# GATEWAY DISTRIPARKS LTD.

22 August 2016
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The Stock Exchange, Mumbai
Phiroze Jeejeebjoy Towers
Dalal Street MUMBAI
Ph: 22727 1233 /34
Fax: 2272 3121 / 2037/ 2041 /2061/ 2039
Email : corp.relations@bseindia.com

National Stock Exchange of India Ltd.
Exchange Plaza
Bandra Kurla Complex
MUMBAI – 51
Ph: 2659 8452 Fax: 2659 8237 / 38
Email : cmlist@nse.co.in

Dear Sir / Madam,

**Company No. : 532622 / GDL**

**Re: Notice of 22nd Annual General Meeting**

Please find enclosed Notice of 22nd Annual General Meeting of the Company scheduled to be held on Thursday, 22 September 2016 at Silver Jubilee Hall, Second floor, Navi Mumbai Sports Association, Near MGM Hospital, Sector 1A, Vashi, Navi Mumbai – 400703 at 2.30 p.m.

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

Yours faithfully,
For GATEWAY DISTRIPARKS LIMITED

R. Kumar
Dy. Chief Executive Officer and
Chief Finance Officer –cum – Company Secretary
Encl:a/a

GATEWAY DISTRIPARKS LTD.

Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai - 400 707
CIN: L74899MH1994PLC164024
Tel. No.: +91 22 2724 6500 | Fax No.: +91 22 2724 6538
Website: www.gateway-distriparks.com

# NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of Gateway Distriparks Limited (Company) will be held on Thursday, 22 September 2016 at Silver Jubilee Hall, Second floor, Navi Mumbai Sports Association, Near MGM Hospital, Sector 1A, Vashi, Navi Mumbai - 400703 at 2.30 p.m. to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at March 31, 2016 and Statement of Profit & Loss for the year ended on that date, the Reports of the Directors and Auditors thereon.

2. To confirm the interim dividends declared by the Board of Directors for the financial year ended March 31, 2016.

3. To re-appoint Auditors and in this connection, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   **RESOLVED THAT** the appointment of M/s. Price Waterhouse, Firm Registration No. 301112E, Chartered Accountants, who were appointed as Statutory Auditors, at the Annual General Meeting held on 7 August 2015 to hold office from the conclusion of the Annual General Meeting held on 7 August 2015, until the conclusion of the Annual General Meeting to be held in the calendar year 2017, subject to ratification of their appointment at the Annual General Meeting to be held in the calendar year 2016, on a remuneration of such sum as may be fixed by the Board of Directors / any Committee of the Board of Directors plus service tax and reimbursement of out of pocket expenses as may be incurred in the performance of their duties, be and is hereby ratified and approved.

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

   **RESOLVED THAT** the vacancy caused, due to retirement by rotation of Mr. Arun Agarwal (DIN-00160897), be and is hereby not filled up at this meeting or at any adjournment thereof.

## SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

   **RESOLVED THAT** Mrs. Mamta Gupta (DIN: 00160916), an Additional Director, holding office up to the date of this Annual General Meeting and in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose her as a candidate for the office of Director, be and is hereby appointed as a Director of the Company.

6. To consider and, if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

   **RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any and Schedule IV of the Companies Act, 2013 and the Rules framed there under, Mr. Arun Kumar Gupta (DIN: 06571270), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company up to 26 April 2021.

7. To consider and, if thought fit, to pass with or without modification, the following resolution as a special resolution:

   **RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any and Schedule IV of the Companies Act, 2013 and the Rules framed there under, Mr. Bhaskar Avula Reddy (DIN: 06554896), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company up to 30 April 2021.

8. To consider and, if thought fit, to pass with or without modification, the following resolution as a special resolution:

   **RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any and Schedule IV of the Companies Act, 2013 and the Rules framed there under, Mr. Shabbir Hassanbhai (DIN: 00268133), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company up to 21 September 2021.

By order of the Board
R. Kumar
Dy. CEO & CFO-cum-Company Secretary

Registered Office:
Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai – 400 707
Ph: +91 22 2724 6500 to 12 Fax: +91 22 27246538
Email: investor@gateway-distriparks.com Website: www.gateway-distriparks.com
CIN: L74899MH1994PLC164024
Place: New Delhi
Dated: 5 August 2016

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NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. Proxies in order to be effective, should be completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

   A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form is annexed to this Report. Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution/authority as applicable.

3. The Register of Members and Share Transfer Register of the Company will remain closed from Monday, 12 September 2016 to Thursday, 22 September 2016, both days inclusive.

