



21 January 2022

BSE Limited Phiroze Jeejeebjoy Towers Dalal Street Mumbai 400 001 Scrip Code: 532622	National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051 Trading Symbol: GDL
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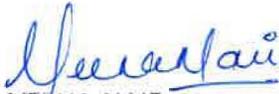
Sub: Corporate Governance Report for the quarter ended 31 December 2021

Enclosed please find the Corporate Governance report for the quarter ended 31 December 2021.

Thanking You.

Yours faithfully,

For GATEWAY DISTRI PARKS LIMITED


VEENA NAIR

Company Secretary

A12635

Encl: a/a

GATEWAY DISTRI PARKS LIMITED

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CIN L74899MH1994PLC164024

General information about company	
Scrip code	532622
NSE Symbol	GDL
MSEI Symbol	NOTLISTED
ISIN	INE852F01015
Name of the entity	GATEWAY DISTRI PARKS LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Quarterly
Date of Report	31-12-2021
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	PREM KISHAN DASS GUPTA	AAKPG2127J	00011670	Executive Director	Chairperson related to Promoter	MD	22-02-1958	NA		15-03-1994	20-07-2017			2	0	3	1		
2	Mr	ISHAAN GUPTA	APFPG1166F	05298583	Executive Director	Not Applicable	MD	22-07-1988	NA		26-05-2012	08-02-2017			2	0	0	0		
3	Mr	SAMVID GUPTA	AXOPG2763K	05320765	Non-Executive - Non Independent Director	Not Applicable		30-09-1992	NA		12-03-2020				2	0	1	0		
4	Mr	ANIL AGGARWAL	AABPA5289J	01385684	Non-Executive - Independent Director	Not Applicable		20-05-1958	NA		27-04-2021	27-04-2021		60	2	0	5	4		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
5	Mr	ARUN KUMAR GUPTA	AAAPG4063H	06571270	Non-Executive - Independent Director	Not Applicable		24-03-1961	NA		27-04-2016	27-04-2021		60	2	2	5	0
6	Mrs	SHUKLA WASSAN	AAHPW8633J	02770898	Non-Executive - Independent Director	Not Applicable		18-12-1959	NA		12-03-2020	12-03-2020		24	5	5	4	1

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block	
Textual Information(1)	<p>The Audit Committee and Corporate Social Responsibility Committee were reconstituted at the Board Meeting held on 21st October 2021.</p> <p>Risk Management Committe was constituted at the Board Meeting held on 21st October 2021.</p>

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01385684	ANIL AGGARWAL	Non-Executive - Independent Director	Chairperson	27-04-2021		Textual Information(1)
2	06571270	ARUN KUMAR GUPTA	Non-Executive - Independent Director	Member	10-11-2016		
3	05320765	SAMVID GUPTA	Non-Executive - Non Independent Director	Member	21-10-2021		Textual Information(2)
4	00011670	PREM KISHAN DASS GUPTA	Executive Director	Member	10-11-2016	21-10-2021	Textual Information(3)

Sr Text Block	
Textual Information(1)	Audit Committee was reconstituted at the Board Meeting held on 21st October 2021, wherein Mr.Anil Aggarwal was appointed as the Chariman of the Audit committee.
Textual Information(2)	Audit Committee was reconstituted at the Board Meeting held on 21st October 2021, wherein Mr.Samvid Gupta was appointed as a member of the Audit committee.
Textual Information(3)	Audit Committee was reconstituted at the Board Meeting held on 21st October 2021, wherein Mr. Prem Kishan Dass Gupta ceased to be a member of the Audit Committee.

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01385684	ANIL AGGARWAL	Non-Executive - Independent Director	Chairperson	27-04-2021		
2	00011670	PREM KISHAN DASS GUPTA	Executive Director	Member	10-11-2016		
3	06571270	ARUN KUMAR GUPTA	Non-Executive - Independent Director	Member	10-11-2016		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02770898	SHUKLA WASSAN	Non-Executive - Independent Director	Chairperson	27-04-2021		
2	00011670	PREM KISHAN DASS GUPTA	Executive Director	Member	10-11-2016		
3	06571270	ARUN KUMAR GUPTA	Non-Executive - Independent Director	Member	10-11-2016		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06571270	ARUN KUMAR GUPTA	Non-executive-Independent Director	Chairperson	21-10-2021		
2	05298583	ISHAAN GUPTA	Executive Director	Member	21-10-2021		
3	05320765	SAMVID GUPTA	Non-executive -Non Independent Director	Member	21-10-2021		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00011670	PREM KISHAN DASS GUPTA	Executive Director	Chairperson	10-11-2016		
2	05298583	ISHAAN GUPTA	Executive Director	Member	21-10-2021		Textual Information(1)
3	02770898	SHUKLA WASSAN	Non-Executive - Independent Director	Member	21-10-2021		Textual Information(2)

Sr Text Block	
Textual Information(1)	CSR Committee was reconstituted at the Board Meeting held on 21st October 2021, wherein Mr. Ishaan Gupta was appointed as a member of CSR Committee.
Textual Information(2)	CSR Committee was reconstituted at the Board Meeting held on 21st October 2021, wherein Mrs. Shukla Wassan was appointed as a member of CSR Committee.

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	28-07-2021				Yes	9	4
2		21-10-2021	84		Yes	6	3
3		13-12-2021	52		Yes	6	3
4		27-12-2021	13		Yes	6	3

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory							Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)		
1	Audit Committee	28-07-2021				Yes	3	4
2	Audit Committee	21-10-2021	84			Yes	3	2
3	Stakeholders Relationship Committee	28-07-2021				Yes	3	4
4	Stakeholders Relationship Committee	21-10-2021				Yes	3	2
5	Risk Management Committee	02-11-2021				Yes	3	1

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	VEENA NAIR
2	Designation	Company Secretary and Compliance Officer

Text Block	
Textual Information(1)	<p>The Honble National Company Law Tribunal, Mumbai bench, vide its Order dated 2nd December, 2021 approved the Company's petition for a composite scheme of amalgamation under Sections 230 to 232 read with other applicable provisions of the Companies Act 2013, involving amalgamation of subsidiary company - Gateway East India Private Limited with Gateway Distriparks Limited (GDL) and post the aforesaid amalgamation, Gateway Distriparks Limited would amalgamate into subsidiary company - Gateway Rail Freight Limited (GRFL). 2021.</p> <p>The scheme has become effective from December 28, 2021. On the Effective Date, the Company shall stand dissolved without being wound up as envisaged in Scheme. Further, pursuant to the Scheme, all the shareholders holding shares in GDL as on the Record Date i.e., January 06, 2022, will be allotted shares in GRFL in the ratio of 4:1, i.e., 4 Equity Shares of GRFL will be allotted against 1 Equity Share held in GDL.</p> <p>The Transferee Company, GRFL, has initiated the process of filing the Information Memorandum with SEBI and will be applying for listing of its securities.</p>

Signatory Details	
Name of signatory	VEENA NAIR
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	21-01-2022

