GATEWAY DISTRIPARKS LIMITED
(CIN: L60231MH2005PLC344764)
Registered Office: Sector 6, Dronagiri, Taluka Uran, Navi Mumbai, Raigarh, Maharashtra- 400707
Corporate Office: 4th Floor, Prius Platinum, Saket District Centre, New Delhi – 110017, India
Tel.: +91 22 2724 6500 Fax: +91 22 2724 6538
Email: investors@gatewaydistriparks.com ; Website: www.gatewaydistriparks.com

NOTICE OF 21ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 21st Annual General Meeting ("AGM") of the Members of Gateway Distriparks Limited ("the Company") will be held on **Friday, 25th of September, 2026 at 12:30 P.M.** ("IST"), through Video Conferencing / Other Audio Visual Means ("VC/OAVM") facility to transact following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

  a) **the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon; and**

  b) **the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with Report of the Auditors thereon.**

2. **To confirm the interim dividend of Rs. 3.25 per equity share of Rs. 10/- each declared by the Board of Directors for the financial year ended March 31, 2026.**

3. **To appoint a director in place of Mr. Ishaan Gupta (DIN: 05298583), who retires by rotation and being eligible offers himself for reappointment.**

SPECIAL BUSINESS:

4. **Re-appointment of Ms. Vanita Yadav (DIN: 09449130) as Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years.**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 ("Act"), and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Ms. Vanita Yadav (DIN: 09449130), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from December 27, 2021 to December 26, 2026 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent to act as a Director along with a declaration that she meets the criteria for independence under Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, the consent of the members of the Company be and is hereby accorded to re-appoint Ms. Vanita Yadav (DIN: 09449130) as Non-Executive Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years commencing from December 27, 2026 upto December

26, 2031 (both days inclusive) and shall be eligible to receive sitting fees and performance linked Directors Commission as agreed and declared by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors 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."

5. Re-Appointment of Mr. Ishaan Gupta (DIN: 05298583) as Joint Managing Director of the Company and payment of Commission

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 & 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), based on his performance and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, subject to such consent, approvals and permissions as may be required in this regard, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Ishaan Gupta (DIN: 05298583) as Joint Managing Director of the Company on the following terms and conditions:

1. Tenure: December 27, 2026 to December 26, 2031
2. Period: 5 years
3. Retirement by Rotation: His term of office shall be liable to Retirement by Rotation
4. Sitting Fees: He shall be eligible for sitting fees for attending any meetings of the Board / Committee(s) Meeting(s),
5. Director's Commission: - Mr. Ishaan Gupta will be entitled to receive Director's commission under the applicable provisions of the Companies Act, 2013 and as decided by Nomination & Remuneration Committee / Board of Directors.
6. Salary: No Salary or Remuneration shall be paid apart from the above.
7. Minimum Commission: In the absence or inadequacy of the profits in any financial year, the commission will be paid to the managerial personnel including Managing / Whole-time Director(s) in accordance with the applicable provisions of Schedule V of the Act.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and hereby authorized to vary or increase the fee/ Commission within such prescribed limits or ceiling and the terms between the Company and Director, Mr. Ishaan Gupta be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in the General meeting.

RESOLVED FURTHER THAT the liberty is hereby given to the Board of Directors to alter the terms and conditions of the said appointment so as not to exceed the limits specified in Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and vary the terms and conditions of appointment and do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

6. To consider and approve the payment of fee / commission to Mr. Ishaan Gupta, Joint Managing Director / promoter of the Company in excess of limits specified under SEBI (LODR) Regulations

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in accordance with Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, consent of the Members of the Company be and is hereby accorded for the payment of remuneration by way of commission to Mr. Ishaan Gupta (DIN: 05298583), Joint Managing Director, Executive Director and Promoter of the Company, in accordance with the terms and conditions of his re-appointment as Joint Managing Director as placed before this Meeting, notwithstanding that the remuneration payable to him, individually and/or together with the remuneration payable to other Executive Directors who are promoters or members of the promoter group, exceed or may exceed the applicable limits specified under Regulation 17(6)(e) of the SEBI Listing Regulations, during his tenure commencing from December 27, 2026.

