbai
Date: May 1, 2014

Consolidated Statement of Profit and Loss

for the year ended March 31, 2014

	Note	2013-2014 Rs.	2012-2013 Rs.
REVENUES			
Revenue from Operations	21	10,127,884,441	9,540,737,322
Other Income	22	171,049,605	154,920,248
Total Revenue		10,298,934,046	9,695,657,570
EXPENSES			
Operating Expenses	23	6,029,005,810	5,736,368,317
Employee Benefits Expense	24	483,682,740	464,238,663
Purchases of Stock-in-Trade		–	8,231,067
Changes in inventories of Stock-in-Trade		–	536,670
Finance Costs	25	278,999,822	163,799,728
Depreciation and Amortisation Expense	26	801,385,618	698,545,038
Other Expenses	27	1,043,598,229	890,445,033
Total Expenses		8,636,672,219	7,962,164,516
Profit before exceptional and extraordinary items and tax		1,662,261,827	1,733,493,054
Exceptional items		–	–
Profit before extraordinary items		1,662,261,827	1,733,493,054
Extraordinary items		–	–
Profit before tax		1,662,261,827	1,733,493,054
Tax Expense			
Current year [Refer Note 1(x)]		412,503,564	368,439,639
Minimum Alternate tax credit entitlement (availed)/ utilised [Refer Notes 1(x) and 19(a)]		(170,484,032)	57,539,186
For earlier years		(4,491,087)	3,886,059
Deferred Tax [Refer Notes 1(x) and 6]		(47,801,268)	(56,573,828)
Profit after tax before share of results of minority interest		1,472,534,650	1,360,201,998
Minority Interest		(114,196,210)	(93,339,593)
Profit for the year		1,358,338,440	1,266,862,405
Earnings Per Equity Share [Face Value Rs. 10 per Share (Previous year: Rs. 10)]			
- Basic	31	12.51	11.69
- Diluted		12.51	11.68
Significant Accounting Policies	1		

The Notes are an integral part of these Financial Statements.
In terms of our report of even date.

For **Price Waterhouse**
Firm Registration No.: FRN 301112E
Chartered Accountants

Partha Ghosh
Partner
Membership No.: 55913

Place: Mumbai
Date: May 1, 2014

For and on behalf of the Board of Directors

Prem Kishan Gupta
Deputy Chairman and
Managing Director

Shabbir Hassanbhai
Director

R. Kumar
Deputy Chief Executive Officer and Chief Finance
Officer cum Company Secretary

Place: Mumbai
Date: May 1, 2014

Consolidated Cash Flow Statement

for the year ended March 31, 2014

		2013-2014 Rs.	2012-2013 Rs.
A. Cash flow from operating activities:			
Profit before Tax		1,662,261,827	1,733,493,054
Adjustment for:			
Depreciation and Amortisation Expense		801,385,618	698,545,038
Provision for Doubtful Debts		34,653,194	11,901,177
Provision for Doubtful Advance		-	12,392,843
Employees Stock Options Expense		1,933,860	2,572,599
Finance Costs		278,999,822	163,799,728
Interest Income		(100,036,058)	(117,675,304)
Dividend Income on Mutual Fund		(8,860,221)	(633,036)
Loss on Sale/ Disposal of Tangible Assets		2,656,575	86,433
(Write Back)/ Provision for Doubtful Ground Rent		(14,840,612)	15,617,175
Bad Debts Written off		670,948	601,616
Provision for Contingencies Written Back		(100,000)	(9,918,572)
Liabilities/ Provisions/ Auction Surplus no Longer Required Written Back		(22,900,884)	(29,712,595)
Operating profit before working capital changes		2,635,824,069	2,481,070,156
Adjustments for change in working capital:			
- Decrease/ (Increase) in Inventories		-	536,670
- Decrease/ (Increase) in Trade Receivables		(207,027,159)	(312,642,288)
- Decrease/ (Increase) in Long-term Loans and Advances		(52,608,186)	(25,810,537)
- Decrease/ (Increase) in Short-term Loans and Advances		16,935,320	(87,670,918)
- Decrease/ (Increase) in Other Assets		17,773,102	(10,681,159)
- Increase/ (Decrease) in Trade Payables		65,636,593	51,559,099
- Increase/ (Decrease) in Other Liabilities and Provisions		26,830,613	120,987,398
Cash generated from operations		2,503,364,352	2,217,348,421
- Less: Taxes Paid		405,133,144	284,575,999
Net cash from operating activities	(A)	2,098,231,208	1,932,772,422
B. Cash flow from investing activities:			
Purchase of Tangible Assets (including Capital Work-in- Progress and capital advances and net of capital creditors)		(1,978,867,601)	(2,329,528,608)
Purchase of Intangible Assets (including intangible assets under development)		(5,457,756)	(63,834,504)
Insurance Claim received towards Fixed Assets damaged by fire		102,879,536	-
Sale of Tangible Assets		20,246,683	10,249,919
Purchase of Current Investments		(339,706,299)	-
Fixed Deposits matured		(194,605,350)	523,740,163
Increase in Minority Interest		336,121,231	49,940,095
Assets acquired / Goodwill on acquisition of subsidiaries		(43,350,376)	(277,409,035)
Dividend Income on Mutual Fund		8,860,221	-
Interest Received		88,674,478	155,032,022
Net cash used in investing activities	(B)	(2,005,205,233)	(1,931,809,948)

		2013-2014 Rs.	2012-2013 Rs.
C. Cash flow from financing activities:			
Proceeds from fresh Issue of Shares		9,809,684	22,048,331
Proceeds from Long-term Borrowings		649,316,031	1,209,614,193
Repayment of Long-term Borrowings		(373,011,937)	(109,878,174)
Proceeds from Short-term Borrowings		398,867,790	140,258,203
Finance Costs Paid		(268,438,161)	(148,087,132)
Payment of Dividend		(434,229,336)	(1,084,077,365)
Payment of Dividend Tax		(73,797,276)	(175,864,451)
Net cash used in financing activities	(C)	(91,483,205)	(145,986,395)
Net Increase/ (Decrease) in Cash and Cash Equivalents	(A+B+C)	1,542,770	(145,023,921)
Cash and Cash Equivalents at the beginning of the year		696,266,101	841,290,022
Cash and Cash Equivalents at the year end		697,808,871	696,266,101
Net Increase/ (Decrease) in Cash and Cash Equivalents		1,542,770	(145,023,921)
		31.03.2014	31.03.2013
		Rs.	Rs.
Cash and Cash Equivalents comprise: (Refer Note 18)			
Balances with Banks		209,721,934	293,183,943
Bank Deposits with maturity less than 3 months		466,107,304	390,253,000
Cheques, Drafts on Hand		19,617,878	9,944,505
Cash on Hand		2,361,755	2,884,653
Cash and Cash Equivalents at the year end		697,808,871	696,266,101

Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard-3 on "Cash Flow Statements" notified under the Companies Act, 1956, of India read with General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
- Previous year's figures have been regrouped/ rearranged wherever necessary.

This is the Cash Flow Statement referred to in our report of even date.

For **Price Waterhouse**
Firm Registration No.: FRN 301112E
Chartered Accountants

Partha Ghosh
Partner
Membership No.: 55913

Place: Mumbai
Date: May 1, 2014

For and on behalf of the Board of Directors

Prem Kishan Gupta **Shabbir Hassanbhai**
Deputy Chairman and Director
Managing Director

R. Kumar
Deputy Chief Executive Officer and Chief Finance
Officer cum Company Secretary

Place: Mumbai
Date: May 1, 2014

Notes to the Consolidated Financial Statements

for the year ended March 31, 2014

General Information

Gateway Distriparks Limited (the 'Company') and its subsidiary companies are engaged in business of Container Freight Stations / Inland Container Depots at various locations, transportation of cargo by containers on Indian Railways Network, road transportation of containers / cargo / chilled and frozen products and operating storage facilities at cold stores at various locations in India. The Company was incorporated on April 6, 1994. The Company's equity shares are listed in Bombay Stock Exchange and National Stock Exchange.

The Container Freight Stations are located at Navi Mumbai, Chennai, Vishakhapatnam and Kochi.

The Company's Subsidiary Gateway Rail Freight Limited operates Inland Container Depots, which are located at Garhi Harsaru (Gurgaon), Sahnewal (Ludhiana), Asaoti (Faridabad) and Kalamboli (Navi Mumbai). The rakes carrying containers with cargo (Exim/ Domestic / Refrigerated / Empties) are operated on the Indian Railways network. Trailers are used to carry containers and cargo to the location of the premises of the customers.

The Company's subsidiary Snowman Logistics Limited operates storage facilities at cold stores at various locations in India. Chilled and frozen products are stored on behalf of customers at these cold stores and are transported by refrigerated trucks to various locations in India.

1 Significant Accounting Policies:

(i) Basis of Accounting:

The Consolidated Financial Statements of the Company and its subsidiary companies, Gateway East India Private Limited, Gateway Distriparks (South) Private Limited, Gateway Rail Freight Limited, Gateway Distriparks (Kerala) Limited, Container Gateway Limited [subsidiary company of Gateway Rail Freight Limited], Chandra CFS and Terminal Operators Private Limited [Subsidiary Company of Gateway Distriparks (South) Private Limited] and Snowman Logistics Limited (collectively referred to as "the Group") have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to circular 15/2013 dated September 13, 2013 read with circular 08/2014 dated April 04, 2014, till the Standards of Accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply.

Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting standards) Rules, 2006 as amended] and other relevant provisions of the Companies Act, 1956 of India (the "Act") to the extent possible in the same format as that adopted by the Company for its separate financial statements.

(ii) Principles of consolidation:

(a) The consolidated financial statements have been prepared on the following basis:

- Subsidiaries are consolidated from the date on which control is transferred to the Group and are not consolidated from the date that control ceases.
- The financial statements of the Company and its Subsidiary Companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses. Intra-group balances and intra-group transactions and resulting profits/ losses are eliminated in full.
- The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.
- The excess cost of the Company of its investment in the subsidiaries is recognised in the financial statements as goodwill on consolidation. The excess of the Company's portion of equity and reserves of the subsidiaries at the time of its investment is treated in the financial statements as capital reserve.

(b) The subsidiary companies considered in the consolidated financial statements are:

Name of the Company	Country of Incorporation	% voting power as at March 31, 2014	% voting power as at March 31, 2013
Gateway East India Private Limited (GEIPL)	India	100% (Shares allotted / acquired on November 23, 2004, on November 22, 2006, on June 3, 2008 and on February 4, 2009)	100% (Shares allotted / acquired on November 23, 2004, on November 22, 2006, on June 3, 2008 and on February 4, 2009)
Gateway Distriparks (South) Private Limited (GDSPL)	India	100% (Shares acquired on December 1, 2004)	100% (Shares acquired on December 1, 2004)
Gateway Rail Freight Limited (GRFL)	India	98.31% (Shares allotted / acquired on November 21, 2006, on March 17, 2008, on October 24, 2008, on April 6, 2009, on December 28, 2010, on April 27, 2011 and on February 5, 2013)	98.31% (Shares allotted / acquired on November 21, 2006, on March 17, 2008, on October 24, 2008, on April 6, 2009, on December 28, 2010, on April 27, 2011 and on February 5, 2013)
Gateway Distriparks (Kerala) Limited (GDKL)	India	60% (Shares allotted on March 5, 2007 and on February 23, 2012)	60% (Shares allotted on March 5, 2007 and on February 23, 2012)
Snowman Logistics Limited (SLL)	India	54.19% (Shares allotted/ acquired on November 22, 2006, on December 17, 2009, on May 25, 2012, on August 2, 2013 and on March 11, 2014)	53.17% (Shares allotted/ acquired on November 22, 2006, on December 17, 2009 and on May 25, 2012)
Container Gateway Limited (CGL)	India	51% held by subsidiary company, GRFL (Shares allotted/ acquired on October 27, 2010)	51% held by subsidiary company, GRFL (Shares allotted/ acquired on October 27, 2010)
Chandra CFS and Terminal Operators Private Limited (CCATOPL)	India	100% held by subsidiary company, GDSPL (Shares acquired on February 4, 2013)	100% held by subsidiary company, GDSPL (Shares acquired on February 4, 2013)

(iii) Tangible and Intangible Assets and Depreciation/ Amortisation:

- (a) Tangible and Intangible Assets are stated at cost of acquisition or construction less accumulated depreciation/ amortisation and accumulated impairment losses, if any. The Group capitalises all costs relating to the acquisition, installation and construction of Tangible and Intangible Assets, up to the date when the assets are ready for commercial use. Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the Statement of Profit and Loss. Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.
- (b) Depreciation on additions/ deletions to Tangible and Intangible Assets is calculated on pro-rata basis from the month of such additions/ deletions. The Group provides depreciation on straight-line method at the rates specified under Schedule XIV to the Act or based on useful life whichever is higher, except for:
- Leasehold Land / Premium/ Improvements, which are being amortised over the lease period;
 - Rail Siding, which is being amortised over a period of twenty years based on useful life estimated by the Management;
 - Reach Stackers and forklifts (included in Yard Equipments) and containers are depreciated over a period of ten years;
 - Upfront fees of Punjab Conware's Container Freight Station ("CFS"), is being amortised over the balance period of the Operations and Management Agreement of the CFS with effect from July 1, 2007 (balance life as on March 31, 2014 is 7 years and 10 months);

- Technical Know-How, which is being amortised over a period of agreement (i.e. five years) from the date of technology being put to use or over balance period of agreement from the date of commencement of the commercial operations, whichever is later;
- Rail License fees paid towards concession agreement, which is being amortised over the period of agreement (i.e. twenty years) from the date of commencement of commercial operations; and
- Additions/ construction of Building, Electrical Installations, Furniture and Fixtures and Office Equipments at Punjab Conware CFS is being amortised over the balance period of the Operations and Management Agreement of the CFS with effect from July 1, 2007.

