



GATEWAY DISTRI PARKS LTD.



June 27, 2018

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The Stock Exchange, Mumbai

Phiroze Jeejeebjoy Towers

Dalal Street MUMBAI

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Email : corp.relations@bseindia.com

National Stock Exchange of India Ltd.

Exchange Plaza

Bandra Kurla Complex

MUMBAI – 51

Ph: 2659 8452 Fax: 2659 8237 / 38

Dear Sir / Madam,

Company No. : 532622 / GDL

Re: Notice of 24th Annual General Meeting

Please find enclosed Notice of 24th Annual General Meeting of the Company scheduled to be held on Monday, 30 July 2018 at Navi Mumbai Sports Association, Near MGM Hospital, Sector 1A, Vashi, Navi Mumbai – 400703 at 2.30 p.m.

Kindly take a note of the same and communicate the same to the members of the Exchange.

Yours faithfully,

For GATEWAY DISTRI PARKS LIMITED

R. Kumar

Dy. Chief Executive Officer and

Chief Finance Officer –cum – Company Secretary

Encl:a/a

Registered Office :

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

Tel. : +91-22-2724 6500 to 12 (Board) • Fax : +91-22-2724 6538 • E-mail: gdicfs@gateway-distriparks.com • Website : www.gateway-distriparks.com

CIN : I74890MH300491614024



GATEWAY DISTRI PARKS LIMITED

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

CIN: L74899MH1994PLC164024

Ph: +91 22 2724 6500 | Fax: +91 22 27246538

Website: www.gateway-distriparks.com

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the Members of Gateway Distriparks Limited (Company) will be held on Monday, 30 July 2018 at Navi Mumbai Sports Association, Near MGM Hospital, Sector 1A, Vashi, Navi Mumbai - 400703 at 2.30 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March 2018 together with, 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, 2018.
3. To re-appoint Mrs. Mamta Gupta (DIN: 00160916), who retires by rotation in the Annual General Meeting, and being eligible, offers herself for re-appointment as Director.

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: New Delhi

Dated: 16 May 2018

NOTES

1. **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.**
2. 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 Notice. Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution/authority as applicable.
3. Corporate members intending to send their authorized representatives to attend and vote at the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.



4. The Register of Members and Share Transfer Register of the Company will remain closed from Saturday, 21 July 2018 to Monday, 30 July 2018, both days inclusive.
5. In terms of a circular issued by the Securities and Exchange Board of India, it is mandatory to quote Permanent Account Number (PAN) for participating in the securities market. Therefore, the members holding shares in physical form are requested to submit the PAN details to the Registrar and Share Transfer Agents of the Company.
6. 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. 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 101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai 400083
7. Members who are holding shares in physical form are requested to notify the changes in their respective addresses or bank details, if any, 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.
8. Pursuant to Section 125 of the Companies Act, 2013, 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 (IEPF) set up by the Government of India. Pursuant to Section 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account notified by the Authority. The Company has sent individual notices to all the shareholders whose dividends are lying unpaid / unclaimed against their name for seven consecutive years or more and also advertised on the newspapers seeking action from the shareholders. Shareholders are requested to claim the same as per procedure laid down in the Rules. In case the dividends are not claimed by the due date(s), necessary steps will be initiated by the Company to transfer shares held by the members to IEPF without further notice. Please note that no claim shall lie against the Company in respect of the dividend/shares so transferred to IEPF. Details of the unclaimed dividend and particulars with respect to corresponding shares due for transfer to the IEPF are available on the Company's website www.gateway-distriparks.com under the section 'Investor Relations'.
9. Members are requested to furnish their bank account number, name of the bank, branch, IFSC code and place with Pin Code Number where their account is maintained to prevent fraudulent encashment of dividend warrant. Members may also specify details of ECS / NEFT / RTGS / other similar electronic transfer facility available, if any.
10. Members holding multiple folios are requested to get their holdings consolidated.
11. M/s. S R Batliboi and Co, LLP (Firm Registration No. 301003E/E300005), were appointed as statutory auditors of the Company, to hold office from the conclusion of 23rd Annual General Meeting (AGM) until the conclusion of the 28th AGM, subject to ratification by members every year. Pursuant to Companies Amendment Act, 2017 read with the Companies (Audit and Auditors) Second Amendment Rules, 2018, with effect from 7th May, 2018, the requirement for placing the matter relating to Appointment of Statutory Auditors for ratification by members at every annual general meeting, during the term of their appointment, has been done away with. In view of the above M/s. S R Batliboi and Co, LLP (Firm Registration No. 301003E/E300005), continues to be the statutory auditors of the Company, till the conclusion of the 28th AGM, to be held in the calendar year 2022.
12. The Notice of the AGM, Annual Report 2017-18 and attendance slip, are 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 2017-18 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.