RESOLVED FURTHER THAT the Board of Directors, the Nomination and Remuneration Committee and the Audit Committee of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorised by the Board in that behalf], be and is hereby authorised to undertake, execute all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, to apply for requisite approval(s) of the statutory or regulatory authorities, as may be required, to carry out all requisite, incidental, consequential steps and to settle any question, difficulty or doubt that may arise in order to give full effect to this resolution."

7. To consider and approve the Sale /transfer/ disposal of assets/unit/undertaking/division of the Company either wholly or partially or any division of the subsidiary(ies) of the Company or disposal of investment in subsidiary(ies)

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

"RESOLVED THAT in supersession to the earlier resolution passed in this regard and in pursuant to the provisions of section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, and the relevant rules made thereunder, Regulation 24 (5), (6), and Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any (including any statutory modifications, amendments or re-enactments of any of them for the time being in force), the Memorandum and Articles of Association of the company and subject to other requisite approvals to the extant necessary as may be required, the consent of the members of the Company be and is hereby accorded for sale / transfer / lease / assignment / disposal of the assets/unit/undertaking/ division of the Company either wholly or partly or any division of a subsidiary(ies) of the Company or divestment in any of its subsidiary(ies) of the Company by way of sale/ transfer/ disposal or otherwise to any strategic partner/ investor or to any third party either in whole or in part or in one or more tranches at a consideration which shall not be less than the value of such sale/ transfer/ disposal arrived at by the valuation methodology adopted by the independent registered valuer and on such terms and conditions and with such modifications as may be required as the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) may deem fit and appropriate in the interest of the Company for an amount of upto Rs.1,000 Crores.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized on behalf of the Company to negotiate, finalize, vary and settle the terms and conditions of the proposed sale/ transfer/ lease/ assignment/ disposal of the assets/unit/division of a subsidiary(ies) or divestment in any of its subsidiary(ies), and execute the share purchase agreement and such other agreements, deeds, applications and related documents as may be required and subsequent modifications thereto and to do all such acts, deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including the power to sub-delegate and take all necessary steps as it may in its absolute discretion and in the best interest of the Company deem necessary, desirable or expedient from time to time in order to give effect to the aforesaid resolution."

Gateway Distriparks Limited

By order of the Board of Directors
For Gateway Distriparks Limited

Place: New Delhi
Date: August 05, 2026

Divyang Jain
Company Secretary and
Compliance Officer

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to Item no. 4 to Item No. 7 forms part of this Notice. The relevant details as required pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of the person seeking appointment/re-appointment as Director under Item No. 4 to 5 of the Notice, are also annexed.

2. The Ministry of Corporate Affairs ('MCA'), vide its General Circular Nos. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard, the latest one being General Circular No. 03/2025 dated September 22, 2025 permitted the Companies to conduct their AGMs through VC/ OAVM without physical presence of the Members at a common venue till further orders and in compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with applicable SEBI Circulars in this regard without the physical presence of members at a common venue. In accordance with the said Circulars and applicable provisions of the Act, the 21st AGM of the Company is being conducted through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. The MUFG Intime India Private Limited (formerly Link Intime India Pvt Ltd), Registrar & Transfer Agent shall be providing facilities in respect of:

   (a) voting through remote e-voting;

   (b) participation in the AGM through VC/OAVM facility;

   (c) e-voting during the AGM.

   The procedure for participating in the meeting through VC/OAVM is explained at Note No.28 below and is also available on the website of the Company at **www.gatewaydistriparks.com.**

3. The VC/OAVM facility for members to join the meeting, shall be opened 30 minutes before the start of the AGM. Members can attend and participate in the AGM through VC/OAVM only by following the instructions given in the subsequent pages of this Notice.

4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend and vote at the AGM through VC/OAVM through e-voting.

5. The Board of Directors of the Company at its Meeting held on Wednesday, August 05, 2026 has appointed from Mr. Neeraj Arora from M/s. Neeraj Arora & Associates, Company Secretaries bearing (Firm Registration No. S2019DE706400) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

6. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company by email at **investors@gatewaydistriparks.com** with a copy marked to the Scrutinizer at **neerajarora.pcs@gmail.com,** a certified copy of the board resolution/ authorization letter authorising their representative to

attend and vote on their behalf at the Meeting and through e-voting.