(c) Assets individually costing less than Rs. 5,000 are fully depreciated in the year of acquisition/ construction.

(d) Goodwill on consolidation is not amortised but it is tested for impairment at the end of every financial year.

(e) Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/ cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

(iv) Incidental Expenditure Pending Capitalisation:

Incidental and Pre-operative Expenditure Pending Capitalisation/ Allocation represents expenses incurred prior to commencement of Container Freight Station (CFS) of Container Gateway Limited, which will be allocated to the cost of the fixed assets on commencement of operations.

(v) Borrowing Cost:

Borrowing costs directly attributable to the acquisition/ construction of an asset are apportioned to the cost of the Fixed Assets up to the date on which the asset is put to use/commissioned.

(vi) Investments:

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower.

(vii) Foreign Currency Transactions:

Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Subsequent Recognition

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period. With respect to long-term foreign currency monetary items, from April 1, 2011 onwards, the Group has adopted the following policy:

- Foreign exchange difference on account of a depreciable asset, is adjusted in the cost of the depreciable asset, which would be depreciated over the balance life of the asset
- In other cases, the foreign exchange difference is accumulated in a Foreign Currency Monetary Item Translation Difference Account, and amortised over the balance period of such long term asset/ liability

A monetary asset or liability is termed as a long-term foreign currency monetary item, if the asset or liability is expressed in a foreign currency and has a term of 12 months or more at the date of origination of the asset or liability.

Exchange differences on restatement of all other monetary items are recognised in the Statement of Profit and Loss.

(viii) Employment Benefits:

(a) Defined Contribution Plan

Contribution towards Provident Fund and Pension Scheme for employees is made to the Regulatory Authorities which are recognised by the Income Tax Authorities and administered through appropriate authorities, where the Group has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Group does not carry any further obligations, apart from the contributions made on a monthly basis.

(b) Defined Benefit Plan

The Group provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The gratuity scheme is funded through Comprehensive Gratuity Policy - cum - Group Term Life Insurance Policy from Tata AIA Life Insurance Company Limited and Life Insurance Corporation of India, except for employees of Punjab Conware's CFS, the operations wherein are taken over by the Company under Operations and Management Agreement, Gateway Distriparks (Kerala) Limited, Container Gateway Limited, Gateway Distriparks (South) Private Limited, Gateway East India Private Limited and Gateway Rail Freight Limited. The Company's liability is actuarially determined by an independent actuary (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise.

(c) Other Employee Benefits

Compensated Absences: Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Group's liability is actuarially determined by an independent actuary (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise.

(d) Termination Benefits:

Termination benefits in the nature of voluntary retirement benefits are recognised in the Statement of Profit and Loss as and when incurred.

(ix) Revenue Recognition:

- (a) Income from Container Handling, Transport and Storage are recognised on delivery of the container/ cargo. Income from Temperature Controlled Services are accrued on completion of the service. Income from commission on consignment sales is recognised on the completion of consignment sales. Income from Ground Rent is recognised for the period the container is lying in the Container Freight Station/ Inland Container Depot. However, in case of long standing containers, the Income from Ground Rent is not accrued for a period beyond 60 days on a consistent basis as per the prevailing business practice. Income from Rail and Road transportation are recognised on completion of respective services and as per the terms of the contract. Income from operations are recognised net of trade discounts, rebates, sales taxes and service tax.
- (b) Income from auction sales is generated when the Group auctions long-standing cargo that has not been cleared by customs. Revenue and expenses for Auction Sales are recognised when auction is completed after obtaining necessary approvals from appropriate authorities. Auction Sales include recovery of the

cost incurred in conducting auctions, customs duties on long-standing cargo and accrued ground rent and handling charges relating to long-standing cargo. Surplus, out of auctions, if any, after meeting all expenses and the actual ground rent, is credited to a separate account 'Auction Surplus' and is shown under the head 'Other Current Liabilities'. Unclaimed Auction Surplus, if any, in excess of one year is written back as 'Income' in the following financial year.

- (c) Interest: Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

(x) Current and Deferred Tax:

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Group reassesses unrecognised deferred tax assets, if any.

Minimum Alternate Tax credit is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Group will pay normal income tax during the specified period.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

(xi) Employees' Stock Option Scheme:

Equity settled stock options granted under "ESOP Scheme" are accounted for as per the accounting treatment prescribed by Employee Stock Option Scheme and Employee Stock Purchase Guidelines, 1999, issued by Securities and Exchange Board of India and the Guidance Note on Employee Share-based Payments issued by the Institute of Chartered Accountants of India. The intrinsic value of the option being excess of market value of the underlying share immediately prior to date of grant over its exercise price is recognised as deferred employee compensation with a credit to employee stock option outstanding account. The deferred employee compensation is charged to Statement of Profit and Loss on straight line basis over the vesting period of the option. The options that lapse are reversed by a credit to employee compensation expense, equal to the amortised portion of value of lapsed portion and credit to deferred employee compensation expense equal to the unamortised portion.

(xii) Segment Reporting:

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Further, intersegment revenue have been accounted for based on the transaction price agreed to between segments which is primarily market based. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocated corporate expenses/income".

(xiii) Provisions and Contingent Liabilities:

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

(xiv) Leases:

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease.

(xv) Inventories:

Inventories are stated at lower of cost and net realisable value. Cost means only the purchase cost of the goods. Net Realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to record the sale.

(xvi) Earnings per Share:

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Group's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

(xvii) Cash and Cash Equivalents:

In the cash flow statement, cash and cash equivalents includes cash on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

	31.03.2014 Rs.	31.03.2013 Rs.
2. Share Capital		
Authorised: 125,000,000 (Previous year: 125,000,000) Equity Shares of Rs. 10 each	1,250,000,000	1,250,000,000
Issued, Subscribed and Paid-Up: 108,606,584 (Previous year: 108,504,634) Equity Shares of Rs. 10 each, fully paid-up	1,086,065,840	1,085,046,340
	1,086,065,840	1,085,046,340

A. Reconciliation of the number of shares:

	31.03.2014		31.03.2013	
	Number of Shares	Rs.	Number of Shares	Rs.
Equity Shares:				
Balance at the beginning of the year	108,504,634	1,085,046,340	108,278,109	1,082,781,090
Add: Shares issued on exercise of Employee Stock Options [Refer Note 2(B)]	101,950	1,019,500	226,525	2,265,250
Balance at the end of the year	108,606,584	1,086,065,840	108,504,634	1,085,046,340

ESOP Scheme [Refer Note 2(E)]	Number of Shares				Rs.	Rs.
	ESOP III	ESOP IV	ESOP V	Total	Equity Share Capital Total	Securities Premium Total
Date of Allotment						
May 9, 2013	–	1,000	51,700	52,700	527,000	4,521,644
December 16, 2013	–	11,150	38,100	49,250	492,500	4,268,540
Total (2013-2014)	–	12,150	89,800	101,950	1,019,500	8,790,184

ESOP Scheme [Refer Note 2(E)]	Number of Shares				Rs.	Rs.
	ESOP III	ESOP IV	ESOP V	Total	Equity Share Capital Total	Securities Premium Total
Date of Allotment						
April 27, 2012	3,000	940	108,315	112,255	1,122,550	9,618,047
August 17, 2012	–	1,800	19,670	21,470	214,700	1,847,968
October 19, 2012	–	14,200	6,250	20,450	204,500	1,812,614
February 6, 2013	–	72,050	300	72,350	723,500	6,504,452
Total (2012-2013)	3,000	88,990	134,535	226,525	2,265,250	19,783,081

C. Rights, Preferences and Restrictions attached to Shares:

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per equity share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

D. Details of Shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Name of Shareholder	31.03.2014		31.03.2013	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Promoters and Promoter Group:				
Prism International Private Ltd.	24,200,000	22.28	24,087,894	22.20
Windmill International Pte. Ltd.	5,475,187	5.04	5,475,187	5.05
KSP Logistics Ltd.	3,675,000	3.38	3,675,000	3.39
Parameswara Holdings Ltd.	–	–	2,983,500	2.75
Mr. Prem Kishan Gupta	4,000,000	3.68	3,467,690	3.20
Mrs. Mamta Gupta	100,000	0.09	100,000	0.09
Mr. Ishaan Gupta	100,000	0.09	100,000	0.09
Mr. Samvid Gupta	100,000	0.09	100,000	0.09
Mr. Sat Pal Khattar	3,300,000	3.04	3,300,000	3.04
Mr. Gopinath Pillai	1,241,000	1.14	741,000	0.68
Mr. Ho Peng Cheong	262,500	0.24	262,500	0.24
Mr. Arun Agarwal	135,000	0.12	135,000	0.12
Others:				
FID Funds (Mauritius) Limited	7,864,090	7.25	8,591,235	7.92
Life Insurance Corporation of India	5,680,482	5.24	5,680,482	5.24

E. Employee Stock Option Plan:

(i) ESOP 2005 Scheme

Refer Note 1(ix)

Pursuant to the resolution passed by the Shareholders at the Annual General Meeting held on September 14, 2005, the Company had introduced new ESOP scheme for eligible Directors and employees of the Company and its Subsidiary Companies.

Particulars	ESOP Plan I	ESOP Plan II	ESOP Plan III	ESOP Plan IV	ESOP Plan V
Date of meeting of ESOP Committee / Board of Directors, granting the options	September 15, 2005	July 20, 2006	January 30, 2008	January 29, 2010	April 26, 2011
Maximum grant of options by ESOP Committee / Board of Directors (No. of Equity Shares of Face value Rs. 10 each)	240,000	311,750	306,875	345,000	363,000
Adjustment for issue of Bonus shares, in the ratio of 1 new equity share for every 4 existing shares held in the Company, made on August 4, 2007 (Equity Shares)	24,798	65,812	-	-	-
Vesting period: Options to vest on a graded basis after a minimum exercise period of 1 year from	September 16, 2005	July 21, 2006	January 31, 2008	January 30, 2010	April 27, 2011
Exercise Period	Three years from the date of vesting, on graded basis.				
Exercise Price (including Share Premium above Face Value Rs. 10 per share)	Rs. 163.64 per share (at the time of grant of options) Rs. 130.92 per share (after adjustment for Bonus issue)	Rs. 136.56 per share (at the time of grant of options) Rs. 109.25 per share (after adjustment for Bonus issue)	Rs. 92.92 per share	Rs. 99.92 per share	Rs. 95.72 per share
Options outstanding as on March 31, 2014 (No. of Equity Shares)	-	-	-	18,600	102,865
Date of Closing Market Price on National Stock Exchange for computation of Fair Value	September 14, 2005	July 19, 2006	January 29, 2008	January 28, 2010	April 25, 2011
Method of Accounting and Intrinsic Value	The excess of Fair Value (Closing Market Price on National Stock Exchange given above) of the underlying equity shares on the date of the grant of stock options over the exercise price of the options is amortised over the vesting period				

The details of movement in ESOP plans are given below:

(No. of Equity Shares)

Particulars	ESOP Plan I	ESOP Plan II	ESOP Plan III	ESOP Plan IV	ESOP Plan V
Options granted	264,798 (264,798)	377,562 (377,562)	306,875 (306,875)	345,000 (345,000)	363,000 (363,000)
Less: Options exercised	33,800 (33,800)	213,422 (213,422)	267,064 (267,064)	307,300 (295,150)	224,335 (134,535)
Less: Options lapsed	230,998 (230,998)	164,140 (164,140)	39,811 (39,811)	19,100 (19,100)	35,800 (19,600)
Options outstanding at the end of the year	- -	- -	- -	18,600 (30,750)	102,865 (208,865)

Note: Figures in brackets represents previous year.