13. The Company has appointed Central Depository Services (India) Ltd (CDSL) as the agent for providing and supervising the electronic platform for e-voting.
14. In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rules framed thereunder, the Company has appointed Central Depository Services (India) Ltd (CDSL) as the agent for providing and supervising the electronic platform for e-voting. Accordingly, 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 shareholders voting electronically are as under:

- (i) The voting period begins on Friday, 27 July 2018 (9.00 a.m. IST) and ends on Sunday, 29 July 2018 (5.00 p.m. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 23 July 2018 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the notice of AGM and holds shares as on the cut-off date ie. Monday, 23 July 2018, may obtain the sequence number by sending a request at rnt.helpdesk@linkintime.co.in.
- (iii) The shareholders should log on to the e-voting website: www.evotingindia.com
- (iv) Click on Shareholders/Members.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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) Members, who have not updated their PAN with the Company/Depository Participant, are requested to use the sequence number which is printed on Attendance Slip, in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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.



- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN "Gateway Distriparks Limited" on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote or cast the vote again.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) 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 a compliance user 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.
- (xxi) 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
- (xxii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai - 400013, or send an email to helpdesk.evoting@cdslindia.com or call 18002005533.
- (xxiii) Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting.
15. The Company has appointed M/s. S N ANANTHASUBRAMANIAN & CO., Practising Company Secretaries, to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.



The Scrutinizer shall immediately upon conclusion of the e-voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in presence of at least two witnesses not in the employment of the Company. Thereafter, the Scrutinizer shall, within 48 hours of the conclusion of the meeting, prepare a consolidated Scrutinizer Report of the total votes cast in favour or against the items on the agenda contained in this Notice, if any, and submit it forthwith to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same. The Chairman or the person authorized by him in writing, as the case may be, shall declare the result of the voting forthwith.

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 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed immediately after the result of the meeting is declared.

16. Members are requested to register/update their e-mail addresses with the Company/ depository, so that the notice and related documents can be served to the members on their e-mail addresses.
17. Route map to the venue of the meeting is provided at the end of the notice.
18. 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.

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

1) Mrs. Mamta Gupta

Mrs. Mamta Gupta, aged 50 years, holds a degree in Bachelor of Commerce. Mrs. Gupta has been a member of the Board since 2015. She is the Chairman of the CSR Committee of the Board and is involved in the CSR initiatives taken by the company. She is a partner in the family business firm - Newsprint Trading and Sales Corporation and is actively involved in its business development.

Mrs. Gupta is related to Mr. Prem Kishan Dass Gupta, Chairman and Managing Director and Mr. Ishaan Gupta, Joint Managing Director.

Companies in which Mrs. Mamta Gupta holds directorship and committee membership

Sr. No.	NAME OF THE COMPANY	NATURE OF INTEREST
1	Gateway Distriparks Limited	Director & Shareholder (Chairman-CSR Committee)
2	Gateway Rail Freight Limited	Director (Member - CSR Committee)
3	Snowman Logistics Limited	Director (Member - CSR Committee)
4	Prism International Private Limited	Director & Shareholder (Member - Audit Committee)
5	Perfect Communications Private Limited	Director
6	Star Cineplex Private Limited	Director & Shareholder
7	Prestige Infracon Private Limited	Director & Shareholder
8	Newsprint Trading & Sales Corporation	Partner

*Directorships in Foreign 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. Mamta Gupta holds 400,000 equity shares in the Company.



NMMT Bus Stand Vashi to Navi Mumbai Sports Association