7. 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, etc. to 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, such information is required to be provided to the Company's RTA in physical mode or in electronic mode through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) to **investor.helpdesk@in.mpms.mufg.com.**

8. Members who have still not registered their email IDs are requested to do so at the earliest. Those Shareholders whose email IDs are not registered can get their Email ID registered as follows:

   - Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.

   - Members holding shares in the physical form can get their E-mail ID registered by sending the request in physical mode or through email to **investor.helpdesk@in.mpms.mufg.com.**

9. In compliance with the MCA Circulars and SEBI Circular, Notice of AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2025-26 shall be available on the Company's website at **www.gatewaydistriparks.com** and 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 MUFG Intime India Private Limited (formerly Link Intime India Pvt. Ltd) at **www.in.mpms.mufg.com.**

10. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

11. Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said forms can be downloaded from the Company's website.

12. SEBI vide its circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 has removed / deleted the mandatory requirement provided in the previous circulars issued in this regard, that the security holders (holding securities in physical form), whose folio(s) does not have Choice of Nomination updated shall result in freezing of Demat Accounts as well as Mutual Fund Folios and Security holders holding securities in physical form and shall not be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the RTA with effect from 1 April, 2024.

13. In terms of provisions of Companies Act, 2013 read with SEBI Circular, Members desirous of appointing their Nominees for the shares held by them may apply in the Nomination Form (Form – SH 13). Member desirous to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at **https://gatewaydistriparks.com/investors.** Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

14. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed in dematerialized form. In view of the

same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation. Members are advised to dematerialise the shares held by them in physical form. Members may contact the Company in this regard.

Special Window for Re-lodgement of Transfer Requests of Physical Shares:

Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, the Company is pleased to offer an one-time special window for physical shareholders to submit re-lodgement requests for the transfer of shares. This special window is open from July 07, 2026 to January 06, 2026, and is specially applicable to cases which were lodged prior to deadline of April 01, 2019 and the original share transfer were rejected/returned/not attended due to deficiencies in documentation, or were not processed due to any other reason. The shares re-lodged for transfer will be processed only in dematerialized form during this window.

Eligible shareholders may submit their transfer request along with the requisite documents to the Company's Registrar and Share Transfer Agent (RTA) M/s. MUFG Intime India Private Limited (formerly Link Intime India Private Limited) via email at **investor.helpdesk@in.mpms.mufg.com** or at Company's email address at **investors@gatewaydistriparks.com** within stipulated period.

Note: All the shareholders are requested to update their E-mail id(s) with Company/RTA/Deposltory Participants.

15. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated 31 July, 2023 (updated as on 4 August, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same.

16. 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.gatewaydistriparks.com under the section '**Investor**'.

17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 and the relevant documents referred to in the accompanying Notice will be made available electronically for inspection by members of the Company, upto the date of the AGM. Members seeking to inspect such documents can send request at an email at **investors@gatewaydistriparks.com.** Relevant documents referred to in the proposed resolutions as mentioned in the Notice are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Further, in order to facilitate payment of dividends, SEBI vide its circular dated April 20, 2018 has mandated the Company/ RTA to obtain copy of PAN Card and Bank Account details from all the members

holding shares in physical form. Accordingly, members holding shares in physical form shall submit their PAN and bank details to the Registrar and Transfer Agent of the Company.

19. Pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company shall provide in advance an opportunity at least once in a Financial Year to the Members to register their E-mail address and changes therein either with Depository Participant or with the Company. In view of the same, the Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Notices of all General Meetings, Directors' Report, Auditors' Report, Audited Financial Statements and other documents through electronic mode, pursuant to the provisions of the Companies Act, 2013 read with the rules framed thereunder.

20. Members desirous of obtaining any information / clarification concerning the accounts and operations of the Company are requested to address their queries may write to the company at **investors@gatewaydistriparks.com** atleast ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.

