



November 13, 2025

BSE Limited Phiroze Jeejeebjoy Towers Dalal Street Mumbai 400 001 Scrip Code: 543489	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051 Trading Symbol: GATEWAY
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Subject: Notice of Postal Ballot

Dear Sir/ Madam,

This is in furtherance to our intimation dated November 04, 2025 regarding the outcome of meeting of the Board of Directors of the Company and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") including any amendments thereof and other applicable provisions, if any read with the SEBI Circulars issued in this regard, please find enclosed herewith the Postal Ballot Notice ("Notice") seeking approval of the Members of the Company by way of remote electronic voting ("e-voting") in respect of the special business as set out in the Notice.

In accordance with the applicable circulars of Ministry of Corporate Affairs ("MCA Circulars") and provisions of Listing Regulations, the aforesaid Notice is being sent only in electronic form to Members whose email addresses are registered with the Company's Registrar and Share Transfer Agent i.e. MUFG Intime India Private Limited (formerly Link Intime India Pvt. Ltd.) ("RTA") or respective Depository Participants and whose names are recorded in the Register of Members / Beneficial Owners as on the **cut-off date i.e. Friday, November 7, 2025**. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of MUFG Intime India Private Limited (formerly Link Intime India Pvt. Ltd.) for facilitating e-voting to enable the Members to cast their votes electronically. The remote e-voting period will commence on **Saturday, November 15, 2025 at 9:00 A.M. (IST)** and end on **Sunday, December 14, 2025 at 5:00 P.M. (IST)**. The e-voting module shall be disabled by MUFG Intime India Private Limited thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. Please note that the communication of assent or dissent of the Members would take place only through the remote e-voting system. The instructions for remote e-voting are detailed in the Notice.

GATEWAY DISTRIPARKS LIMITED

CIN: L60231MH2005PLC344764

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

Corporate Office: 4th Floor, Prius Platinum, Saket District Centre, New Delhi – 110017, India

T: +91 11 4055 4400 **F:** +91 11 4055 4413 **E:** investors@gatewaydistriparks.com **W:** www.gatewaydistriparks.com



The Postal Ballot Notice is available on the Company's website at www.gatewaydistriparks.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of RTA of the Company at www.in.mpms.mufig.com.

Kindly take the above information on record.

Thanking You
Yours faithfully,

For Gateway Distriparks Limited

Divyang Jain
Company Secretary &
Compliance Officer

Encl. As above

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POSTAL BALLOT NOTICE

[Pursuant to Section 110 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and MCA Circulars]

Dear Member(s),

NOTICE is hereby given that the resolution appended herein to be passed by the members of the Company through Postal Ballot only by way of **remote e-voting ("e-voting")** pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("**Act**"), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations**"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, read with other relevant circulars including General Circular Nos. 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 03, 2024 read with earlier Circulars issued by SEBI ("**SEBI Circulars**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The Board of Directors of the Company has appointed PCS Harsh Oberoi (Membership No. FCS 11088; CP No. 17834) from M/s Oberoi & Associates, Practising Company Secretaries, as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed..

An Explanatory Statement pursuant to Section 102 of the Act pertaining to the resolution setting out the material facts and the rationale thereof form part of this Postal Ballot Notice ("**Notice**").

In compliance with Regulation 44 of the SEBI (LODR) Regulations, as amended and pursuant to the provision of Sections 108 and 110 of the Act read with the rules framed thereunder and the aforesaid MCA Circulars and SEBI Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/RTA/Depository/ Depository Participant(s). The manner of the procedure to cast the vote through e-voting forms part of the '**Notes**' to this Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice. The e-voting period will commence on **Saturday, November 15, 2025 at 09.00 A.M. (IST)** and will end on **Sunday, December 14, 2025 at 05.00 P.M. (IST)**.

The Company has engaged the services of MUFG Intime India Private Limited (formerly Link Intime India Pvt. Ltd.) as the Agency to provide e-voting facility in the postal ballot. The e-voting facility will not be allowed later than December 14, 2025 at 05.00 P.M. (IST) and will be disabled immediately thereafter.

