S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

SCRUTINIZER'S REPORT

Report to the Chairman of the Board of Directors of **GATEWAY DISTRIPARKS LIMITED (CIN L74899MH1994PLC164024)**, a Company incorporated under the Companies Act, 1956 and having its Registered Office at Sector 6, Dronagiri, Taluka Uran, Dist. Raigad, Navi Mumbai- 400 707 (hereinafter referred to as 'the Company') on the **POSTAL BALLOT** conducted by the Company as contained in the Notice of Postal Ballot dated **30th January, 2015**

1. Shareholders approval was sought for:
   a) Amending the Memorandum of Association;
   b) Amending the Articles of Association and;
   c) For a Related Party Transaction.

2. In terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, I was appointed as Scrutinizer by the Company on **29th January, 2015** to conduct the Postal Ballot for passing of the Special Resolutions as contained in the Notice dated **30th January, 2015.**

3. On the basis of the Register of Members and the List of Beneficiary Owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on **6th February, 2015** the Company completed dispatch of the Notice of Postal Ballot:

   - by email to **21,378** Members who had registered their email-ids with the Company on **11th February, 2015** and
   - by registered post to **9,123** Members and by speed post to **3,085** Members in physical form on **11th February, 2015**

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4. In terms of the aforesaid Notice, members were required to convey their assent or dissent, as the case may be on or before **5.00 p.m.** on **16th March, 2015** in respect of the Special Resolutions as set out therein as under:-

   - In case of Postal Ballot Form mailed to them by the Company, in pre-paid envelopes addressed to me on or before close of working hours at **5.00 P.M.** on **16th March, 2015.**

   - In case of e-Voting, votes to be cast electronically on e-Voting platform provided by CDSL upto **5.00 P.M.** on **16th March, 2015.**

5. I received **366** Postal Ballot Forms and **248** Members cast their votes on the e-Voting platform, till **5.00 P.M.** on **16th March, 2015**, being the last day for receipt of duly completed Postal Ballot Forms and e-Voting on CDSL portal, as per the said Notice.

6. With the support of **M/s. Link Intime India Private Limited**, the Registrar & Transfer Agents (RTA) of the Company, the Postal Ballot Forms were scrutinized and signatures of Members who had cast their votes verified with their specimen signatures registered with Company and as provided by the Depositories.

7. In case of e-Voting, Members' demographic details, their voting rights and voting pattern were provided by **CDSL**.

8. The votes, if any, cast by a member(s) both in physical form and e-Voting having been identified, in terms of the said Notice, votes cast through e-Voting only were considered valid.

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9. In respect of Agenda Item No.3, votes cast by the Related Parties, if any, have not been considered.

10. After the aforesaid scrutiny of Postal Ballot Forms and taking into account the e-Voting results, I report that the **Special Resolutions** as contained in the said **Notice** have been passed with **Requisite Majority**.

I have annexed with this Report, the details of the Postal Ballot and e-voting and the analysis of the Results of the Special Resolutions as contained in the said Notice.

S. N. ANANTHASUBRAMANIAN & CO. CP No. 1774 THANE COMPANY SECRETARIES

S. N. Ananthasubramanian
Date: 18th March, 2015
Place: Thane

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Annexure

Details of the Postal Ballot & E-voting

A	**Postal Ballot**			
1	Number of Forms received from Members			**366**
2	Number of Forms rejected/not considered for reasons as stated below:-			
	a. Signature mismatch	29		
	b. Not signed	1		
	Total Invalid Forms		**30**	
	Number of valid Forms **(A)**			**336**
B	**E-Voting**			
1	Number of members who participated in e-Voting.		**248**	
	Number of Valid Votes**(B)**			**248**
C	**Total (A+B)**			**584**



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Analysis of Results of the Special Resolution No.1 as set out in Notice

