

28 September 2021

**BSE Limited**  
Phiroze Jeejeebjoy Towers  
Dalal Street  
Mumbai 400 001  
Scrip Code: 532622

**National Stock Exchange of India Ltd.**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (East)  
Mumbai – 400 051  
Trading Symbol: GDL

**Company No.: 532622 / GDL**

**Deb Scrip Code:** 958704/ 958705/ 958706/ 958707/ 958708/ 958711/958712/958713 / 958714 /958715

Dear Sir / Madam,

**SUB: Proceedings of the meeting of the equity shareholders of Gateway Distriparks Limited (“Company”) convened in accordance with the directions of Hon’ble National Company Law Tribunal, Mumbai Bench (“NCLT”) in connection with the Composite Scheme of Amalgamation (merger by absorption) amongst the Company, Gateway East India Private Limited and Gateway Rail Freight Limited and their respective shareholders under Sections 230 to 232 read with other applicable provisions of the Companies Act 2013 and rules framed thereunder (“Scheme”)**

**REF: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**

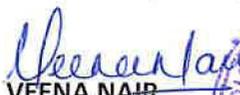
This is with reference to our letter dated 25 August 2021, wherein we had informed that the Company will be convening a meeting of its equity shareholders on Tuesday, 28 September 2021 at 11:30 a.m. (IST) through video conferencing (“VC”) or other audio visual means (“OAVM”) (“Meeting”), in accordance with the directions of the NCLT vide its order dated 28 July 2021, for the purpose of considering, and if thought fit, to approve, with or without modification(s), the proposed Scheme.

Pursuant to Regulation 30 of SEBI LODR, we enclose herewith a summary of proceedings of Meeting of the equity shareholders of the Company convened as per the directions of NCLT on Tuesday, 28 September 2021 at 11:30 a.m. (IST) through VC / OVAM.

This is for your information and records. Request you to kindly take note of the above.

Thanking you,

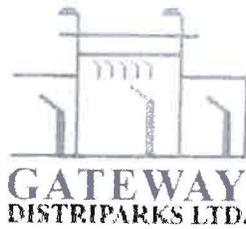
Yours faithfully,  
For Gateway Distriparks Limited

  
VEENA NAIR  
Company Secretary  
Encl: As above



**GATEWAY DISTRI PARKS LIMITED**

Regd. Office: Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai – 400 707, Maharashtra, India  
T +91 22 2724 6500 F +91 22 2724 6538 E gdlcfs@gateway-distriparks.com W www.gateway-distriparks.com  
CIN L74899MH1994PLC164024



**SUMMARY OF THE PROCEEDINGS OF THE MEETING OF THE EQUITY SHAREHOLDERS ("MEETING") OF GATEWAY DISTRI PARKS LIMITED ("COMPANY") CONVENED AND HELD ON TUESDAY, 28 SEPTEMBER 2021 THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") AS PER THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH ("NCLT") VIDE ITS ORDER DATED 28 JULY 2021 ("NCLT ORDER")**

The NCLT convened Meeting was held today on Tuesday, 28 September 2021 at 11:30 A.M through VC / OAVM.

In the opening remarks, Mr. Prem Kishan Dass Gupta, Chairman and Managing Director of the Company, welcomed all the equity shareholders attending the Meeting through VC and informed them that the Meeting is convened pursuant to the NCLT Order, to consider and, if thought fit (with or without modifications), approve the composite scheme of amalgamation ("**Scheme**") for: (i) amalgamation (merger by absorption) of Gateway East India Private Limited ("**GEIPL**") with the Company; and (ii) amalgamation (merger by absorption) of the Company (post amalgamation of GEIPL with the Company) with Gateway Rail Freight Limited and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**"). He further informed the members that vide the NCLT Order, NCLT has appointed him as the Chairperson to preside over the Meeting.

The requisite quorum being present, the Chairperson called the meeting to order. The Chairperson introduced the Directors, Chief Financial Officer, Company Secretary, Statutory Auditors and Secretarial Auditors of the Company, present at the Meeting.

The Chairperson informed that in view of the COVID-19 pandemic and related social distancing norms, the Meeting was being held through video conferencing in accordance and compliance with the directions issued in the NCLT Order and various circulars issued by Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India (SEBI) from time to time. The Chairperson further informed that pursuant to the provisions of the Act read with the Companies (Compromises, Arrangements and Amalgamations) Rules 2016 ("**Rules**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and as per the directions of the NCLT, the Company had tied up with Link Intime India Private Limited ("**Link Intime**") to provide facility for voting through electronic means prior to the Meeting and e-voting during the Meeting and participation in the Meeting through VC / OAVM facility.

The Notice of the NCLT convened meeting including the Explanatory Statement under Sections 230 to 232 and 102 of the Act read with Rule 6 of the Rules, and other annexures, referred in the Index of the Notice were circulated on 25 August 2021, electronically within the mandated period to all the equity shareholders whose email addresses were registered with their Depository Participant(s). The Notice convening the Meeting was taken as read.

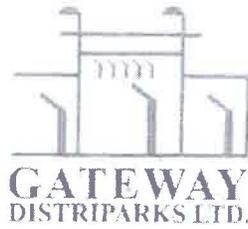
Mrs. Veena Nair informed that the remote e-voting period commenced from Sunday, 29 August 2021 from 9:00 a.m. and concluded on Monday, 27 September 2021 at 5.00 p.m.

The Chairperson then provided the brief background and rationale of the Scheme along with the details of the amalgamating entities.



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Regd. Office: Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai – 400 707, Maharashtra, India  
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CIN L74899MH1994PLC164024



Thereafter, the following business was transacted at the meeting:

Approval of the composite scheme of amalgamation for: (i) amalgamation (merger by absorption) of Gateway East India Private Limited with the Company; and (ii) amalgamation (merger by absorption) of the Company (post amalgamation of GEIPL with the Company) with Gateway Rail Freight Limited and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

On invitation, the shareholder who had registered himself as speaker, addressed the Meeting through VC / OAVM and sought clarifications on the Scheme. The Chairperson responded to the queries of the shareholder and provided clarifications sought by him.

Thereafter, procedure for E-voting was explained in the meeting. The Chairperson then requested the shareholders to cast their vote on the proposed resolution set out in the Notice convening the Meeting through e-voting facility provided at the Meeting.

The Chairperson informed that Ms. Malati Kumar (Membership No.: 15508) and failing her, Ms. Aparna Gadgil (Membership No.: 14713) of M/s. S. N. Ananthasubramanian & Co, Practicing Company Secretaries, have been appointed to scrutinize the voting process through remote e-voting and e-voting

The Chairperson announced that the combined result of the remote e-voting and e-voting at the Meeting along with scrutinizer's report shall be communicated to the Stock Exchanges within 48 hours of the close of the Meeting and the same shall also be placed on the Company's website and on the website of Link Intime.

The Chairperson then concluded the Meeting with vote of thanks to all the persons for attending and participating in the Meeting. The Meeting concluded at 11.55 a.m. However, the E-voting facility remained open till 12.10 P.M

Note: This document does not constitute the minutes of the proceedings of the Meeting of the Company.