The Scrutinizer will submit the report to the Chairperson of the Company ("**Chairperson**") or any other person authorized by the Chairperson and the result of the voting by Postal Ballot will be announced not later than 2 working days from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Notice.



The last date of e-voting i.e. December 14, 2025 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

Special Business:

Item No. 1:

To approve the appointment of Mr. Raghav Chandra (DIN: 00057760) as a Non-Executive Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as **Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, the relevant clauses of Articles of Association of the Company and Regulation 17(1C) and other the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Raghav Chandra (DIN: 00057760), who was appointed as an Additional Director, designated as a Non-Executive Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby approved as an Independent Director of the Company for a period of 5 (five) years w.e.f. November 04, 2025 till November 03, 2030 (both days inclusive) and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (“Board”) of the Company (which expression shall include Nomination and Remuneration Committee thereof) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s) including any amendment(s) thereof or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit and to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

**By Order of the Board of Directors
For Gateway Distriparks Limited**

Date : November 04, 2025
Place : New Delhi

Prem Kishan Dass Gupta
Chairman & Managing Director
DIN: 00011670



NOTES :

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013, Regulation 36(3) of SEBI LODR Regulations and SS-2 setting out all material facts pertaining to the above-mentioned resolution is annexed to this Postal Ballot Notice for your consideration.
2. The Cut-off date for ascertaining the eligibility of members to vote on the resolution contained in Postal Ballot Notice is closure of the business hours on **Friday, November 07, 2025**. The voting rights of the Member shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date.
3. A person whose name appears in the Register of Members or in Beneficial Owners data furnished by the depositories as on the cut-off date shall be entitled to avail the facility of e-voting. A person who is not a Member on the Cut-off date should treat this Notice for information purpose only.
4. The votes in this Postal Ballot process cannot be exercised through proxy.
5. In compliance with the MCA Circulars, Notice of the Postal Ballot is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/ Depository Participants/Depository. Members may note that the Notice of the Postal Ballot is also be available on the Company's website at www.gatewaydistriparks.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of RTA of the Company i.e. MUFG Intime India Private Limited (formerly Link Intime India Pvt. Ltd.) at www.in.mpms.mufig.com.
6. The Board of Directors of the Company has appointed PCS Harsh Oberoi (Membership No. FCS 11088; CP No. 17834) from M/s Oberoi & Associates, Practising Company Secretaries, as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner.
7. All the relevant documents, if any, referred to in this Postal Ballot Notice are available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents may send an e-mail to investors@gatewaydistriparks.com
8. The e-voting period commences on **Saturday, November 15, 2025, at 9.00 A.M. (IST)** and ends on **Sunday, December 14, 2025, at 5.00 P.M. (IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their votes by e-voting. The e-voting module will be disabled by RTA, for voting, upon the expiry of the above period. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
9. The Scrutinizer, after scrutinizing the votes cast through postal ballot e-voting process will not later than two working days from the conclusion of the e-voting, make a scrutinizer's report and submit the same to the Chairperson or a person authorized by him in writing. The Scrutinizer's decision on the validity of votes cast will be final. The results declared along with the scrutinizer's report shall be displayed on the Company website www.gatewaydistriparks.com as well as communicated to the Stock Exchanges and placed on the website of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at www.in.mpms.mufig.com.
10. Subject to receipt of requisite number of votes, the Special Resolution shall be deemed to be passed on the last date specified for e-voting for the postal ballot voting process i.e. December 14, 2025.
11. Members who have not registered their email addresses so far are requested to get their email addresses registered. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details/NECS/mandates, nominations, power of attorney, change of address/name, Permanent Account Number ('PAN') details, email id and other KYC documents with their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA to provide efficient and better service to the Members.



In case of Members holding shares in physical form, aforesaid information as required for KYC updation is required to be provided to the Company's RTA in physical mode at RTA's address C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 or in electronic mode through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at Company's website <https://gatewaydistriparks.com/investors> to rnt.helpdesk@in.mpms.mufg.com

Voting Instructions:

In terms of SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual members holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Login method for Individual members holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Click on "Beneficial Owner" icon under "IDeAS Login Section".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.



METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with their Depository Participant

Individual shareholders can also login using the login credentials of your demat account through their depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.



- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding shares in physical mode and for Non-Individual Shareholders holding shares in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.
- (Home page of e-voting will open.
Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab & register with details as under:
1. User ID: Enter User ID
 2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
 3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
 4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders holding shares in **NSDL form**, shall provide ‘point 4’ above
 - o Shareholders holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
 5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 6. Enter Image Verification (CAPTCHA) Code.
 7. Click “Submit” (You have now registered on InstaVote).
Post successful registration, click on “**Login**” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.



- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name' - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No."



- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.muvg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

For Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"



- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

For Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement pursuant to Section 102 read with Section 110 of the Act and other applicable provisions, sets out all material facts relating to the business mentioned in resolution in this Notice:

Item No. 1

Since the second term of Mr. Arun Gupta, Independent Director was going to end on November 04, 2025, therefore it is required to Appoint Independent Director in place of Mr. Arun Gupta. The Nomination and Remuneration Committee, after evaluating and considering the skills, qualification, experience, knowledge, integrity and independence nominated the candidature of Mr. Raghav Chandra. The Nomination and Remuneration Committee in pursuant to the provisions of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, recommended to the Board of Directors, the appointment of Mr. Raghav Chandra (DIN: 00057760), as an Non-Executive Independent Director of the Company in the vacancy created upon completion of second term of Mr. Arun Kumar Gupta (DIN: 06571270). The Board of Directors in its meeting held on November 04, 2025, considered the recommendation of Nomination & Remuneration Committee and appointed Mr. Raghav Chandra (DIN: 00057760), with effect from November 04, 2025, as an Additional Director, designated as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years from November 04, 2025 till November 03, 2030 (both days inclusive), subject to the approval of members of the Company.

Mr. Raghav Chandra confirmed that he is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Raghav Chandra that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The Company has received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Raghav Chandra for the office of Non-Executive Independent Director of the Company. Since this appointment is recommended by the Nomination and Remuneration Committee, the requirement for deposit of Rs. 100,000/- is not applicable.

Mr. Raghav Chandra has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Chandra has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board of Directors, Mr. Raghav Chandra fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Raghav Chandra is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Non-Executive Independent Director which is in best interest of the Company.

Brief Profile:

Mr. Raghav Chandra, IAS (Retd.) is a former Indian Administrative Service Officer (IAS) of 1982 batch, superannuated in the rank of Secretary to Government of India. Mr. Chandra is B.Sc. (Hons.) and Master of Science degree in Mathematics from St. Stephens College, Delhi University. He has also done his Masters in Public Administration from Harvard University, USA – as Edward S Mason Fellow, dividing time between Harvard Kennedy School and Harvard Business School. He is a recipient of the Joint Japan/ World Bank GSP.

His professional career training was done at Lal Bahadur Shastri Academy of Administration, Mussorie.

He had participated in various Executive Management courses in top global institutes such as the Cambridge Judge School of Business, Columbia University, Berkeley University and the IIMs. Mr. Raghav Chandra, IAS (Retd.) has varied experience in the fields of infrastructure, sustainability and arts, as given in brief below:



- Chairman of National Highway Authority of India – played a very pro-active role in the overall infrastructure development of India. Got NHAI listed in Singapore and London Stock Exchange which led to successfully raising Masala bond internationally and launched the “Bharatmala” Program.
- Awarded as Man of the Year by Construction World Magazine 2016.
- Chaired Government of India Committee for public private partnership in highway structure.
- Represented Government of India in City of London conference on Infrastructure financing 2010, economic business summit in Paris 2011, World PPP Conference, Geneva 2012, FAO Annual Session in Rome 2014.
- Worked as CMD of the Indian Highway Management Company Limited, brought new focus into technology and service activities connected with highway management.
- Principle Secretary – Urban Development in Madhya Pradesh for 3 years, supervised working of 345 local bodies, got City Development Plan, and initiated major programs for holistic upgradation of basic urban amenities including waste management, parking, roads, drinking water and sewage in the city.
- Commissioner and Chief Executive Officer, Madhya Pradesh Housing Board.
- Acted as Managing Director of the MP State Industrial Development Corporation, MD of Trade and Investment Felicitation Corporation.
- Acted as Director in Ministry of Commerce, looking after WTO, bilateral trade with various countries including companies.
- Acted as Government of India, Additional Secretary and financial advisor for the Ministry of Agriculture/ Farmers Welfare, animal husbandry/ dairying and fisheries.
- Acted as Additional Secretary and Financial Advisor to Ministry of Culture.
- An accredited Arbitrator, having completed several important commercial arbitrations, including one as a Presiding Arbitrator. He is also a Dispute Resolution Mediator with the National Highways Authority of India and the Ministry of Railways.

Details of Mr. Raghav Chandra pursuant to the provisions of - (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to this Postal Ballot Notice.

He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act or as per the applicable provisions of Listing Regulations.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV to the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mr. Raghav Chandra as an Independent Director requires approval of members of the Company by passing a special resolution. Accordingly, the approval of members is sought for appointment of Mr. Raghav Chandra as Non-Executive Independent Director of the Company by passing a special resolution.

Mr. Raghav Chandra is interested in the resolution set out at Item No. 1 of this Postal Ballot Notice with regard to his appointment. Relatives of Mr. Raghav Chandra may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Promoter / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors commends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members by way of special resolution.

**By Order of the Board of Directors
For Gateway Distriparks Limited**

Date : November 04, 2025
Place : New Delhi

Prem Kishan Dass Gupta
Chairman & Managing Director
DIN: 00011670



ANNEXURE TO THE NOTICE OF POSTAL BALLOT

Details of Director proposed to be appointed through Postal Ballot [Pursuant to Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard 2 on General Meetings]

Name of Director	Mr. Raghav Chandra
DIN	00057760
Date of Birth	October 31, 1958
Brief Resume	Refer Explanatory Statement
Date of First Appointment on the Board	November 04, 2025
Nature of expertise in specific functional area(s)	Refer Explanatory Statement
Qualifications	Refer Explanatory Statement
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	Nil
Terms and Conditions of Appointment	Refer Explanatory Statement
Managerial Remuneration last drawn	Not Applicable
Remuneration proposed to be paid	He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act or as per the applicable provisions of Listing Regulations.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any other Director or Key Managerial Personnel of the Company or their relatives.
No. of Board meetings attended	FY 2025-26: 1(One) meeting attended in person from his date of appointment till the date of this Postal Ballot Notice, wherein he was invited as special invitee.
Directorships held in other Indian public limited companies as on date of this Postal Ballot Notice (excluding Partnerships Firms & Limited Liability Partnerships)	Seamec Limited JSW Cement Limited GR Highways Investment Manager Private Limited 1234 Intellimap Private Limited Welspunaunta Simaria Project Private Limited Welspun Enterprises Limited J. Kumar Infraprojects Limited
Listed Indian companies from which the person has resigned in the past three years	Vardhman Special Steels Limited
Position of Chairperson / Member in the Committees of Directors of other public limited companies in which he is a Director	<u>i. Welspun Enterprises Limited</u> Audit Committee- Member Stakeholder Relationship Committee- Member Nomination and Remuneration Committee- Member Risk Management Committee- Member <u>ii. J.Kumar Infraprojects Limited</u> Audit Committee- Member Nomination and Remuneration Committee- Member Stakeholder Relationship Committee- Chairman <u>iii. Seamec Limited</u> Nomination and Remuneration Committee- Member Audit Committee- Member Risk Management Committee- Member



	<u>iv. JSW Cement Limited</u> Project Review Committee- Member Corporate Social Responsibility- Member <u>v. GR Highways Investment Manager Private Limited</u> Audit Committee- Member Stakeholder Relationship Committee- Member Nomination and Remuneration Committee- Chairman
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer Explanatory Statement