(ii) ESOP 2013 Scheme

The Shareholders at the Extra Ordinary General Meeting held on March 8, 2013, approved the new ESOP 2013 Scheme for eligible Directors and employees of the Company and its Subsidiary Companies. Under the Scheme, options for 2,000,000 shares would be available for being granted to eligible employees of the Company and options for 500,000 shares would be available for being granted to employees of the Subsidiary Companies. Each option (after it is vested) will be exercisable for one Equity share of Rs. 10. The options would be issued at an exercise price, which would be at a 20% discount to the latest available closing market price (at a stock exchange as determined by the Remuneration & ESOP Committee) on the date prior to the date on which the Remuneration & ESOP Committee finalises the specific number of options to be granted to the employees. Vesting of the options shall take place over a maximum period of 5 years with a minimum vesting period of 1 year from the date of grant.

(iii) Snowman Logistics Limited Stock Option Plan 2012 (ESOP 2012):

Pursuant to the resolution passed by the Shareholders at the Extraordinary General Meeting held on April 24, 2012, Snowman Logistics Limited (SLL) had introduced new ESOP scheme for eligible Directors and employees of SLL. Under the scheme, options for 5,145,350 (fifty one lakh forty five thousand three hundred and fifty) shares would be available for being granted to eligible employees of SLL and each option (after it is vested) will be exercisable for one equity share of Rs. 10.60 and Rs. 15.40. SLL's Compensation Committee finalises the specific number of options to be granted to the employees. Vesting of the options shall take place over a maximum period of 3 years with a minimum vesting period of 1 year from the date of grant.

Particulars	ESOP Grant I	ESOP Grant II	ESOP Grant III
Date of meeting of ESOP Committee / Board of Directors/ Shareholders, granting the options	April 24, 2012	February 05, 2013	August 01, 2013
First grant of options by ESOP Committee / Board of Directors (No. of Equity Shares of Face value Rs. 10 each)	2,125,000	765,000	170,000
Vesting period: The options would vest not earlier than one year and not later than 4th (fourth) year from the date of grant i.e from	May 01, 2012	February 05, 2013	August 01, 2013
Exercise Period	Within 5 years from the date of vesting	Within 5 years from the date of vesting	Within 5 years from the date of vesting
Exercise Price	Rs. 10.60 per share	Rs. 10.60 per share	Rs. 15.40 per share
Options outstanding as on March 31, 2014 (No. of Equity Shares)	1,249,000	705,000	170,000
Date of Closing Market Price on National Stock Exchange for computation of Fair Value	NA	NA	NA
Method of Accounting and Intrinsic Value	The exercise price of Rs.10.60 per share is based on the intrinsic value.	The exercise price of Rs.10.60 per share is based on the intrinsic value.	The exercise price of Rs.15.40 per share is based on the intrinsic value.

	March 31, 2014	March 31, 2013
Outstanding at the beginning of the year	2,890,000	–
Granted during the year	170,000	2,890,000
Forfeited /Expired during the year	248,000	–
Exercised during the year	1,056,000	–
Outstanding at the end of the year	1,756,000	2,890,000
Exercisable at the end of the year	1,756,000	2,890,000

	31.03.2014 Rs.	31.03.2013 Rs.
3. Reserves and Surplus		
Capital Redemption Reserve		
Opening Balance	78,834,120	78,834,120
Balance at the end of the year	78,834,120	78,834,120
Capital Reserve on Consolidation		
Opening Balance	4,737	4,737
Balance at the end of the year	4,737	4,737
Securities Premium Account		
Opening Balance	3,434,800,269	3,409,505,105
Add: Received during the year [Refer Note 2(B)]	8,790,184	19,783,081
Add: Transfer from Employees Stock Options Outstanding Account on exercise of ESOP	2,452,421	5,512,083
Balance at the end of the year	3,446,042,874	3,434,800,269
Employees Stock Options Plan (ESOP) Outstanding Account [Refer Notes 1(xi) and 2(E)]		
Opening Balance	4,829,287	7,768,771
Add: Addition during the year (Compensation for ESOP granted)	498,106	2,572,599
Less: Transfer to Securities Premium Account on exercise of ESOP during the year	(2,452,421)	(5,512,083)
Balance at the end of the year	2,874,972	4,829,287
General Reserve		
Opening Balance	596,335,880	538,735,880
Add: Transfer from Surplus in Statement of Profit and Loss	37,100,000	57,600,000
Balance at the end of the year	633,435,880	596,335,880
Surplus in Statement of Profit and Loss		
Opening Balance	2,687,018,602	2,360,167,437
Add: Net Profit After Tax and Minority Interest transferred from Statement of Profit and Loss	1,358,338,440	1,266,862,405
Amount available for appropriation	4,045,357,042	3,627,029,842
Appropriations:		
Interim Dividend paid	434,229,336	759,243,038
Proposed Interim Dividend	325,819,752	-
Tax on Dividend	129,170,343	123,168,202
Transfer to General Reserve	37,100,000	57,600,000
Balance at the end of the year	3,119,037,611	2,687,018,602
Total-Reserves and Surplus	7,280,230,194	6,801,822,895
4A. Minority Interest		
Share Capital	695,209,910	608,646,340
Share Application Money	111,774,787	74,426,796
Reserves and Surplus:		
- Subsidy from National Horticulture Board	831,435	850,036
- Securities Premium	262,216,420	41,837,357
- Employees Stock Options Plan (ESOP) Outstanding Account	657,706	-
- Surplus in Statement of Profit and Loss	186,657,956	80,612,538
	1,257,348,214	806,373,067

	31.03.2014 Rs.	31.03.2013 Rs.
4B. Compulsory Convertible Preference Shares		
120,000,000 (Previous year: 120,000,000) Compulsory Convertible Preference Shares of Rs. 24.65 each fully paid-up in Subsidiary Company - Gateway Rail Freight Limited	2,958,000,000	2,958,000,000
Rights, Preferences and Restrictions attached to Shares:		
120,000,000 Compulsory Convertible Preference Shares of Rs. 24.65 each were issued in August 2010 to Blackstone GPV Capital Partners (Mauritius) V-H Limited (Blackstone) against cash.		
These CCPS holders shall be entitled to non-cumulative dividend of 0.0001% of the face value of CCPS, as and when declared by the Subsidiary Company's Board prior to and in preference to the payment of any dividend on the Equity Shares. The Holders of CCPS shall also be entitled to participate in dividends issued by the Subsidiary Company over and above the Preferred Dividend on an 'as-if converted' basis. Subject to applicable laws, Blackstone holding the CCPS shall have the voting rights to vote on all matters to be decided by the Subsidiary Company as if the Blackstone CCPS had been converted into Equity Shares at the Conversion ratio. The Conversion ratio is 167 Equity Shares for every 100 CCPS. These CCPS shall be converted by the expiry of 19 (Nineteen) years from the Completion date. In the event of liquidation, the Compulsory Convertible Preference Shareholders are eligible to receive the money before the distribution being made to Zero Coupon Redeemable Preference Shareholders and Equity Shareholders after distributing all preferential amount in proportion to their share holding.		
	2,958,000,000	2,958,000,000
5. Long-term Borrowings		
Secured		
Vehicle Finance Loan from Banks		
From HDFC Bank [Refer Notes 5(A)(i) and 5(B)(i)]	132,133,413	108,270,687
From Federal Bank [Refer Notes 5(A)(ii) and 5 (B)(ii)]	231,823	440,732
	132,365,236	108,711,419
Term Loans		
From HDFC Bank [Refer Notes 5(A)(iii), 5(A)(iv), 5(A)(v), 5(B)(iii), 5(B)(iv) and 5(B)(v)]	881,083,334	816,916,667
From KSIDC [Refer Notes 5(A)(vi) and 5 (B)(vi)]	157,500,000	-
From GE Money Financial Services Private Limited [Refer Notes 5(A)(vii) and 5(B)(vii)]	572,250,000	681,250,000
From IFC [Refer Notes 5(A)(viii) and 5(B)(viii)]	425,000,000	300,000,000
	2,035,833,334	1,798,166,667
Buyers' Credit		
From HDFC Bank [Refer Notes 5(A)(ix), 5(B)(ix) and 5(B)(x)]	54,173,560	45,762,640
	54,173,560	45,762,640
	2,222,372,130	1,952,640,726

(A) Nature of Security:

- (i) Vehicle Finance Loans from HDFC Bank of Rs. 225,249,669 (Previous year: Rs. 200,844,175) are secured by way of hypothecation of the Company's Commercial Vehicles (Trailers, Reachstackers and Forklifts).
- (ii) Vehicle Finance Loan from Federal Bank of Rs. 440,735 (Previous year: Rs. 629,000) is secured by hypothecation of vehicles of the Subsidiary Company.
- (iii) Term Loan from HDFC Bank of Rs. 191,666,667 (Previous year: Rs. Nil) is secured by first and exclusive charge on the fixed and movable assets of the Company.
- (iv) Term loan from HDFC Bank amounting to Rs. 609,000,000 (Previous year: Rs. 650,000,000) is secured by *pari passu* charge on all assets namely fixed and current assets present and future of the Subsidiary Company and corporate guarantee from Gateway Distriparks Limited, the Holding Company.
- (v) Term Loan of Rs. 257,916,667 (Previous year: Rs. 209,583,334) and Buyers' Credit Rs. 51,993,200 (Previous year: Rs. 114,891,181) from HDFC Bank is secured by first *pari passu* charge on all the assets (fixed and current, present and future) of the Subsidiary Company, Debit Authority Letter with undertaking to fund losses or provide funds to the Subsidiary Company in case of inadequate cash flows and Corporate Guarantee of Gateway Distriparks Limited, the Holding Company.
- (vi) Loan from KSIDC of Rs. 180,000,000 to Subsidiary Company is secured by first charge on the fixed assets of the Subsidiary Company, Corporate guarantee of Gateway Distriparks Limited, the Holding Company and Chakiat Agencies Private Limited.
- (vii) Term Loan from GE Money Financial Services Private Limited of Rs. 681,250,000 (Previous year: Rs. 790,250,000) is secured by first *pari passu* charge on all movable operating assets, intangible assets, assignment of all permits, licences, approvals, and immovable properties, book debts, insurance policies of the Subsidiary Company, pledge of equity shares of Gateway Rail Freight Limited held by Gateway Distriparks Limited and Corporate Guarantee of Gateway Distriparks Limited, the Holding Company.
- (viii) Term loans from International Finance corporation (IFC) amounting to Rs.450,000,000 [Previous year: Rs.300,000,000] are secured by *pari passu* charge on all assets namely, fixed and current assets present and future of the Subsidiary Company and corporate guarantee from Gateway Distriparks Limited, the Holding Company.
- (ix) Buyers' credit facility of Euro 646,000 (Rs. 54,173,560) [Previous year: Euro 1,606,000 (Rs. 113,769,040)] is secured by first and exclusive charge on the fixed and movable assets of the Company.