4. Members who are holding shares in physical form are requested to notify the changes, if any, in their respective addresses or bank details to the Registrar and Share Transfer Agent of the Company and always quote their folio numbers in all correspondence with the Company. In respect of holding in electronic form, members are requested to notify any change in addresses or bank details to their respective Depository Participants.

5. 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 (the Fund) set up by the Government of India and no payments shall be made in respect of any such claims by the Fund. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Mr. R Kumar, Dy. Chief Executive Officer and Chief Finance Officer - cum - Company Secretary, at the Company's registered office. Members are encouraged to utilize the ECS /NECS for receiving dividends.

6. Members desirous of obtaining any information as regards Accounts are requested to write to the company at least one week before the meeting so that the information required will be made available at the meeting.

7. Members are requested to notify promptly any change in address to the Registrars at the following address:
   M/s. Link Intime India Pvt. Ltd.
   Unit : Gateway Distriparks Limited.
   C-13, Kantilal Maganlal Industrial Estate,
   Pannalal Silk Mill Compound,
   L.B.S Road, Bhandup (W)
   Mumbai – 400 078

8. The Notice of the AGM , Annual Report 2015-16 and attendance slip, is being sent by electronic mode to those Members whose e-mail addresses are registered with the depository participant (s), except those members who have requested for a physical copy. Physical copy of the notice of AGM, Annual Report 2015-16 and attendance slip are being sent to those members who have not registered their e-mail addresses with the depository participant (s). Members who have received the notice of AGM, Annual Report and attendance slip in electronic mode are requested to print the Attendance slip and submit a duly filled Attendance Slip at the registration counter to attend the AGM.

9. In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

   The instructions for shareholders voting electronically are as under:

   (i) The voting period begins on Monday, 19 September 2016 (9.00 a.m. IST) and ends on Wednesday, 21 September 2016 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 15 September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

   (ii) Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the notice of AGM and holds shares as on the cut-off date ie. Thursday, 15 September 2016, may obtain the sequence number by sending a request at rnt.helpdesk@linkintime.co.in.

   (iii) The shareholders should log on to the e-voting website: www.evotingindia.com

   (iv) Click on Shareholders.

   (v) Now Enter your User ID

      a. For CDSL: 16 digits beneficiary ID,

      b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

      c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

   (vi) Next enter the Image Verification as displayed and Click on Login.

   (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

   (viii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|---|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>Members, who have not updated their PAN with the Company/Depository Participant, are requested to use the sequence number which is printed on Attendance Slip, in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant "Gateway Distriparks Limited" on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

(xxii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Mehboob Lakhani, Assistant Manager, Central Depository Services (India) Limited, 17th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001, or send an email to helpdesk.evoting@cdslindia.com or call 18002005533.

(xxiii) Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting.

10. The Company has appointed M/s. S N ANANTHASUBRAMANIAN & CO., Practising Company Secretaries, to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.

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

    The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gateway-distriparks.com and on the website of CDSL and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed immediately after the result of the meeting is declared.

11. Redressal of complaints of Investor: The Company has designated an e-mail id: investor@gateway-distriparks.com to enable Investors to register their complaints, if any

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## ANNEXURE TO NOTICE

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Item No. 4**

Mr. Arun Agarwal, who retires by rotation at this Annual General Meeting, has expressed his desire to retire from the Board of the Company at this Annual General Meeting. The Company does not propose to fill the vacancy at this meeting or any adjournment thereof, but will do so at a later date. Hence, as required under Section 152 of the Companies Act, 2013, a resolution is proposed not to fill up the vacancy caused by the resignation of Mr. Arun Agarwal at this meeting or any adjournment thereof.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 4. The Directors recommend the Resolution for approval of the shareholders.

**Item No. 5**

Aged 49 years, Mrs. Mamta Gupta is the wife of Mr. Prem Kishan Dass Gupta, Chairman & Managing Director and mother of Mr. Ishaan Gupta. She holds a degree in Bachelor of Commerce and was appointed as an Additional Director, in the Board meeting held on 29 October 2015. She is a partner in the family business firm – Newsprint Trading and Sales Corporation and is actively involved in its business development.

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

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

**Shareholding in the company**

Mrs. Mamta Gupta holds 100,000 equity shares in the Company.

None of the Directors except Mr. Prem Kishan Dass Gupta, Mr. Ishaan Gupta and Mrs. Mamta Gupta are interested or concerned in the proposed resolution.

The Directors recommend the proposed resolution for approval.