21. Members are requested to notify promptly any change in address to the Registrars at the following address:

    M/s. MUFG Intime India Private Limited

    (formerly Link Intime India Private Limited).

    Unit: Gateway Distriparks Limited

    C 101, 247 Park, L B S Marg,

    Vikhroli West, Mumbai 400 083

    Telephone No. : +91-22-49186000

    Fax No. : +91-22-49186060

    Email: **investor.helpdesk@in.mpms.mufg.com**

22. M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.301003E/E300005), was appointed as Statutory Auditors of the Company for second term of 5 (Five) years from the conclusion of the 17th Annual General Meeting held on September 20, 2022 until the conclusion of the 22nd Annual General Meeting to be held in the year 2027.

23. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

24. The Notice of calling the AGM has been uploaded on the website of the Company at **www.gatewaydistriparks.com.** The Notice of the AGM can also be accessed from the 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 the AGM Notice is also available on the RTA website (agency for providing the Remote e-Voting facility) i.e. **https://in.mpms.mufg.com/**

25. 'SWAYAM' is a secure, user-friendly web-based application, developed by "MUFG Intime India Pvt Ltd.", our Registrar and Share Transfer Agents, that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

    This application can be accessed at **https://swayam.in.mpms.mufg.com/**

    - Effective Resolution of Service Request -Generate and Track Service Requests/Complaints through SWAYAM.
    - Features - A user-friendly GUI.
    - Track Corporate Actions like Dividend/Interest/Bonus/split.
    - PAN-based investments - Provides access to linked PAN accounts, Company wise holdings and security

valuations.

- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.
- Statements - View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login - Enhances security for investors.

Note: To raise an email query following is the link: **https://web.in.mpms.mufg.com/helpdesk/Service_Request.html**

26. VOTING BY MEMBERS THROUGH ELECTRONIC MEANS

Shareholders/Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, email id, mobile number at **investors@gatewaydistriparks.com** on or before **Tuesday, 15th day of September, 2026** (05:00 p.m. IST)

i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by RTA, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

ii. A person, whose name is recorded in the Register of Members holding shares either in physical form or in dematerialized form, as on **Friday, September 18, 2026 i.e. cut-off date**, shall be entitled to vote in respect of the shares held, by availing facility of remote e-voting prior to the AGM or remote e-voting during the AGM.

iii. The remote e-voting period commences on **Tuesday, September 22, 2026** (9:00 a.m. IST) and ends on **Thursday, September 24, 2026** (5:00 p.m. IST). The e-voting module shall be disabled by RTA for voting thereafter. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

iv. The Board of Directors of the Company at its Meeting held on **Wednesday, 5th day of August, 2026** has appointed Mr. Neeraj Arora from M/s. Neeraj Arora and Associates, Practicing Company Secretaries (CP No. 16186, ICSI Peer Reviewed Certificate No. 3738/2023) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

v. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

vi. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

vii. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at investor.helpdesk@in.mpms.mufg.com.

27. Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - 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.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) 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.

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

Google Play | App Store

d) 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:

a) 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

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password.

e) Follow steps given above in points (a-d).

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) 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 & click on "Login".

c) 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.

d) 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 CDSL

METHOD 1 - 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.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

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/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your 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 securities in physical mode / Non-Individual Shareholders holding securities 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 on 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:

A. User ID: Enter User ID

B. Password: Enter existing Password

C. Enter Image Verification (CAPTCHA) Code

D. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

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:

A. User ID: Enter User ID

B. 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.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number **(last four digits),** as recorded with your DP/ Company.

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 Event No + Folio no. registered with the Company

- o Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
- o Shareholders, holding shares in **CDSL form,** shall provide 'point 3' or '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

E. 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).

F. Enter Image Verification (CAPTCHA) Code.

G. 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).

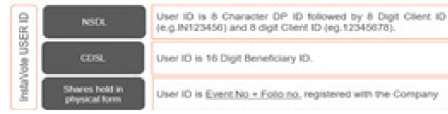
InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

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).



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 Event No + Folio no. registered with the Company

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.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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.mufg.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:

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

Individual 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.
- Further Click on **"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
- Further Click on **"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.*

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".

28. INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on **"Login".**

b) Select the "Company Name" and register with your following details:

c) Select Check Box - **Demat Account No. / Folio No. / PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on link "Cast your vote".

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/

registered email Id) received during registration for InstaMeet.

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

31. Other Disclosures:

a. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (i.e. votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or any other person authorized by him in writing, who shall countersign the same.

b. The results of the voting will be announced by the Chairperson of the Company or Company Secretary of the Company not later than 2 working days from the conclusion of the AGM and communicated to the Stock Exchanges simultaneously, Depositories and shall also be displayed on the website of the Company i.e. **http://www.gatewaydistriparks.com.** The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.gatewaydistriparks.com and on the website of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) **www.in.mpms.mufg.com forthwith.**

c. The resolutions proposed shall be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the businesses mentioned at item no. 4 to 7 of the accompanying to this Notice.

Item No. 4: Re-appointment of Ms. Vanita Yadav (DIN: 09449130) as Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years

Ms. Vanita Yadav was appointed as Non-Executive Independent Director on the Board of the Company with effect from December 27, 2021 to December 26, 2026("first term"). Since Ms. Vanita Yadav will complete her term as a Non-Executive Independent Director on the Board of the Company on December 26, 2026. Further an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall also be eligible for re-appointment for a second term of five consecutive years by passing of a special resolution by the Company. Therefore, Ms. Vanita Yadav is also eligible for re-appointment for second term of 5 (five) consecutive years.

Further based on the "Excellent" rating of Ms. Vanita Yadav vide. its report of performance evaluation and considering the professional background and experience and contributions made by Ms. Vanita Yadav during her tenure, the Nomination & Remuneration Committee ("NRC") and the Board of Directors at their Meeting held on August 05, 2026 has considered and approved / recommended the re-appointment of Ms. Vanita Yadav (DIN: 09449130) as Non-Executive Independent Director for a second term of 5 (five) consecutive years i.e. from December 27, 2021 to December 26, 2026 (both days inclusive) on the Board of the Company.

In the opinion of the Board, Ms. Vanita Yadav fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Vanita Yadav is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Ms. Vanita Yadav is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (the "Act") and has given her consent to act as a Director. The Company has also received declaration from Ms. Vanita Yadav that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and that she is not disqualified / not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority. The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, along with her brief profile are provided in the "Annexure" to the Notice. She shall be paid remuneration in form of sitting fee for attending the meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings. She shall also be eligible for profit related Directors commission within the limits stipulated under Section 197 of the Companies Act, 2013. In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the Listing Regulations, re-appointment of Ms. Vanita Yadav as an Independent Director requires approval of members of the Company by passing a special resolution.

Therefore, it is proposed to re-appoint Ms. Vanita Yadav as an Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years i.e. from December 27, 2021 to December 26, 2026 (both days inclusive) on the Board of the Company.

Accordingly, the approval of members is sought vide. Special Resolution for re-appointment of Ms. Vanita Yadav as an Independent Director. Except for Ms. Vanita Yadav to whom this resolution relates and her relatives, none of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5 & 6: Re-Appointment of Mr. Ishaan Gupta (DIN: 05298583) as Joint Managing Director and payment of remuneration in excess of threshold limits as per SEBI Listing Regulations

Re-appointment

Mr. Ishaan Gupta, was appointed as Joint Managing Director of the Company for a consecutive period of five years to hold office upto December 26, 2026. The Members are further informed that the term of office of Mr. Ishaan Gupta as Joint Managing Director is due for renewal. Based on the recommendation of the Nomination and Remuneration Committee and considering his valuable contribution to the growth and management of the Company, the Board of Directors has approved, the re-appointment of Mr. Ishaan Gupta as Joint Managing Director of the Company for a consecutive period of five years w.e.f. December 27, 2026, subject to the approval of the Members.

Mr. Ishaan Gupta holds a Bachelor of Science in Business Administration degree from Boston University, USA. He possesses more than 16 years of extensive experience in diverse areas of business management, with significant expertise in Strategic Planning, Human Rights, Information Technology, and Project Management. Throughout his association with the Company, he has demonstrated strong leadership, sound business judgment, and a deep understanding of the Company& its operations and long-term strategic objectives.