(B) Terms of Repayment:

- (i) Vehicle Finance Loans from HDFC Bank of Rs. 225,249,669 (Previous year: Rs. 200,844,175) are repayable in 32/35/36/47/59 equal monthly installments along with interest ranging from 10.08% per annum to 11.25% per annum on reducing monthly balance (Trailers/ Reach Stackers / Forklifts).
- (ii) Loan from Federal Bank is repayable in monthly installments over a period of 36 months from April 2013 with interest rate of 10.45% per annum.
- (iii) Term Loan from HDFC Bank of Rs. 191,666,667 is repayable in 24 Equal quarterly installments between January 11, 2014 to October 11, 2019 along with interest of Bank's Base rate + 1.50% per annum on reducing quarterly balance.
- (iv) Loan from HDFC Bank Rs. 609,000,000 is repayable (for each disbursement) in 20 equal quarterly instalments starting from August 2013.
- (v) Term Loan from HDFC Bank to Subsidiary Company is repayable within 8 years with 2 years moratorium in 24 Quarterly installments. Term Loan of Rs. 10,000,000 taken on November 03, 2010 is repayable in installments of Rs. 416,667 started from February 2013 with interest @ 10.26% - 10.76% per annum. Term Loan of Rs. 100,000,000 taken on July 09, 2012 is repayable in installments of Rs. 4,166,667 starting from October 2014 with interest @ 11.10% - 11.50% per annum and Term Loan of Rs. 10 Crore taken on December 26, 2012 is repayable in installments of Rs. 4,166,667 starting from March 2015 with interest @ 11.10% - 11.50% per annum. Term Loan of Rs. 5 Crore taken on May 07, 2013 is repayable in installments of Rs. 2,083,333 starting from August 2015 with interest @ 11.10%- 11.50% per annum.
- (vi) Principal amount on KSIDC Loan is repayable in 32 quarterly installments commencing from May 2014 with interest rate of 11.25% per annum. Interest is payable on quarterly basis as per demand.
- (vii) The Term Loan is repayable in 40 Quarterly Installments of Rs. 27,250,000 started from September 2010.

Interest Rate Charged by GE Money Financial Services Private Limited is based on CP Benchmark Rate and fluctuates between 10.39% - 12.46% per annum by reducing balance method.

(viii) Principal of Term Loan from IFC is repayable in 12 half yearly instalments starting from January 2015.

(ix) Buyers' Credit of Rs. 51,993,200 is repayable on October 27, 2014. The interest rate is LIBOR + 1.65% p.a..

(x) Date of repayment of Buyers Credit from HDFC Bank of Euro 646,000 (Rs. 54,173,560) is July 10, 2014, which can be extended upto July 2015.

The Interest rate is EURIBOR + 1.50% per annum.

	31.03.2014 Rs.	31.03.2013 Rs.
6. Deferred Tax Liabilities (Net)		
[Refer Note 1(x)]		
Deferred Tax Liabilities		
Timing difference between book and tax depreciation	1,016,177,898	1,011,654,133
	1,016,177,898	1,011,654,133
Deferred Tax Assets		
Employee Benefits	21,586,055	21,058,745
Provision for Doubtful Debts/Advances	62,178,265	58,416,213
Additional deduction u/s 35AD of the Income Tax Act, 1961	837,714,188	406,737,163
Unabsorbed Depreciation and Carried Forward Business Losses	36,234,907	409,002,140
Accrual for expenses allowable as tax deduction only on payment	18,698,397	28,872,518
	976,411,812	924,086,779
	39,766,086	87,567,354
7. Long-term Provisions		
Employee Benefits [Refer Notes 1(viii) and 37]		
- Compensated Absences	18,470,609	20,333,491
- Gratuity (Net)	30,262,205	29,150,034
	48,732,814	49,483,525
Contingencies [Refer Notes 1(xiii) and 7(a)]	14,685,293	14,685,293
	63,418,107	64,168,818

Note 7(a):

Break-up of Provision for Contingencies:

	31.03.2014		
	Indirect Tax Matters	Other Matters	Total
Opening Balance	14,675,293	1,230,000	15,905,293
Add: Provision made	–	286,044	286,044
Less: Amounts Utilised / reversed	–	386,044	386,044
	14,675,293	1,130,000	15,805,293
	31.03.2013		
	Indirect Tax Matters	Other Matters	Total
Opening Balance	13,484,898	12,338,967	25,823,865
Add: Provision made	1,190,395	300,000	1,490,395
Less: Amounts Utilised	–	11,408,967	11,408,967
	14,675,293	1,230,000	15,905,293

Represents estimates made for probable liabilities arising out of pending assessment proceedings with various Government Authorities. The information usually required by Accounting Standard 29 – “Provisions, Contingent Liabilities and Contingent Assets”, notified under the Act, read with General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013, is not disclosed on grounds that it can be expected to prejudice the interests of the Company. The timing of the outflow with regard to the said matter depends on the exhaustion of remedies available to the Company under the law and hence, the Company is not able to reasonably ascertain the timing of the outflow.

	31.03.2014 Rs.	31.03.2013 Rs.
8. Short-term Borrowings		
Working capital loan repayable on demand from banks (Refer note 8(i))	2,500,915	–
Yes Bank [Refer note 8(ii)]	400,000,000	–
Secured Loan repayable on demand from HDFC Bank [Refer Note 8(iii)]	–	90,312,761
Buyers' Credit From Banks:		
HDFC Bank [Refer Note 8(iii)]	136,625,078	6,024,642
ICICI Bank [Refer Note 8(iv)]	–	43,920,800
	539,125,993	140,258,203

Nature of Security:

- (i) Working Capital loan of Rs. 30,000,000 (Previous year: Rs. 30,000,000) from HDFC Bank has been sanctioned, out of which Rs.2,500,915 has been utilised during the year end (Previous year: Rs. Nil) which is secured by *pari passu* charge on all assets namely fixed and current assets present and future of the Subsidiary Company and also unconditional and irrevocable corporate guarantee from Gateway Distriparks Limited, the Holding Company.
- (ii) Short term loan of Rs. 800,000,000 from YES Bank Limited has been sanctioned, out of which Rs. 400,000,000 (Previous year: Rs. Nil) has been disbursed during the year, which is secured by first exclusive charge on all future assets namely, fixed and current assets of the Subsidiary Company, charge on all operating cash flows as well as the receivables of the Subsidiary Company from the projects, charge on all insurance policies relating to the projects and also unconditional and irrevocable corporate guarantee from Gateway Distriparks Limited, the Holding Company.
- (iii) Loan and Buyers' Credit from HDFC Bank is secured by first *pari passu* charge on all the assets (fixed and current, present and future) of the Subsidiary Company, Debit Authority Letter with undertaking to fund losses or provide funds to the Subsidiary Company in case of inadequate cash flows and Corporate Guarantee of Gateway Distriparks Limited, the Holding Company.
- (iv) Buyers' Credit from ICICI Bank is secured by first *pari passu* charge in favour of the Bank on the Subsidiary Company's entire movable fixed assets (both present and future) and unconditional and irrevocable Corporate Guarantee of Gateway Distriparks Limited, the Holding Company.

	31.03.2014 Rs.	31.03.2013 Rs.
9. Trade Payables		
- Due to Micro Enterprises and Small Enterprises [Refer Note 9(a)]	–	–
- Due to Others	339,198,837	273,562,244
	339,198,837	273,562,244

Note a:

There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days at the Balance Sheet date. The information regarding Micro and Small enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company.

	31.03.2014 Rs.	31.03.2013 Rs.
10. Other Current Liabilities		
Current maturities of long term borrowing-Vehicle Finance Loan from HDFC Bank (Refer Note 5)	93,116,256	92,573,488
Current maturities of long term borrowing-Vehicle Finance Loan from Federal Bank (Refer Note 5)	208,912	188,268
Current maturities of long term borrowings-KSIDC (Refer Note 5)	22,500,000	–
Current maturities of long term borrowings-GE Money Financial Services Private Limited (Refer Note 5)	109,000,000	109,000,000
Current maturities of long term borrowings-HDFC Bank (Refer Note 5)	177,500,000	42,666,667
Current maturities of long term borrowings-IFC (Refer Note 5)	25,000,000	–
Current maturities of Buyers' Credit from HDFC Bank (Refer Note 5)	51,993,200	182,897,581
Interest Accrued but not Due on Term Loans	30,036,219	19,474,558
Unclaimed Dividend *	8,143,722	9,534,130
Unclaimed Fractional Bonus Shares *	88,705	88,870
Income Received in Advance	721,558	1,064,494
Advances from Customers	45,171,337	33,934,454
Security Deposits	8,155,805	11,724,517
Retention money of Creditors for Capital Assets	29,470,231	35,517,124
Other Payables:		
- For Fixed Assets	117,337,334	134,136,514
- Employees	27,574,758	32,756,577
- Directors' commission	19,494,000	22,420,000
- Other contractual obligations	169,041,067	160,414,718
- Statutory Liabilities	38,758,810	43,953,717
	973,311,914	932,345,677
* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.		
11. Short-term Provisions		
Employee Benefits [Refer Notes 1(viii) and 37]		
- Compensated Absences	15,747,559	14,251,865
- Gratuity (Net)	5,061,255	4,498,422
Contingencies [Refer Note 7(a)]	1,120,000	1,220,000
Wealth Tax	66,041	92,986
Proposed Interim Dividend	325,819,752	–
Tax on Dividend	55,373,067	–
	403,187,674	20,063,273

12. Tangible Assets [Refer Notes 1 (iii), 1 (v) and 1 (vii)]

Rs.

	Cost				Depreciation / Amortisation				Net Book Value				
	As at 31.03.2013	Additions during the year	On Acquisition	Disposals during the year	Adjustments during the year	As at 31.03.2014	Up to 31.03.2013	Depreciation for the year	On Acquisition	Disposals during the year	Up to 31.03.2014	As at 31.03.2014	As at 31.03.2013
Freehold Land [Refer Notes 12(a) and 12(b)]	2,097,137,767	2,640,000	-	-	-	2,099,777,767	-	-	-	-	-	2,099,777,767	2,097,137,767
Leasehold Land [Refer Note 12(c)]	292,297,246	-	-	-	-	292,297,246	69,645,709	5,241,806	-	-	74,887,515	217,409,731	222,651,537
Buildings [Refer Note 12(d)]	4,349,005,762	787,674,507	-	-	(102,879,636)	5,033,800,733	774,332,534	194,238,991	-	-	968,571,525	4,065,229,208	3,574,673,228
Plant and Equipments	1,109,819,464	512,748,748	-	938,580	-	1,621,629,632	339,996,801	73,362,854	-	638,320	412,721,335	1,208,908,297	769,822,663
Rail Siding [Refer Note 12(e)]	217,776,989	65,461,208	-	-	-	283,238,197	42,795,769	15,366,846	-	-	58,162,615	225,055,582	174,981,220
Rakes	2,611,745,151	58,900,839	-	-	-	2,670,645,990	541,302,645	124,780,180	-	-	666,082,825	2,004,563,165	2,070,442,506
Container and Reeler Power Packs	259,903,923	4,615,567	-	559,172	-	262,960,318	88,561,526	30,601,946	-	300,293	118,863,179	144,097,139	170,342,397
Furniture and Fixtures	166,563,424	36,248,167	-	116,027	-	202,695,564	39,109,371	13,833,519	-	109,905	52,832,985	149,862,579	127,454,053
Vehicles [Refer Note 12(f)]	1,108,689,521	23,831,093	-	141,962,103	-	990,558,511	677,513,505	136,534,830	-	138,701,303	675,347,032	315,211,479	431,176,016
Office Equipments	46,729,401	13,355,025	-	2,068,262	-	58,016,164	12,995,655	3,610,463	-	1,488,798	15,117,310	42,888,854	33,733,746
Electrical Installations	203,239,527	29,692,982	-	70,790	-	232,861,719	42,094,136	11,956,920	-	44,244	54,006,812	178,854,907	161,145,391
Yard Equipments [Refer Notes 12(g) and 12(h)]	924,437,702	138,795,741	-	59,846,125	45,419,674	1,048,806,992	310,808,466	115,700,226	-	41,551,977	384,956,715	663,850,277	613,629,236
Leasehold Improvements	45,740,249	-	-	2,993,267	-	42,746,982	5,954,000	2,480,832	-	2,993,267	5,441,565	37,305,417	39,786,249
Computers	133,372,592	34,680,798	-	967,476	-	167,085,914	61,228,586	21,942,831	-	790,437	82,380,980	84,704,934	72,144,006
Total	13,565,458,718	1,708,644,675	-	209,521,802	(57,459,862)	15,007,121,729	3,006,338,703	749,672,234	-	186,618,544	3,569,392,393	11,437,729,336	10,559,120,015
Previous year	11,042,808,874	2,452,180,967	121,827,998	23,289,076	(28,069,945)	13,565,458,718	2,367,860,276	649,143,255	40,472,984	51,137,812	3,006,338,703	10,559,120,015	