**Item no. 6 to 8**

Pursuant to the Listing Agreement entered with the Stock Exchanges, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Companies Act, 2013 ad Rules framed there under, Mr. Arun Kumar Gupta, Mr. Shabbir Hassanbhai and Mr. Bhaskar Avula Reddy, have been appointed as Independent Directors at different times.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act"), effective from April 1, 2014, listed companies are required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nomination Committee and the Board of Directors evaluated the performance of the Independent Directors, based on their attendance record, contributions, their interventions and inter-personal relationships and noted that they had discharged their duties in a transparent and fair manner, in the best interests of the company. The Nomination Committee of the Board of Directors recommended the appointment of Mr. Arun Kumar Gupta up to 26 April 2021, Mr. Bhaskar Avula Reddy upto 30 April 2021 and Mr. Shabbir Hassanbhai up to 21 September 2021.

These Non-executive Directors have given a declaration to the Board that they satisfy the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Directors and that the proposed directors are independent of the management.

In compliance with the provisions of section 149, 150 and Schedule IV of the Act, the appointment of these Independent Directors is being placed before the Shareholders for approval.

A copy of draft Letter of Appointment for independent directors setting out terms and conditions of appointment of these Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and is also available on the website of the Company, www.gateway-distriparks.com

The Board recommends the Resolutions as set out in item no. 6 to 8 for approval of the members. None of the Directors, or Key Managerial Personnel and their relatives except the concerned Independent Directors who are being appointed is interested or concerned in these resolutions.

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

**1) Mr. Shabbir Hassanbhai**

Mr. Shabbir Hassanbhai, aged 69 years, is an accountant and has more than 40 years of business experience in manufacturing and cross border trading of wood products and metals. He has worked in Singapore, Middle East and USA. Mr. Hassanbhai is an Independent Director of the Company and has been part of many committees of the Board and is also on the Board of its subsidiaries viz., Gateway Rail Freight Ltd and Snowman Logistics Ltd. Mr. Hassanbhai also serves on several institutions in Singapore amongst which are: Chairman, Advisory Board, NTU-SBF Centre for African Studies, Nanyang Technological University; Board Member, Middle East Institute, National University of Singapore; Co-Chair, of the Singapore-Oman Business Council; Vice Chairman, Singapore Business Federation; Vice President, Singapore Indian Development Association.

He is currently Singapore's Non-Resident High Commissioner to the Federal Republic of Nigeria. He was awarded in 2010 the Public Service Medal (PBM) by the President of the Republic of Singapore.

Companies in which Mr. Shabbir Hassanbhai holds directorship and committee membership

| Sr. No. | NAME OF THE COMPANY | NATURE OF INTEREST |
|---|---|---|
| 1 | Gateway Distriparks Limited | Director (Chairman- Audit Committee, Member – Nomination & Remuneration Committee, Stakeholders Relationship Committee) |
| 2 | Gateway Distriparks (Kerala) Ltd. | Director (Chairman- Audit Committee, Chairman– Nomination & Remuneration Committee) |
| 3 | Gateway East India Pvt. Ltd | Director |
| 4 | Gateway Rail Freight Ltd. | Director (Chairman- Audit Committee, Chairman– Nomination & Remuneration Committee) |
| 5 | Snowman Logistics Ltd. | Director & Shareholder (Chairman- Audit Committee, Chairman– Nomination & Remuneration Committee) |
| 6 | Chandra CFS AND Terminal Operators Private Limited | Director (Chairman- Audit Committee, Chairman– Nomination & Remuneration Committee) |

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

Shareholding in the company

Mr. Shabbir Hassanbhai holds no shares in the Company.

2) Mr. Bhaskar Avula Reddy

Mr. Bhaskar Avula Reddy, aged 63 years, has served the Government of India in Indian Revenue Service (Income Tax) for over 30 years. He has a Masters degree in Science (Chemistry) and a Law degree. He has attended a Senior Management Programme at York University Business School, Toronto, Canada. He has held key assignments as Commissioner of Income Tax, Director in Cabinet Secretariat, New Delhi, First Secretary in Indian Embassy, Yangon (Myanmar) and as Adjudicating Authority under FERA. He was awarded a Certificate of Merit and a Certificate of Appreciation by the Central Board of Direct Taxes. He has extensive experience in taxation, general management and finance. Mr. Bhaskar Reddy is an Independent Director of the Company.