He is serving as Joint Managing Director and has been associated with the company since August 14, 2012. His contributions to the Company include - managing the company's interest in Snowman Logistics, Subsidiary Company, providing strategic direction towards building the network of the Company, active participation in Board and Committee meetings, spearheading the digital initiatives of the Group to embrace new technology. He has also taken additional responsibilities looking after new projects and legal affairs of the Company, and leading the CSR activities of the Group.

Mr. Ishaan Gupta has demonstrated strong leadership, sound business acumen, and a forward- looking approach, which have been instrumental in driving positive outcomes for the Company.

Pursuant to the performance evaluation carried out by the other members of the Board, Mr. Ishaan Gupta's performance rating has been assessed as "Excellent". The Directors noted his significant contribution towards the Company's performance, strategic direction, operational efficiency, and overall management. The evaluation is based on all the parameters that are provided under the Companies Act and Listing Regulations which reflects the confidence of the Board in his leadership capabilities and his continued ability to create value for the Company and its stakeholders.

Mr. Ishaan Gupta shall not be paid any Salary or Remuneration apart from Director's commission which shall be paid based on the Company's performance, as computed under Section 198 of the Companies Act, 2013 and as decided by Nomination & Remuneration Committee / Board of Directors. Sitting fees shall be paid separately as per the terms of appointment.

In view of his qualifications, rich experience, proven leadership, industry knowledge, and excellent performance, the Board considers it desirable and in the best interests of the Company to re-appoint Mr. Ishaan Gupta as Joint Managing Director and recommends the resolution for approval of the Members.

Therefore, it is proposed to re-appoint Mr. Ishaan Gupta as Joint Managing Director of the Company w.e.f. December 27, 2026 for a consecutive period of five years on such remuneration and on such terms & conditions as mentioned in the proposed resolution herein under item no. 5 of this AGM Notice. Accordingly, the approval of members is sought vide. Ordinary Resolution for re-appointment of Mr. Ishaan Gupta as Joint Managing Director.

Remuneration / Commission

In pursuant to Regulation 17 sub-regulation (6)(e) of SEBI Listing Regulations the payment of any fees or commission to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution, if that exceeds the limits prescribed under the aforesaid Regulation.

Mr. Ishaan Gupta shall draw Remuneration in form of Director's Commission which is likely to exceed the permissible limits as prescribed under sub-regulation (6)(e) of Regulation 17 of the SEBI Listing Regulations.

Since the term of Mr. Ishaan Gupta as a Promoter & Managing Director is getting completed on December 26, 2026 and is proposed for the re-appointment as a Managing Director from December 27, 2026 for a consecutive period of five years i.e. till December 26, 2031, therefore the approval of Shareholders is sought under Regulation 17(6)(e) of the SEBI Listing Regulations. Further such shareholders' approval shall be valid only till the expiry of the term of Mr. Ishaan Gupta.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors has approved the above proposal at their meeting held on 5th of August, 2026 after considering the valuable contributions of Mr. Ishaan Gupta in the growth of the Company and remuneration prevalent for the similar positions in the companies of the like size.

The Board recommends the resolutions as set forth in the Notice, for the consideration and approval of the shareholders.

Item No. 5 (being Special Business), be passed as Ordinary Resolution.

Item No. 6 (being Special Business), be passed as a Special Resolution.

Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives:

Except Mr. Ishaan Gupta (himself), Mr. Samvid Gupta, Joint Managing Director (younger brother) and Mr. Prem Kishan Dass Gupta, Chairperson & Managing Director (Father); none of the other Directors, Key Managerial Personnel, relatives of the persons other than mentioned, are concerned or interested, financial or otherwise in the proposed resolution.

Item No. 7: To consider and approve the Sale /transfer/ disposal of assets/unit/undertaking/division of the Company either wholly or partially or any division of the subsidiary(ies) of the Company or disposal of investment in subsidiary(ies)

The Shareholders of the Company at its previous 20th Annual General Meeting has approved the Sale /transfer/ disposal of assets/unit/undertaking/division of the Company either wholly or partially or any division of the subsidiary(ies) of the Company or disposal of investment in subsidiary(ies) for an amount of upto Rs.500 Crores, to give edge for the strategic decisions to cater the opportunity. Also during the year under review, the Company has not sold, transferred, disposed any asset, unit, division or either wholly or partially or any division of the subsidiary.