Notes:

- Land situated at Asaoji aggregating Rs. 2,223,991 (Previous year: Rs. 2,223,991) is yet to be transferred in the name of the subsidiary company.
 - Land includes land with book value Rs. 1,028,400 (Previous year: Rs. 1,028,400) pending registration with concerned authorities.
 - Represents payments made for acquiring land on lease at various locations for a period of 99 years.
 - Adjustment during the year to Buildings of Rs. 102,879,536 is on account of insurance claim received, in respect of damage to warehouse due to fire at Punjab Conware's Container Freight Station.
 - Certain railway siding is constructed on land not owned by the Company.
 - Vehicles include Trailors Costing Rs. 966,790,226 (Previous year: Rs. 1,081,226,385) and having Net Book Value Rs. 299,563,011 (Previous year: Rs. 410,637,956).
 - Yard Equipments include Reach Stackers Costing Rs. 830,230,594 (Previous year: Rs. 774,827,088) and having Net Book Value Rs. 550,893,982 (Previous year: Rs. 528,579,430).
 - According to the notification No. G.S.R. 696 dated December 29, 2011, issued by Ministry of Corporate Affairs, the Accounting Standard 11 (AS 11) "The Effects of Changes in Foreign Exchange Rates" has been amended to allow:
 - Exchange Gain / Loss to be amortised over the useful life of acquired assets.
 - And in other cases, accumulated in a "Foreign Currency Monetary Item Translation Difference Account" and amortised over the balance period of such long term Asset / Liability.
- Pursuant to such notification in the current year, exchange loss of Rs. 45,419,674 (Previous year loss: Rs. 10,115,143) arising on reporting long term foreign currency monetary items relating to Tangible Assets has been added to the cost of Yard Equipments and Containers.

13. Intangible Assets [Refer Note 1 (iii)]

Rs.

	Cost				Depreciation / Amortisation			Net Book Value					
	As at 31.03.2013	Additions during the year	On Acquisition	Disposals during the year	Adjustments during the year	As at 31.03.2014	Up to 31.03.2013	Depreciation for the year	On Acquisition	Disposals during the year	Up to 31.03.2014	As at 31.03.2014	As at 31.03.2013
Punjab Conware's Container													
Freight Station - Uprfront Fees	350,000,000	-	-	-	-	350,000,000	138,000,000	24,000,000	-	-	162,000,000	188,000,000	212,000,000
Rail Licence Fees [Refer Note 14(a)]	500,000,000	-	-	-	-	500,000,000	145,833,333	25,000,000	-	-	170,833,333	329,166,667	354,166,667
Technical Know-how Fees	100,000,000	-	-	-	-	100,000,000	100,000,000	-	-	-	100,000,000	-	-
Leasehold Premium	69,597,003	6,377,760	-	-	-	75,974,763	401,783	2,713,384	-	-	3,115,167	72,859,596	69,195,220
TOTAL	1,019,597,003	6,377,760	-	-	-	1,025,974,763	384,235,116	51,713,384	-	-	435,948,500	590,026,263	635,961,887
Previous year	950,000,000	69,597,003	-	-	-	1,019,597,003	334,833,333	49,401,783	-	-	384,235,116	635,361,887	-

Note:

- a. Rail License Fees aggregating Rs. 500,000,000 paid to Railway Administration towards Concession Agreement is amortised over the period of contract (i.e. 20 years) from date of commencement of commercial operations (June 1, 2007). Balance useful life of Rail License Fees as at March 31, 2014 is 13 years and 2 months.

	31.03.2014 Rs.	31.03.2013 Rs.
14. Long-term Loans and Advances		
[Unsecured, Considered good (unless otherwise stated)]		
Capital Advances		
- Considered Good	212,610,604	161,252,624
- Considered Doubtful	1,025,591	1,025,591
	<u>213,636,195</u>	<u>162,278,215</u>
Less: Provision for Doubtful Advances	(1,025,591)	(1,025,591)
	<u>212,610,604</u>	<u>161,252,624</u>
Security Deposits		
- Considered Good	192,476,208	144,706,354
- Considered Doubtful	200,000	200,000
	<u>192,676,208</u>	<u>144,906,354</u>
Less: Provision for Doubtful Deposits	(200,000)	(200,000)
	<u>192,476,208</u>	<u>144,706,354</u>
Tax Deducted at Source and Advance Tax	107,402,509	110,281,842
[Net of Provision for Tax Rs. 1,179,991,430 (Previous year: Rs. 954,236,608)]		
Minimum Alternate Tax Credit Entitlement [Refer Notes 1(x) and 19(a)]	301,586,593	89,202,619
Loan given to Transporters	-	416,665
Advances Recoverable in Cash or in Kind or for Value to be Received		
-Considered Good	9,816,456	4,561,459
-Considered Doubtful	8,079,455	8,124,918
	<u>17,895,911</u>	<u>12,686,377</u>
Less: Provision for Doubtful Advances	(8,079,455)	(8,124,918)
	<u>9,816,456</u>	<u>4,561,459</u>
	<u>823,892,370</u>	<u>510,421,563</u>
15. Other Non-Current Assets		
[Unsecured, Considered good (unless otherwise stated)]		
Balances with Banks as Security towards guarantee issued by them and loans given to subsidiaries	125,505,809	156,680,742
Bank Deposits with period of more than 12 months	8,228,085	4,107,643
Accrued Interest on Fixed Deposits with Banks	4,032,147	2,349,994
Long-Term Trade Receivables:		
-Unsecured, considered doubtful	156,827,044	137,987,533
Less: Provision for Doubtful Debts	(156,827,044)	(137,987,533)
	-	-
Accrued Ground Rent:		
-Considered Doubtful	47,432,313	62,272,925
Less: Provision for Doubtful Ground Rent	(47,432,313)	(62,272,925)
	-	-
Preliminary Expenses (to the extent not written off)	52,672	52,672
Pre-Operative Expenses	563,887	467,718
	<u>138,382,600</u>	<u>163,658,769</u>

	31.03.2014 Rs.	31.03.2013 Rs.
16. Current Investments		
[Refer Note 1(vi)]		
Investment in Mutual Fund		
(at lower of Cost and Net Asset Value) (Non-Trade and Unquoted)		
UTI Liquid Cash Plan Institutional Nil units	–	50,270
(Previous Year: 49.31 units), with face value of Rs. 1,000		
UTI Treasury Advantage Fund Institutional Plan 236,337.52 units	236,893,863	459,139
(Previous Year: 459.04 units), with face value of Rs. 1,000		
UTI Money Market Fund Institutional Plan 102,790.04 units (Previous Year: Nil units), with face value of Rs. 1,000	103,138,024	–
SBI Premier Liquid Plan 306.45 units (Previous Year: 121.30 units), with face value of Rs. 1,000	307,448	123,627
Total	340,339,335	633,036
17. Trade Receivables		
Unsecured, considered good:		
-Debts outstanding for a period exceeding six months from the date they are due for payment	23,465,971	4,871,022
-Others	1,112,047,918	958,939,850
	1,135,513,889	963,810,872
18. Cash and Bank Balances		
a) Cash and Cash Equivalents		
Balances with Banks	209,721,934	293,183,943
Bank Deposits with maturity of period less than 3 months	466,107,304	390,253,000
Cheques, Drafts on Hand	19,617,878	9,944,505
Cash on Hand	2,361,755	2,884,653
	697,808,871	696,266,101
b) Other Bank Balances		
Earmarked Balances with Banks:		
- in Unclaimed Dividend Accounts	8,143,722	9,534,130
- in Unclaimed Fractional Bonus Shares Account	88,705	88,870
	8,232,427	9,623,000
Current maturity of Bank Deposits with period of more than 3 months but less than 12 months	439,919,841	191,260,000
Current maturity of Bank Deposits with period of more than 12 months	3,000,000	30,000,000
	442,919,841	221,260,000
	1,148,961,139	927,149,101
19. Short-term Loans and Advances		
[Unsecured, Considered good (unless otherwise stated)]		
Security Deposits	284,200	145,000
Minimum Alternate Tax Credit Entitlement	–	41,899,942
[Refer Notes 1(x) and 19(a)]		
Loan given to Transporters	416,661	8,311,110
Advances Recoverable in Cash or in Kind or for Value to be Received	109,318,423	117,663,789
Prepaid Expenses	36,871,513	33,792,652
Balances with Government Authorities	40,505,586	44,419,152
	187,396,383	246,231,645

Note (a):

- (i) Based on opinions obtained from lawyer and tax consultant, the Management has taken a view that provisions of Section 80-IA(4)(i) of the Income Tax Act, 1961, of India ("the Income Tax Act") have been fulfilled and the

Company was eligible for tax holiday under the Income Tax Act in respect of the Container Freight Station activities for the Financial years 2001-2002 to 2010-2011. Consequently, the income-tax liability for these years has been determined under "Minimum Alternate Taxation" ("MAT") pursuant to Section 115JB of the Income Tax Act. Considering the balance term of Section 80-IA(4)(i) of the Income Tax Act and based on the assessment of future profitability, the Company had taken MAT credit of Rs. 297,400,000 during these years, as MAT credit can be set-off against future tax liability. Of the above, the Company had utilised MAT Credit of Rs. 255,500,058 till March 31, 2013. The Company has further utilised MAT Credit of Rs. 41,899,942 during the financial year ended March 31, 2014. Accordingly, Rs. Nil is carried under "Short-term Loans and Advances" as at March 31, 2014.

- (ii) Due to prior year unabsorbed depreciation and losses as per Income Tax Act, 1961 (the "Income Tax Act"), provision for income tax for current year is made by Subsidiary Company as per "Minimum Alternative Taxation ("MAT")" as per provisions of Section 115JB of Income Tax Act. Considering the balance unabsorbed losses of the Subsidiary Company and based on assessment of future profitability, the Subsidiary Company has taken MAT credit of Rs. 126,383,974 (Previous Year: Rs. 62,066,285) during the year, as the MAT credit can be set-off against future income-tax liability. Accordingly, Rs. 215,586,593 (Previous Year: Rs. 89,202,619) is carried as "Long term Loans and Advances" as at March 31, 2014.
- (iii) Based on the certificate received from Visakhapatnam Port Trust, the Subsidiary Company would be eligible for deduction under Section 80-IA 4(i) of the Income Tax Act, 1961 of India (the "Income Tax Act"). The said deduction is available to the Subsidiary Company upto assessment year 2020-2021. Accordingly, the income-tax liability for the current financial year has been determined under "Minimum Alternate Tax" pursuant to Section 115JB of the Income Tax Act. Considering the balance term of Section 80-IA(4)(i) of the Income Tax Act and based on the assessment of future profitability, the Subsidiary Company has taken MAT credit of Rs. 86,000,000 during the current year (including credit for previous years), as MAT credit can be set-off against future tax liability. Accordingly, Rs. 86,000,000 is carried as "Long term Loans and Advances" as at March 31, 2014.