Particulars	Number of Valid			Number of Votes contained in			
	Postal Ballot Forms	e-Votes	Total	Postal Ballot Forms	e-Votes	Total	%age
Received	336	248	584	1,15,395	7,97,07,658	7,98,23,053	100.00
Assent	314	243	557	1,13,334	7,97,07,157	7,98,20,491	99.997
Dissent	7	5	12	939	501	1,440	0.002
Abstained	15	0	15	1,122	0	1,122	0.001
Total	336	248	584	1,15,395	7,97,07,658	7,98,23,053	100.000

Accordingly, out of the **7,98,23,053** valid votes polled through Postal Ballot Forms and valid e-Votes, **7,98,20,491** votes were cast **ASSENTING** to the Special Resolution constituting approximately **100%** of the votes polled and **1,440** votes were cast **DISSENTING** to the Special Resolution.

Thus, the Special Resolution as contained in Agenda Item No.1 of the Notice of Postal Ballot dated **30th January, 2015** is passed with **Requisite Majority**.

S.N. ANANTHASUBRAMANIAN & CO ★ COMPANY SECRETARIES ★ CP No. 1774 THANE

S. N. Ananthasubramanian
Date: 18th March, 2015
Place: Thane

S. N. ANANTHASUBRAMANIAN & CO
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Analysis of Results of the Special Resolution No.2 as set out in Notice

Particulars	Number of Valid			Number of Votes contained in			
	Postal Ballot Forms	e-Votes	Total	Postal Ballot Forms	e-Votes	Total	%age
Received	336	248	584	1,15,384	7,97,07,658	7,98,23,042	100.00
Assent	313	150	463	1,13,202	6,17,51,978	6,18,65,180	77.503
Dissent	8	98	106	1,008	1,79,55,680	1,79,56,688	22.496
Abstained	15	0	15	1,174	0	1,174	0.001
Total	336	248	584	1,15,384	7,97,07,658	7,98,23,042	100.000

Accordingly, out of the **7,98,23,042** valid votes polled through Postal Ballot Forms and valid e-Votes, **6,18,65,180** votes were cast **ASSENTING** to the Special Resolution constituting **77.503 %** of the votes polled and **1,79,56,688** votes were cast **DISSENTING** to the Special Resolution constituting **22.496 %** of the votes polled.

Thus, the Special Resolution as contained in Agenda Item No.2 of the Notice of Postal Ballot dated **30th January, 2015** is passed with **Requisite Majority.**

S.N. ANANTHASUBRAMANIAN & CO. CP No. 1774 THANE COMPANY SECRETARIES

S. N. Ananthasubramanian
Date: 18th March, 2015
Place: Thane

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Analysis of Results of the Special Resolution No.3 as set out in Notice

Particulars	Number of Valid			Number of Votes contained in			
	Postal Ballot Forms	e-Votes	Total	Postal Ballot Forms	e-Votes	Total	%age
Received	336	235*	571	1,15,340	4,40,45,078	4,41,60,418	100.00
Assent	310	209	519	1,12,971	4,06,83,342	4,07,96,313	92.382
Dissent	10	13	23	1,135	2,244	3,379	0.008
Abstained	16	13	29	1,234	33,59,492	33,60,726	7.610
Total	336	235*	571	1,15,340	4,40,45,078	4,41,60,418	100.000

Note: Being Related Parties to the Agenda Item No.3, 10 shareholders, holding 13 folios, did not participate in the Postal Ballot.

Accordingly, out of the **4,41,60,418** valid votes polled through Postal Ballot Forms and valid e-Votes, **4,07,96,313** votes were cast **ASSENTING** to the Special Resolution constituting **92.382 %** of the votes polled and **3,379** votes were cast **DISSENTING** to the Special Resolution constituting **0.008%** of the votes polled.

Thus, the Special Resolution as contained in Agenda Item No.3 of the Notice of Postal Ballot dated **30th January, 2015** is passed with **Requisite Majority.**

S.N. ANANTHASUBRAMANIAN & CO. CP No. 1774 THANE COMPANY SECRETARIES

S. N. Ananthasubramanian
Date: 18th March, 2015
Place: Thane