Moving forward the Company intends to enhance the limit to Rs.1,000 Crores considering that the large scale of M&A activities taking place within the industry, the Company wants to expand rapidly in the ICD/Rail segment keeping the option open to monetize non-core assets to help fund this growth which has been publically cited on various forums such as TV channels, investor conferences, earnings calls etc. This resolution is being proposed in order to provide the Board with the necessary flexibility and authority to respond swiftly to strategic opportunities or realignments that may arise, including but not limited to:

- Restructuring of operations to improve efficiency and profitability;
- Divestment of non-core assets or business units to focus on core competencies;
- Unlocking value from investments in subsidiaries or joint ventures;
- Complying with regulatory or strategic requirements;
- Facilitating potential joint ventures, mergers, or strategic partnerships.

The proposed transaction(s), if and when undertaken, will be conducted at a fair and independent valuation and in accordance with all applicable laws, ensuring the best interests of the Company and its stakeholders are upheld. The Company shall keep all the stakeholders informed for any such decision is formed / undertaken for any such sale / transfer/ disposal of undertakings of assets through various modes and channels.

Further, the approval sought is enabling in nature, and the Board shall evaluate each potential transaction on its merits before proceeding, subject to appropriate disclosures to the shareholders and regulatory compliance.

Further, the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers) at its meeting held on Wednesday, 5th day of August, 2026 accorded its approval to sell /transfer/ dispose of asset/unit/undertaking/ division of the Company either wholly or partially or any division of the subsidiary(ies) of the Company or disposal of investment in subsidiary(ies) or otherwise to any strategic partner/ investor or to any third party either in whole or in part or in one or more tranches at a consideration which shall not be less than the value of such sale / transfer / disposal /lease / assignment arrived at by the valuation methodology adopted by the registered valuer on such terms and conditions and with such modifications as may be required for an amount of upto Rs.1,000 Crores.

Below is the Disclosure as required under regulation 37A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Particulars	**Details**
Object & Commercial rational behind the proposed Dis-investment	To strategically realign focus on core operations, unlock value from non-core assets, and enable growth of the subsidiary through strategic partnership and capital infusion.
Use of proceeds arising from sale	It will be utilized to strengthen the Company’s core business, and explore strategic growth opportunities as deemed appropriate by the management.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

Accordingly, the Board recommends special resolution as set out in Item No. 7 of the Notice for approval of the members.

ADDITIONAL INFORMATION OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name	**Ms. Vanita Yadav**	**Mr. Ishaan Gupta**
DIN	09449130	05298583
Date of Birth/Age	January 19,1971 (55 years)	July 22,1988 (38 years)
Date of Appointment	December 27, 2021	December 27, 2021
Qualification	Bachelor & Master degree in Electronics & Communication Engineering.	Bachelor of Science in Business Administration from Boston University