	31.03.2014 Rs.	31.03.2013 Rs.
20. Other Current Assets		
[Unsecured, Considered good (unless otherwise stated)]		
Accrued Interest on Fixed Deposits with Banks	17,812,421	8,132,994
Accrued Ground Rent	17,575,815	24,487,700
Assets held for Sale (at lower of cost and net realisable value)	—	7,452,266
Unbilled Revenue	11,335,492	—
	46,723,728	40,072,960

	2013-2014 Rs.	2012-2013 Rs.
21. Revenue from Operations		
[Refer Note 1(ix)]		
Container Handling, Transport, Storage and Ground Rent Income	3,688,246,980	3,757,743,659
[Refer Note 21(a)]		
Rail Transport	4,466,086,424	4,229,302,729
Income from Road Transport	349,014,144	555,754,773
Income from Temperature Controlled Services	1,510,249,237	915,980,085
Income from Consignment Sales	8,318,396	10,770,202
Auction Sales	58,608,579	18,997,719
Sale of Products [Refer Note 21(b)]	—	8,773,390
Other Operating Revenues		
Rent	34,668,711	33,084,611
Buffer Handling Fees	12,691,970	10,330,154
	10,127,884,441	9,540,737,322

	2013-2014 Rs.	2012-2013 Rs.
Note (a)		
Details of Container Handling, Transport, Storage and Ground Rent Income		
Particulars		
Container Ground Rent	740,234,949	892,776,178
Container Handling, Transport and Storage	2,868,390,247	2,759,992,049
Others	79,621,784	104,975,432
Total	3,688,246,980	3,757,743,659
Note (b)		
Details of Product Sales (Traded Goods)		
Fruits	—	8,773,390
Total	—	8,773,390
22. Other Income		
Interest on Fixed Deposits with Banks	96,084,391	104,934,532
Interest on Income Tax Refund	1,859,168	11,294,149
Interest - Others	2,092,499	1,446,623
Dividend Income on Mutual Fund	8,860,221	633,036
Liabilities/ Provisions no longer Required Written Back	23,000,884	29,712,595
Write back of Provision for Doubtful Ground Rent no longer required (Net)	14,840,612	—
Sale of Scrap	2,929,274	2,084,094
Miscellaneous Income	21,382,556	4,815,219
	171,049,605	154,920,248
23. Operating Expenses		
Road Transportation	1,512,307,326	1,384,602,118
Rail Transport	3,516,121,272	3,538,788,655
Container Storage, Handling and Repairs	158,697,190	147,240,630
Labour Charges	349,940,219	215,659,125
Equipment Hire Charges	28,184,549	26,283,496
Surveyors' Fees	19,315,291	22,517,780
Sub-Contract Charges	257,628,632	229,838,120
Auction Expenses [Refer Note 1(ix)(b)]	15,679,260	5,743,600
Purchase of Pallets	9,175,537	11,868,881
Fees on Operations and Management of Punjab Conware's Container Freight Station	161,956,534	153,825,912
	6,029,005,810	5,736,368,317
24. Employee Benefits Expense		
Salaries, Allowances and Bonus	408,708,810	392,043,917
Contribution to Provident and Other Funds [Refer Note 37]	24,242,353	21,952,644
Employees Stock Options Expense	1,933,860	2,572,599
Staff Welfare expenses	31,677,947	25,189,192
Compensated Absences	10,796,478	14,016,254
Gratuity [Refer Note 37]	6,323,292	8,464,057
	483,682,740	464,238,663

	2013-2014 Rs.	2012-2013 Rs.
25. Finance Costs		
Interest on Term Loan	252,075,991	134,374,508
Interest on Buyers' Credit	6,467,159	11,280,528
Interest on Vehicle Finance Loan	16,911,657	14,391,442
Interest on Cash Credit	1,541,257	2,023,056
Interest on Shortfall of Advance Tax	1,692,389	1,646,261
Interest on Others	311,369	83,933
	<u>278,999,822</u>	<u>163,799,728</u>
26. Depreciation and Amortisation Expense		
Tangible Assets	749,672,234	649,143,255
Intangible Assets	51,713,384	49,401,783
	<u>801,385,618</u>	<u>698,545,038</u>
27. Other Expenses		
Power and Fuel	296,134,773	234,449,284
Rail Licencing Fees	30,743,406	24,538,413
Rent [Refer Note 33]	97,665,233	72,885,842
Rates and Taxes	25,528,959	28,728,590
Repairs and Maintenance:		
- Building/ Yard	32,798,735	32,267,460
- Plant and Equipment	57,324,391	37,859,434
- Containers	-	112,489
- Others	29,708,117	36,937,669
Insurance	48,798,236	41,790,328
Directors' Sitting Fees	2,260,000	1,280,000
Customs Staff Expenses	31,506,195	18,803,417
Printing and Stationery	16,029,858	14,638,710
Travelling and Conveyance	81,560,357	73,354,048
Motor Car Expenses	10,480,671	9,394,568
Communication	22,933,192	20,187,389
Advertising Expenses	12,538,563	18,023,644
Corporate Social Responsibility	4,943,416	-
Security Charges	107,983,482	79,727,136
Professional Fees	48,344,650	44,253,328
Auditors' Remuneration:		
- As Auditors	7,885,000	7,885,000
- As Advisors, or in any other capacity, in respect of Other Services	400,000	150,000
- Reimbursement of Out-of-Pocket Expenses	189,008	204,879
	<u>8,474,008</u>	<u>8,239,879</u>
Bad Debts	16,484,631	8,306,548
Less: Provision for Doubtful Debts Adjusted	<u>(15,813,683)</u>	<u>(7,704,932)</u>
	670,948	601,616
Provision for Doubtful Debts	34,653,194	11,901,177
Provision for Doubtful Advances	-	12,392,843
Provision for Doubtful Ground Rent (Net)	-	15,617,175
Loss on Sale/ Disposal of Tangible Assets (Net)	2,656,575	86,433
Stamp Duty and Share Issue Expenses	804,440	18,274
Bank Charges	15,259,499	22,980,965
Selling and Distribution Expenses	2,372,499	7,048,336
Cargo Claim Settled	-	686,415
Miscellaneous	21,424,832	21,640,171
	<u>1,043,598,229</u>	<u>890,445,033</u>

	2013-2014 Rs.	2012-2013 Rs.
28. Contingent Liabilities:		
Bank Guarantees and Continuity Bonds executed in favour of The President of India through the Commissioners of Excise and Customs and in favour of Sales Tax Authorities.	32,742,497,391	29,211,957,391
Bank Guarantee and Continuity Bonds issued in favour of Punjab State Container and Warehousing Corporation Limited in respect of Operations and Management Contract of their CFS at Dronagiri Node, Nhava Sheva.	2,160,900,000	1,857,000,000
Bank Guarantee issued by HDFC Bank in favour of Asian Paints Limited	–	2,500,000
Corporate guarantees issued in favour of banks, financial institutions and State Industrial Development Corporation for loans taken by subsidiaries.	2,769,285,860	2,204,982,717
Claims made by the Party not acknowledged as debts		
- Container Corporation of India Limited (Refer Note “a” below)	Not Ascertainable	Not Ascertainable
- Pace CFS Private Limited	13,717,000	13,717,000
- Others	16,593,945	17,713,945
Disputed Sales Tax Matters	1,255,044	–
Disputed Income Tax Claims (including Interest and Penalty to the extent ascertainable) not acknowledged as debts	1,373,074,956	1,183,704,796
[Refer Note 28(b) and (c) below]		

Notes:

- (a) The Company (“GDL”) and its Subsidiary Company, Gateway Rail Freight Limited (“GRFL”) are involved in an arbitration proceeding with Container Corporation of India Limited (“Concor”) in respect of agreements entered into by the parties for operation of container trains from the Inland Container Depot and Rail Siding of the Company at Garhi Harsaru, Gurgaon. Concor has raised claims on GDL and GRFL on various issues in respect to the aforesaid agreements. Based on legal opinion, the Management has taken a view that these claims are at a preliminary stage and the question of maintainability of the alleged disputes as raised by Concor under the aforesaid agreements is yet to be determined and are not sustainable. Pending conclusion of the arbitration, the parties are maintaining “status quo” in respect of the operations at Garhi Harsaru, Gurgaon.
- (b) Deputy Commissioner of Income Tax had issued orders under Section 143(3) of the Income Tax Act, 1961 of India (“the Income Tax Act”), for the Assessment Years 2008-2009, 2009-2010, 2010-2011 and 2011-2012, disallowing the claim of deduction by the Company under Section 80-IA(4)(i) of the Income Tax Act and other expenses and issued notices of demand under Section 156 of the Income Tax Act for recovery of additional income tax, dividend distribution tax and interest aggregating Rs. 923,368,106 and initiated proceedings to levy penalty. On appeal filed by the Company against the assessment orders, Commissioner of Income Tax (Appeals) had allowed the aforesaid deductions, except for claim of deduction of other expenses aggregating Rs. 30 Lacs, for the Assessment Years 2008-2009, 2009-2010 and 2010-2011. The Deputy Commissioner of Income Tax has appealed with Income Tax Appellate Tribunal against the aforesaid orders of Commissioner of Income Tax (Appeals) for the Assessment Years 2008-2009, 2009-2010 and 2010-2011. The appeal filed by the Company against the assessment order for Assessment Year 2011-2012 is pending hearing with the Commissioner of Income Tax (Appeals).

Deputy Commissioner of Income Tax had issued notices under Section 148 of the Income Tax Act, proposing to re-assess the Income for Assessment Years 2004-2005 to 2007-2008, disallowing the deduction under Section

80-IA(4)(i) of the Income Tax Act. The Company expects tax payable aggregating Rs. 446,034,374 (excluding interest) on the amount disallowed. The Company has filed a Writ petition against the notices with the Bombay High Court. The Bombay High Court has granted Ad Interim Stay against the notices.

Based on Lawyer and Tax Consultant's opinion, the Management is of the opinion that the Company is entitled to deduction under Section 80-IA(4)(i) of the Income Tax Act for the Assessment Years 2004-2005 to 2011-2012 and hence, no provision for the aforesaid demand/ notices has been made till March 31, 2014.

- (c) Additional Commissioner of Income Tax has issued an order under Section 143(3) of the Income Tax Act for the Assessment Year 2011-2012, disallowing the claim of deduction by the Subsidiary Company under Section 80-IA(4)(i) of the Income Tax Act and issued notice of demand under Section 156 of the Income Tax Act for recovery of additional income tax and interest aggregating Rs. 2,600,000, and initiated proceedings to levy penalty. The Company has filed an appeal against the assessment order before Commissioner of Income Tax (Appeals). Based on Tax Consultant's opinion, the Management is of the opinion that the Company is entitled to deduction under Section 80-IA(4)(i) of the Income Tax Act for the Assessment Year 2011-2012 and hence, no provision for the aforesaid demand has been made till March 31, 2014.

29 Commitments:

a) Capital Commitment:

Estimated amount of contracts (net of advances of Rs. 154,329,152; Previous year: Rs. 148,744,074) remaining to be executed on capital account and not provided for is Rs. 852,848,734 (Previous year: Rs. 869,816,883).

b) Other Commitments:

- i) The Company has imported capital goods under the Export Promotion Capital Goods Scheme of the Government of India at concessional rates of duty under obligation to:
- export cargo handling services of Rs. 95,533,133 (Previous year: Rs. 95,533,133) within a period of 8 years from July 26, 2010 and to maintain an average of the past three years export performance of Rs. 52,609,681.
 - export cargo handling services of Rs. 96,396,678 (Previous year: Rs. 96,396,678) within a period of 8 years from June 11, 2012 and to maintain an average of the past three years export performance of Rs. 51,969,884.
- ii) The Subsidiary Company has imported capital goods under the Export Promotion Capital Goods Scheme of the Government of India at concessional rates of duty under obligation to export cargo handling services of Rs. 370,816,660 (Previous Year: Rs. 260,467,324) within a period of eight years. Of the above, the Company has handled export cargo of Rs. 351,903,449 till March 31, 2014 (Previous Year: Rs. 184,413,414).
- iii) The Subsidiary Company has imported capital goods under the Export Promotion Capital Goods Scheme of the Government of India at concessional rates of duty under obligation to export cargo handling services of Rs. 110,305,342 (Previous year: Rs. 110,305,342) within a period of 8 years from April 2012.
- iv) The Subsidiary Company has non- cancellable operating leases for land used for construction of warehouses. Commitment of rent Rs. 2,046,294,418 (Previous year: Rs. 768,760,846).
- v) The Subsidiary Company has non-cancellable operating lease till December 2030 for land used for Container Freight Station activities. Commitment of rent Rs. 45,805,523 (Previous year: Rs. 47,540,320).

