



23rd December 2022

BSE Limited

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National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
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Dear Sir/ Madam,

Company No.: [543489/ GATEWAY]

Sub: Acquisition of upto 100% equity shareholding of Kashipur Infrastructure and Freight Terminal Private Limited by the Company from its existing shareholders

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("Listing Regulations")

In reference to our earlier intimation dated 1 November 2022, we are pleased to inform you that as per the terms of the Share Purchase Agreement dated 31 October 2022, the Company has today completed the acquisition of 99.92% shareholding of Kashipur Infrastructure and Freight Terminal Private Limited ("KIFTPL") from its majority shareholders, namely Apollo Logisolutions Limited, India Glycols Limited ("IGL") and Kashipur Holdings Limited. The acquisition has been completed at an Enterprise Value of approximately INR 154.08 crores, and accordingly GDL has acquired 99.92% shareholding of KIFTPL from its majority shareholders for an aggregate cash consideration of approximately INR 142.86 crores. The Enterprise Value has been adjusted in accordance with the terms of the SPA including on account of existing loans of KIFTPL for an amount of approximately INR 11.22 crores.

With this acquisition, KIFTPL has become a subsidiary of the Company, effective from today.

The Company is also purchasing land admeasuring 7.544 acres from IGL for an aggregate consideration of approximately INR 8.97 crores which forms part of the private freight terminal owned and operated by KIFTPL. This land will continue to be used by KIFTPL. The Company and IGL have executed an agreement to sell for this purpose and the Company shall complete all formalities relating to conveyancing the said land in its name in due course.

The details required to be furnished under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular CIR/CFD/CMD/4/2015 dated 9 September 2015 are provided in **Annexure-A**.

GATEWAY DISTRI PARKS LIMITED

(Formerly Gateway Rail Freight Ltd.)

Registered Office: Sector 6, Dronagiri, Taluka Uran, District Raigarh, Navi Mumbai, Maharashtra 400707, India

Corporate Office: 206-7, Southern Park, Saket District Centre, New Delhi – 110017, India

T: +91 11 4055 4400 **F:** +91 11 4055 4413 **W:** www.gatewaydistriparks.com **CIN:** L60231MH2005PLC344764



Kindly take the above stated information on record.

For **Gateway Distriparks Limited (formerly Gateway Rail Freight Limited)**

Anuj Kalia
Company Secretary

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Annexure-A

S. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	Kashipur Infrastructure and Freight Terminal Private Limited (“KIFTPL”). KIFTPL is engaged in the business of operating a private freight terminal and inland container depot at Kashipur, Uttarakhand for the purpose of providing logistics services to its customers. KIFTPL has earned a revenue of INR 27.5 Crores (approx.) in FY 2021-22.
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”.	No. The acquisition does not fall under the category of related party transaction(s) and the promoter/ promoter group/ group companies of the Company do not have any interest in KIFTPL.
3.	Industry to which the entity being acquired belongs.	Logistics - private freight terminal and inland container depot.
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The acquisition will add new capabilities and will promote GDL’s plans of growth and expansion of its business activities, by having presence in Uttarakhand. The transaction is expected to be value accretive for GDL and will assist GDL in strengthening its business operations pan India.
5.	Brief details of any governmental or regulatory approvals required for the acquisition.	Not Applicable
6.	Indicative time period for completion of the acquisition	The acquisition has been completed on [insert date] December 2022
7.	Nature of consideration- whether cash consideration or share swap and details of the same	Cash consideration

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S. No.	Particulars	Details
8.	Cost of acquisition or the price at which the shares are acquired.	GDL has acquired 99.92% shareholding of KIFTPL from its majority shareholders for an aggregate cash consideration of INR 1,42,86,89,290 (Indian Rupees One Hundred Forty Two Crores Eighty Six Lakh Eighty Nine Thousand Two Hundred Ninety Only). The Enterprise Value of KIFTPL has been adjusted in accordance with the terms of the SPA including on account of existing loans of KIFTPL for an amount of approximately INR 11.22 crores.
9.	Percentage of shareholding / control acquired and / or number of shares acquired	GDL has acquired 99.92% shareholding in KIFTPL from its majority shareholders. The process to acquire the remaining 0.08% shareholding from Fourcee Infrastructure Equipments Private Limited (in liquidation) is ongoing.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).	<p>KIFTPL is a private limited company incorporated on 11 November 2011 under the provisions of the Companies Act 1956, having its registered office in New Delhi.</p> <p>KIFTPL is engaged in the business of operating a private freight terminal and inland container depot at Kashipur, Uttarakhand for the purpose of providing logistics services to its customers.</p> <p>The turnover of KIFTPL for the last 3 financial year is stated below: (a) FY 2021-2022: INR 27.55 crores (b) FY 2020-2021: INR 20.25 crores (c) FY 2019-2020: INR 17.40 crores</p>

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