Companies in which Mr. Bhaskar Avula Reddy holds directorship and committee membership

| Sr. No. | NAME OF THE COMPANY | NATURE OF INTEREST |
|---|---|---|
| 1 | Gateway Distriparks Limited | Director (Chairman – Stakeholders Relationship Committee, Member- Audit Committee, Nomination & Remuneration Committee, CSR Committee ) |
| 2 | Gateway Distriparks (Kerala) Limited | Director ( Member- Audit Committee, Nomination & Remuneration Committee) |
| 3 | Chandra CFS And Terminal Operators Pvt. Ltd. | Director ( Member- Audit Committee, Nomination & Remuneration Committee) |
| 4 | Snowman Logistics Ltd. | Additional Director |
| 5 | Elcon Greengen India Private Limited | Director |
| 6 | Apollo Corporate Services And Consultants Private Limited | Director & shareholder |
| 7 | Nescon Wincon Private Limited | Director |
| 8 | Boulderhills Consultants Private Limited | Director & shareholder |

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

**Shareholding in the company**

Mr. Bhaskar Avula Reddy holds 200 shares in the Company.

**3) Mr. Arun Kumar Gupta**

Mr. Arun Kumar Gupta has over 30 years work experience, and has performed management roles at renowned organizations such as Saxo Bank, CSC, Syntel, Sapient, NIIT, and TCS. Currently, he serves as Additional Director on the board of a leading ITES company. He graduated in Mechanical Engineering from Delhi College of Engineering, did his MBA from Faculty of Management Studies (FMS), Delhi, and completed an executive leadership development program from Cornell University, USA.

**Companies in which Mr. Arun Kumar Gupta holds directorship and committee membership**

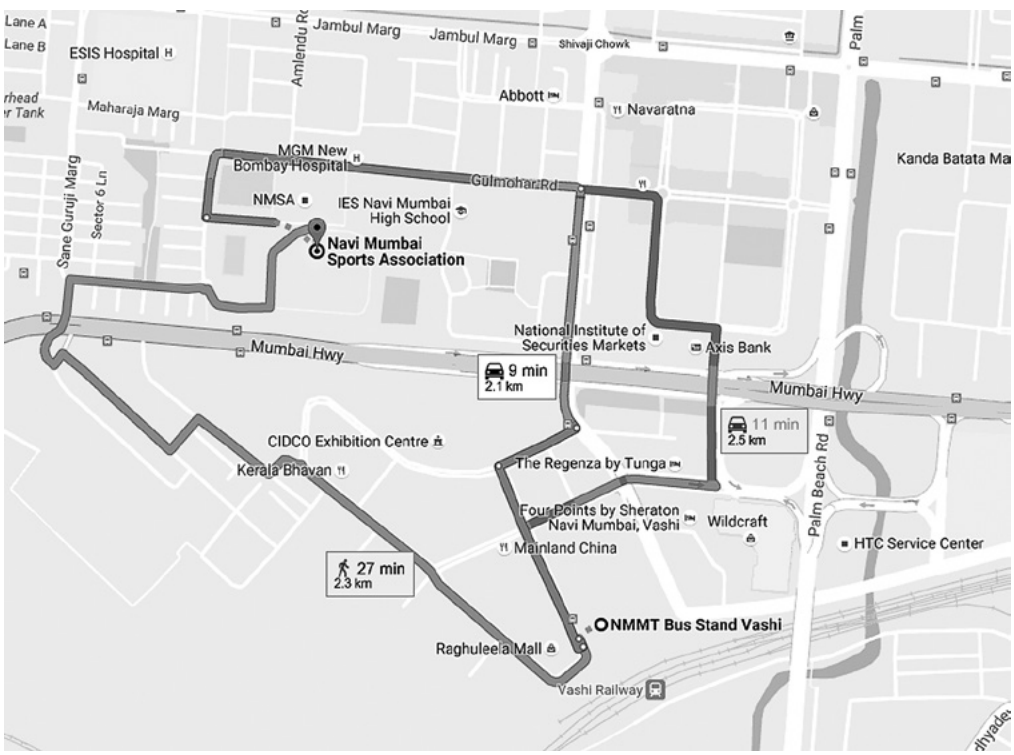
| Sr. No. | NAME OF THE COMPANY | NATURE OF INTEREST |
|---|---|---|
| 1 | Gateway Distriparks Limited | Additional Director |
| 2 | Gateway Rail Freight Limited | Additional Director ( Member- Audit Committee, Nomination & Remuneration Committee) |
| 3 | Snowman Logistics Limited | Additional Director |
| 4 | Silverskills Private Limited | Director |

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

**Shareholding in the company**

Mr. Arun Kumar Gupta holds 471 equity shares in the Company.