30 Related Party Disclosures

Related Party Disclosures, as required by Accounting Standard 18 – “Related Party Disclosures”, notified under the Act, read with General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 are given below:

Key Management Personnel: Mr. Prem Kishan Gupta, Deputy Chairman and Managing Director

Relative: Mr. Ishaan Gupta: Manager - Corporate Planning (upto May 25, 2012), Director (w.e.f. May 26, 2012)

Entity in which directors are interested: Newsprint Trading and Sales Corporation (NTSC)

Rs.

Particulars	Entity in which directors are interested (NTSC)		Key Management Personnel	
	2013-2014	2012-2013	2013-2014	2012-2013
Transactions during the year:				
Commission	–	–	10,000,000	10,000,000
Sitting Fees	–	–	140,000	120,000
Remuneration to a relative	–	–	–	72,309
Commission to a relative	–	–	500,000	800,000
Sitting Fees to a relative	–	–	140,000	100,000
Lease rental received (excluding Service-tax)	1,868,736	3,737,467	–	–
Reimbursement of Other Operational expenses incurred on behalf of Gateway Rail	6,548,124	–	–	–
Rendering of Services (Rail Transport) (excluding Service-tax)	83,975,155	7,455,047	–	–
Reimbursement of Other Administrative expenses incurred on their behalf	9,836	129,790	–	–
Closing Balance			–	–
Trade Receivables	–	1,907,317	–	–
Payable to Key Management Personnel	–	–	9,000,000	9,000,000

31 Computation of Earnings Per Share (Basic and Diluted)

The number of shares used in computing Basic Earnings Per Share (EPS) is the weighted average number of shares outstanding during the year. The number of shares used in computing Diluted EPS comprises of weighted average shares considered for deriving Basic EPS, and also the weighted average number of equity shares which would be issued on exercise of options under the Employees Stock Option Plan 2005.

Particulars	2013-2014	2012-2013
I. Profit Computation for both Basic and Diluted Earnings Per Share of Rs. 10 each		
Net Profit as per the Statement of Profit and Loss available for Equity Shareholders (in Rupees)	1,358,338,440	1,266,862,405
II. Weighted average number of Equity Shares for Earnings per Share computation		
For Basic Earnings Per Share	108,566,150	108,415,613
Add: Weighted average outstanding employee stock options deemed to be issued for no consideration	40,617	73,169
No. of Shares for Diluted Earnings Per Share	108,606,767	108,488,782
III. Earnings Per Share in Rupees (Weighted Average)		
- Basic	12.51	11.69
- Diluted	12.51	11.68

32 Disclosure of Derivatives

The foreign currency outstanding that has not been hedged by any derivative instrument or otherwise as at March 31, 2014 are as follows:

Particulars	Foreign Currency Denomination	Foreign Currency Amount	Amount in Rs.	Foreign Currency Amount	Amount in Rs.
		31-Mar-14	31-Mar-14	31-Mar-13	31-Mar-13
Liabilities (Buyers' Credit)	Euro	2,816,000	236,149,757	2,846,000	201,610,640
Liabilities (Buyers' Credit)	USD	108,513	6,642,081	1,386,798	76,995,025
Liabilities (Interest Accrued but not due on Buyers' Credit)	USD	1,628	99,669	27,825	1,544,868
Liabilities (Interest Accrued but not due on Buyers' Credit)	Euro	22,598	1,895,076	31,348	2,220,718

The foreign currency outstanding has been translated at the rates of exchange prevailing on the Balance Sheet date in accordance with Accounting Standard 11 – "The Effects of Changes in Foreign Exchange Rates (Revised 2003)".

- 33** The Company has taken office premises under non-cancellable operating lease and lease rent of Rs. 16,621,662 (Previous year: Rs. 17,314,181) has been included under the head 'Other Expenses - Rent' under Note "27" in the Statement of Profit and Loss.

(Rs.)

Particulars	Minimum Future Lease Rentals		
	Due within 1 year	Due later than 1 year and not later than 5 years	Due later than 5 years
2013-2014	11,124,008	3,739,220	–
2012-2013	15,873,798	2,149,880	–

In addition, the Subsidiary Companies have entered into various cancellable leasing arrangements for office and residential premises in respect of which an amount of Rs. 12,775,081 (Previous Year Rs. 12,893,056) has been appropriately included under 'Other Expenses - Rent' under Note "27" in the Statement of Profit and Loss.

- 34** The Board of Directors of the Company had passed resolution on February 6, 2013 approving the Scheme for amalgamation ("Scheme") of wholly owned Subsidiary Company - Gateway Distriparks (South) Private Limited with the Company with the appointed date for amalgamation as April 1, 2013. The Board of Directors of the Company have amended the Scheme at their meeting held on January 31, 2014, by changing the Appointed Date to April 1, 2014. The procedures for the amalgamation are yet to be completed.
- 35** The Subsidiary Company - Container Gateway Limited has now complied with statutory compliances till date as regards to Companies Act, 1956 and applications for composition of offences moved before the Company Law Board, New Delhi (CLB) have been approved and all offences have been compounded.

36 Segment Reporting

Primary Segment:

In accordance with Accounting Standard 17 – "Segment Reporting" notified under the Act, read with General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013, the Group has determined its business segment as follows:

- "Container Freight Station" segment includes common user facilities located at various sea ports in India, offering services for handling (including related transport), temporary storage of import / export laden and empty containers and cargo carried under customs control.
- "Rail Logistics" segment includes transportation by rail, storage, handling of the containers and related transportation by road.
- "Cold Chain and related Logistics" includes storage facilities at cold stores and transportation of temperature controlled and ambient products on behalf of customers.

Rs.

Particulars	2013-2014			2012-2013			Total
	Container Freight Station	Rail Logistics	Cold Chain and related Logistics	Container Freight Station	Rail Logistics	Cold Chain and related Logistics	
Revenues							
External	2,932,611,813	5,671,042,071	1,534,067,557	3,037,572,150	5,376,050,995	1,136,951,177	9,550,574,322
Inter-Segment	9,837,000	-	-	9,837,000	-	-	9,837,000
Total Revenues	2,922,774,813	5,671,042,071	1,534,067,557	3,027,735,150	5,376,050,995	1,136,951,177	9,540,737,322
Result							
Segment result	904,810,291	660,210,469	231,051,284	1,207,832,355	397,349,812	165,470,367	1,770,652,534
Less: Interest Expense							163,799,728
Less: Other Unallocable Expenditure							28,280,000
Add: Unallocable Income							154,920,248
Profit before taxation							1,733,493,054
Segment Assets							
Unallocated Corporate Assets	3,605,504,322	7,627,411,299	3,552,794,828	3,613,415,382	7,613,852,374	2,340,365,343	13,567,633,099
Total Assets	3,605,504,322	7,627,411,299	3,552,794,828	3,613,415,382	7,613,852,374	2,340,365,343	15,121,848,597
Segment Liabilities							
Unallocated Corporate Liabilities	892,288,479	4,502,550,822	1,648,948,556	528,367,902	4,608,504,064	1,136,651,139	6,273,523,105
Total Liabilities	892,288,479	4,502,550,822	1,648,948,556	528,367,902	4,608,504,064	1,136,651,139	961,456,257
Capital Expenditure							
Unallocated Capital Expenditure	394,076,169	393,774,741	1,173,628,374	594,581,114	768,025,031	1,153,828,300	2,516,434,445
Total Capital Expenditure	394,076,169	393,774,741	1,173,628,374	594,581,114	768,025,031	1,153,828,300	2,516,434,445
Segment Depreciation							
Unallocated Segment Depreciation	251,833,208	399,843,802	149,708,608	206,499,423	401,329,791	90,715,824	698,545,038
Total Segment Depreciation	251,833,208	399,843,802	149,708,608	206,499,423	401,329,791	90,715,824	698,545,038

Secondary Segment: The Group's operations are such that all activities are confined only to India and hence, there is no secondary reportable segment relating to the Group's business.

37 Disclosure for AS 15 (Revised)

The Company has classified various benefits provided to employees as under:-

I. Defined Contribution Plans

a. Provident Fund

b. State Defined Contribution Plan

- Employers' Contribution to Employee's Pension Scheme 1995

During the year, the Company has recognised the following amounts in the Statement of Profit and Loss:

- Employers' Contribution to Provident Fund * Rs. 24,177,746 (Previous year: Rs. 21,822,547) [Includes EDLI charges and Employers' Contribution to Employee's Pension Scheme 1995]
- Contribution to Labour Welfare Fund * Rs. 5,483 (Previous year: Rs. 1,329) and
- Employers' Contribution to Employee's State Insurance Commission * Rs. 59,124 (Previous year: Rs. 128,768).

* Included in Contribution to Provident and Other Funds (Refer Note 24)

II. Defined Benefit Plan

Gratuity

In accordance with Accounting Standard 15, actuarial valuation was done in respect of the aforesaid defined benefit plan of gratuity based on the following assumptions:-

(% per annum)

	2013-2014	2012-2013
Discount Rate	9.1 - 9.33	8-8.5
Rate of increase in Compensation Levels	9.5 - 11	8.5-11
Rate of Return on Plan Assets	8.7	8-8.7

Particulars	2013-2014		2012-2013	
	Funded Rs.	Non-Funded Rs.	Funded Rs.	Non-Funded Rs.
Change in the Present Value of Obligation				
Present Value of Obligation at the beginning of the year	23,334,579	22,144,839	19,428,288	17,816,642
Present Value of Obligation on acquisition	—	—	473,012	—
Interest Cost	1,867,299	1,796,902	1,629,209	1,514,415
Current Service Cost	4,325,431	4,468,017	3,769,299	5,019,328
Past Service Cost	—	—	—	—
Curtailment Cost/ (Credit)	—	—	—	—
Settlement Cost/ (Credit)	—	—	—	—
Benefits Paid	(499,215)	(2,040,806)	(1,364,424)	(364,292)
Actuarial (Gain)/ Loss on Obligations	(1,223,058)	(3,788,395)	(600,805)	(1,841,254)
Present Value of Obligation at the end of the year	27,805,036	22,580,557	23,334,579	22,144,839
Change in Fair Value of Plan Assets				
Fair Value of Plan Assets as at beginning of the year	11,830,962	—	9,641,143	—

Particulars	2013-2014		2012-2013	
	Funded Rs.	Non-Funded Rs.	Funded Rs.	Non-Funded Rs.
Expected Return on Plan Assets	1,107,489	–	869,770	–
Actuarial Gain/ (Loss) on Plan Assets	15,415	–	(5,616)	–
Contributions	2,607,482	–	2,690,090	–
Benefits paid	(499,215)	–	(1,364,425)	–
Fair Value of Plan Assets as at end of the year	15,062,133	–	11,830,962	–
Percentage of each Category of Plan Assets to total Fair Value of Plan Assets as at March 31, 2014				
The Plan Assets are administered by Tata AIA Life Insurance Company Limited and Life Insurance Corporation of India as per Investment Pattern stipulated for Pension and Group Schemes Fund by Insurance Regulatory and Development Authority regulations.				
Reconciliation of Present Value of Defined Benefit Obligation and the Fair Value of Assets				
Present Value of Funded Obligation as at end of the year	27,805,036	22,580,557	23,334,579	22,144,839
Fair Value of Plan Assets as at end of the year	15,062,133	–	11,830,962	–
Funded (Asset)/ Liability recognised in the Balance Sheet	(15,062,133)	–	(11,830,962)	–
Present Value of Unfunded Obligation as at end of the year	12,742,903	22,580,557	11,503,617	22,144,839
Unrecognised Past Service Cost	–	–	–	–
Unrecognised Actuarial (Gain)/ Loss	–	–	–	–
Unfunded Net (Asset)/ Liability Recognised in Balance Sheet**	12,742,903	22,580,557	11,503,617	22,144,839
** Included under Provisions “Gratuity” (Refer Notes 7 and 11)				
Amount recognised in the Balance Sheet				
Present Value of Obligation as at end of the year	27,805,036	22,580,557	23,334,579	22,144,839
Fair Value of Plan Assets as at end of the year	15,062,133	–	11,830,962	–
(Asset)/ Liability recognised in the Balance Sheet***	12,742,903	22,580,557	11,503,617	22,144,839
*** Included under Provisions “Gratuity” (Refer Notes 7 and 11)				

Particulars	2013-2014		2012-2013	
	Funded Rs.	Non-Funded Rs.	Funded Rs.	Non-Funded Rs.
Expenses Recognised in the Statement of Profit and Loss				
Current Service Cost	4,325,431	4,468,017	3,769,299	5,019,328
Past Service Cost	—	—	—	—
Interest Cost	1,867,299	1,796,902	1,629,209	1,514,415
Expected Return on Plan Assets	(1,107,489)	—	(869,770)	—
Curtailment Cost/ (Credit)	—	—	—	—
Settlement Cost/ (Credit)	—	—	—	—
Net actuarial (Gain)/ Loss recognised in the year	(1,238,473)	(3,788,395)	(757,170)	(1,841,254)
Total Expenses recognised in the Statement of Profit and Loss****	3,846,768	2,476,524	3,771,568	4,692,489
**** Included in Gratuity (Refer Note 24)				
Expected Contribution for Next Year	4,416,322	—	3,391,437	—

Details of Present Value of Obligation, Plan Assets and Experience Adjustment:

Rs.