A Brief Resume of the Director & Nature of his/her Expertise in Specific Functional Areas	Ms. Vanita Yadav is a senior professional with over 32 years of combined experience, including more than 27 years of experience in the Government sector and 5 years of experience in the sustainability sector. She holds Bachelor's and Master's degrees in Electronics & Communication Engineering and brings a strong combination of scientific and technical expertise, strategic leadership, operational management and sustainability-focused research. Her extensive government experience with the Government of India and Government of Haryana encompasses policy implementation, operational monitoring, institutional and organisational structuring, quality assurance, people management and stakeholder coordination. Over the past five years, she has expanded her professional focus into the sustainability and environmental sector, with particular interest and experience in green coal, waste management, resource recovery and sustainable utilisation of waste materials. Her work involves researching sustainable solutions for converting waste into useful resources and exploring environmentally responsible alternatives to conventional materials and energy sources. She brings a unique perspective that combines engineering and scientific knowledge, public-sector governance, strategic management and emerging sustainability solutions, enabling her to approach complex challenges from both a technical and organisational perspective.	Mr. Ishaan Gupta holds a Bachelor of Science in Business Administration degree from Boston University, USA. He possesses more than 16 years of extensive experience in diverse areas of business management, with significant expertise in Strategic Planning, Human Rights, Information Technology, and Project Management. Throughout his association with the Company, he has demonstrated strong leadership, sound business judgment, and a deep understanding of the Company's operations and long-term strategic objectives. He is serving as Joint Managing Director and has been associated with the company since August 14, 2012. His contributions to the Company include - managing the company's interest in Snowman Logistics, Subsidiary Company, providing strategic direction towards building the network of the Company, active participation in Board and Committee meetings, spearheading the digital initiatives of the Group to embrace new technology. He has also taken additional responsibilities looking after new projects and legal affairs of the Company, and leading the CSR activities of the Group. Mr. Ishaan Gupta has demonstrated strong leadership, sound business acumen, and a forward-looking approach, which have been instrumental in driving positive outcomes for the Company.
Remuneration proposed to be paid	She is entitled to Commission / Remuneration as payable to Non-Executive Directors as per existing approved terms of appointment apart from the sitting fees.	He is entitled to Commission / Remuneration as payable to Joint Managing Director as per existing approved terms of appointment apart from the sitting fees paid during the year.
Last Drawn Remuneration / Fee / Commission	Commission: Rs. 1.00 Crore Sitting Fees: Rs. 4 Lacs	Commission: Rs. 7.80 Crore Sitting Fees: Rs. 4 Lacs
Number of Board Meetings attended during the financial year 2025-26	Number of Meeting entitled to Attend:4 (Four) Number of Meetings Attended: 4 (Four)	Number of Meeting entitled to Attend: 4 (Four) Number of Meetings Attended: 4 (Four)

Disclosure of Relationships Between Directors and Key Managerial Personnel Inter-Se;	Ms. Vanita Yadav has no relationship between directors and Key Managerial Personnel of the Company, inter-se. None of the other Directors or Key Managerial Personnel or their relatives are interested or concerned in the above resolution.	Mr. Ishaan Gupta is son of Mr. Prem Kishan Dass Gupta, Chairperson & Managing Director and is elder brother of Mr. Samvid Gupta, Joint Managing Director of the Company. None of the other Directors or Key Managerial Personnel or their relatives are interested or concerned in the above resolution except to the extent of their appointment.
Shareholding in the Company including shareholding as on March 31, 2026	Nil	16,75,569 (0.34%) equity shares
Directorships of other Boards as on March 31, 2026* (excluding this Company, Partnerships Firms & Limited Liability Partnerships)	• Snowman Logistics Limited • Kashipur Infrastructure and Freight Terminal Private Limited • Vav Ecofuture Private Limited • Galaxy Eco Care Private Limited • Credent Connect N Care Limited	• Rocksolid Enterprises Private Limited • Perfect Communications Private Limited • Prism International Private Limited • Snowman Logistics Limited • Kashipur Infrastructure and Freight Terminal Private Limited
Membership / Chairpersonship of Committees of other Boards as on March 31, 2026 (excluding this Company, Partnerships Firms & Limited Liability Partnerships)	**Snowman Logistics Limited:** Audit Committee- Member Stakeholders Relationship Committee- **Member** **Credent Connect N Care Limited:** Audit Committee- Member Stakeholders Relationship Committee- **Member**	**Snowman Logistics Limited:** Finance Committee- **Member** Risk Management Committee- **Chairperson** Corporate Social Responsibility Committee- **Member** **Prism International Private Limited:** Audit Committee- **Member** Asset Liability Committee- **Member** Risk Management Committee- **Member** Nomination & Remuneration Committee- **Member** **Perfect Communications Private Limited:** CSR Committee- **Member**
Listed entities from which the Director has resigned in the past three years	Nil	Nil

* *Directorships in Foreign Companies, Trusts, Societies and Companies under Section 8 of the Companies Act, 2013 are not included in the above table.*

** *Note: For the purpose of this disclosure only Audit Committee and Stakeholders' Relationship Committee are considered.*