## NMMT Bus Stand Vashi to Navi Mumbai Sports Association



# GATEWAY DISTRIPARKS LIMITED

Regd. Office : Sector 6, Dronagiri, Tal: Uran, Dt: Raigad, Navi Mumbai – 400 707
Ph: +91 22 2724 6500 to 12 Fax: +91 22 2724 6538 Email:investor@gateway-distriparks.com
Website: www.gateway-distriparks.com CIN:L74899MH1994PLC164024

**ATTENDANCE SLIP**
TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL
**22nd ANNUAL GENERAL MEETING ON THURSDAY 22 SEPTEMBER 2016**

**SR. NO.**_____

| | |
|---|---|
| **Regd. Folio/DPID & Client ID** | |
| **Name of the Member**<br><br>**Address** | |
| **Joint Holders** | |
| **No of Shares** | |

I hereby record my presence at the 22nd ANNUAL GENERAL MEETING of the Company at Silver Jubilee Hall, Second floor, Navi Mumbai Sports Association, Near MGM Hospital, Sector 1A, Vashi, Navi Mumbai - 400703 being held on 22 September, 2016 at 2.30 p.m.

_____ _____ _____
Member's Folio/DP ID-Client ID No. Member's/Proxy's name in Block Letters Member's/Proxy's Signature

NOTE: Members are requested to bring their copies of the Annual report to the meeting.

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**ELECTRONIC VOTING PARTICULARS**

| EVSN (Electronic Voting Sequence Number) | *Sequence Number |
|---|---|
| | |

*** Only Members who have not updated their PAN with the Company / Depository Participant shall use the Sequence Number in the PAN field.**

**Note:** Please read the instructions printed under Note No. 9 to the AGM Notice dated August 5, 2016. The Voting period starts from 9.00 a.m. on Monday, September 19, 2016 and ends at 5.00 p.m. on Wednesday, September 21, 2016. The voting module shall be disabled by CDSL for voting thereafter.

# GATEWAY DISTRIPARKS LIMITED

Regd. Office : Sector 6, Dronagiri, Tal: Uran, Dt: Raigad, Navi Mumbai – 400 707
Ph: +91 22 2724 6500 to 12 Fax: +91 22 27246538 Email:investor@gateway-distriparks.com
Website: www.gateway-distriparks.com CIN:L74899MH1994PLC164024

**PROXY FORM**
**[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) [Rules, 2014]**

Name of the member (s) :
Registered address :

Email id :
Folio No. :
No of Shares :

I/We, being the member (s) of ..... shares of the above named company, hereby appoint:

1) Name: ..... Address: .....
E-mail Id: .....Signature:..... or failing him;
2) Name: ..... Address: .....
E-mail Id: .....Signature:..... or failing him;
3) Name: ..... Address: .....
E-mail Id: .....Signature:..... or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General meeting of the Company, to be held on Thursday, 22 September 2016 at Silver Jubilee Hall, Second floor, Navi Mumbai Sports Association, Near MGM Hospital, Sector 1A, Vashi, Navi Mumbai - 400703 at 2.30 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below

I / We wish my above proxy(ies) to vote in the manner as indicated in the box below:

| Resolutions | Optional* | |
|---|---|---|
| **Ordinary Business** | **For** | **Against** |
| 1. Adoption of Annual Accounts for the year ended 31st March 2016 | | |
| 2. Confirm Interim dividends paid for the financial year ended 31st March 2016 | | |
| 3. Appointment of M/s. Price Waterhouse, Firm Registration No. 301112E, Chartered Accountants, as Auditors and fix their remuneration | | |
| 4. Not filling up the vacancy caused due to retirement by rotation of Mr. Arun Agarwal, Director. | | |
| **Special Business** | | |
| 5. Appointment of Mrs. Mamta Gupta as Director. | | |
| 6. Appointment of Mr. Arun Kumar Gupta as Independent Director to hold office upto 26 April 2021. | | |
| 7. Appointment of Mr. Bhaskar Avula Reddy as Independent Director to hold office upto 30 April 2021. | | |
| 8. Appointment of Mr. Shabbir Hassanbhai as Independent Director to hold office upto 21 September 2021. | | |

**Signed this _____ day of _____ 2016**

**Signature of shareholder: _____**

Affix Revenue Stamp

_____ Signature of first proxy holder

_____ Signature of second proxy holder

_____ Signature of third proxy holder

**Note:**

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. **A Proxy need not be a member of the Company.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. ***** This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.