	2013-2014	2012-2013	2011-2012	2010-2011	2009-2010
Present value of obligation					
- Funded	27,805,036	23,334,579	19,428,288	14,216,893	7,481,668
- Unfunded	22,580,557	22,144,839	17,816,642	16,471,128	2,180,153
Fair value of plan assets	15,062,133	11,830,962	9,641,143	8,221,541	3,644,679
(Surplus)/ Deficit	35,323,460	33,648,456	27,603,787	17,708,620	11,236,360
Experience Adjustments:					
(Gain)/ Loss on funded plan liabilities	(681,614)	(603,882)	1,734,866	955,963	(460,508)
Gain/ (Loss) on funded plan assets	15,415	(5,616)	(173,523)	40,060	351,206
(Gain)/ Loss on unfunded plan liabilities	(3,093,729)	(1,987,554)	308,999	(457,439)	(1,612,492)
(Gain) / Loss on funded plan liabilities due to change in actuarial assumptions	(541,444)	(158,904)	(328,761)	795,732	—
(Gain) / Loss on unfunded plan liabilities due to change in actuarial assumptions	(694,666)	146,300	947,024	1,995,932	—

Other Employee Benefit Plan:

The liability for leave encashment and compensated absences as at year end is Rs. 34,218,168 (Previous year: Rs. 26,690,982).

38 Proposed Dividend

	Year ended March 31, 2014	Year ended March 31, 2013
The Proposed Interim Dividend for the year is as follows:		
On Equity Shares of Rs. 10 each:		
- Amount of Dividend Proposed	325,819,752	—
- Dividend per Equity Share	Rs. 3 per share	—

39 Pursuant to the impending IPO (Initial Public Offering) by the Subsidiary Company, the Draft Red Herring Prospectus was filed with the Securities and Exchange Board of India (SEBI) on August 29, 2013 and the Subsidiary Company is in the process of responding to the queries raised by SEBI in this regard. On receipt of clearance from SEBI, the Subsidiary Company will proceed with filing the Red Herring Prospectus (RHP) with the Registrar of Companies (ROC).

40 Previous year's figures have been rearranged to conform with current year's presentation, where applicable.

For **Price Waterhouse**
Firm Registration No.: FRN 301112E
Chartered Accountants

Partha Ghosh
Partner
Membership No.: 55913

Place: Mumbai
Date: May 1, 2014

For and on behalf of the Board of Directors
Prem Kishan Gupta **Shabbir Hassanbhai**
Deputy Chairman and Director
Managing Director

R. Kumar
Deputy Chief Executive Officer and Chief Finance
Officer cum Company Secretary

Place: Mumbai
Date: May 1, 2014



Information Related to Subsidiary Companies

[As per General Circular No: 2/2011 dated 8 February 2011 from the Government of India, Ministry of Corporate Affairs, under Section 212(8) of the Companies Act, 1956]

S. No.	Gateway East India Private Limited	Gateway Distriparks (South) Private Limited	Chandra CFS & Terminal Operators Private Limited	Gateway Rail Freight Limited	Container Gateway Limited	Gateway Distriparks (Kerala) Limited	Snowman Logistics Limited
1	Paid-up Share Capital FY 2012-13	80,000,000 80,000,000	175,094,500 175,094,500	6,123,002,500 6,123,002,500	1,000,000 1,000,000	230,500,000 230,500,000	1,241,058,570 1,029,070,000
2	Share Application Money pending allotment FY 2012-13	- -	126,112,393 7,040,021	- -	- -	269,496,774 176,126,796	- -
3	Reserves & Surplus FY 2012-13	473,966,467 242,993,516	(104,690,072) (104,012,445)	522,108,390 240,688	- -	(14,030,476) (4,097,488)	971,978,927 262,681,547
4	Total Assets FY 2012-13	607,934,403 361,502,110	210,823,123 89,457,467	8,299,850,061 7,800,944,853	1,266,579 1,254,329	696,872,147 616,328,513	3,884,383,762 2,440,222,988
5	Total Liabilities FY 2012-13	53,967,936 38,508,594	14,306,302 11,335,391	1,654,739,171 1,677,701,665	266,579 254,329	210,905,849 213,799,205	1,671,346,265 1,148,471,441
6	Turnover FY 2012-13	417,153,758 362,265,328	44,049,681 41,824,787	5,730,075,351 5,403,861,134	- -	50,035,596 6,728,486	1,552,328,226 1,141,027,835
7	Profit before taxation (Profit / (Loss)) FY 2012-13	182,441,203 160,635,830	(5,123,478) (11,893,648)	598,453,921 303,439,852	- -	(13,577,536) (1,175,470)	136,901,681 144,350,323
8	Provision for taxation (includes Income Tax, Deferred Tax, Net of Income Tax refunds & Minimum Alternate Tax Credit Entitlement) FY 2012-13	(48,531,748) 35,446,341	(4,445,851) 1,474,769	76,586,219 23,551,915	- -	(3,644,548) (310,874)	(87,890,413) (45,602,633)
9	Profit after taxation (Profit / (Loss)) FY 2012-13	230,972,951 125,189,489	(677,627) (13,368,417)	521,867,702 279,887,937	- -	(9,932,988) (864,596)	224,792,094 189,952,956
10	Proposed Dividend FY 2012-13	- -	- -	- -	- -	- -	- -

For and on behalf of the Board of Directors

Prem Kishan Gupta

Deputy Chairman and Managing Director

Shabbir Hassanbhai

Director

R. Kumar

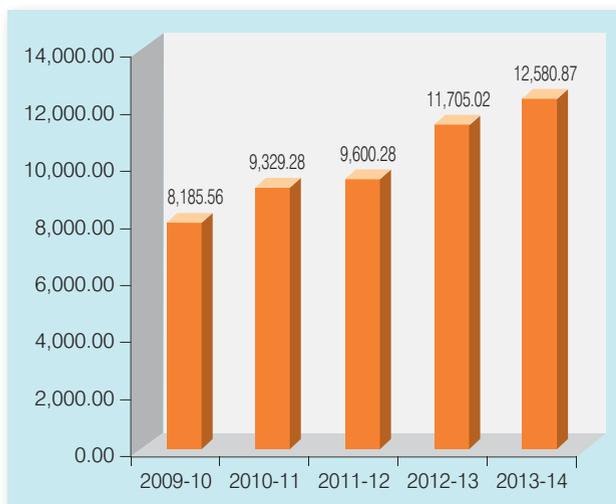
Deputy Chief Executive Officer and Chief Finance Officer cum Company Secretary

Place: Mumbai

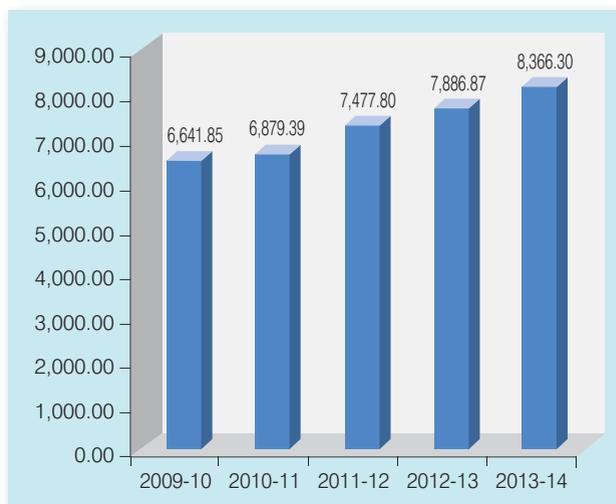
Date: May 1, 2014

Consolidated Results At A Glance

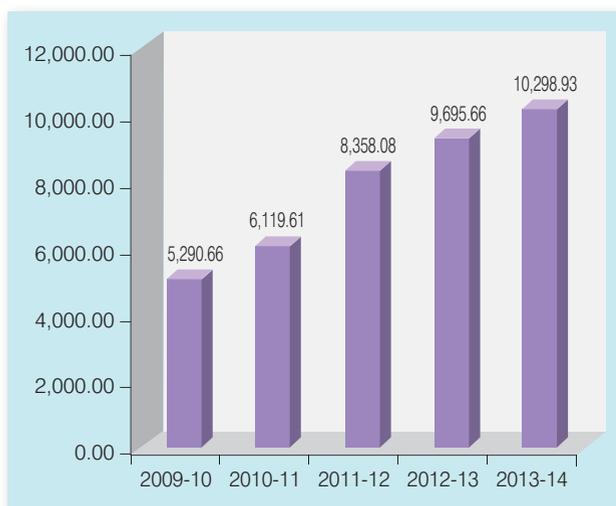
Fixed Assets (Rs. In Mn)



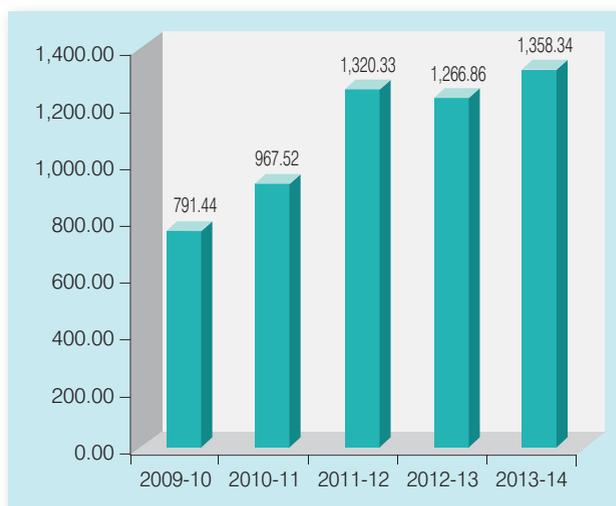
Networth (Rs. In Mn)



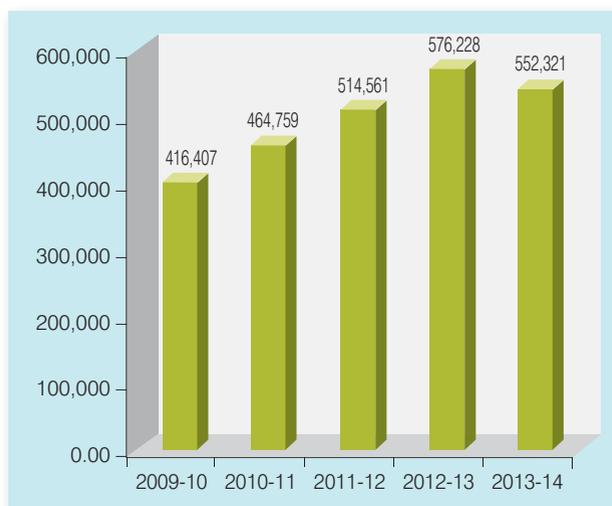
Total Income (Rs. In Mn)



PAT (Rs. In Mn)



TEUs (No.)



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