GATEWAY DISTRIPARKS LTD.

Registered Office : Sector 6, Dronagiri, Taluka Uran, Dist. Raigad, Navi Mumbai-400 707.
Ph:+ 91 22 27246500 Fax: +91 22 2724 6538 Email: investor@gateway-distriparks.com
Website: www.gateway-distriparks.com CIN : L74899MH1994PLC164024

NOTICE

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (the Act) read with applicable rules of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the Resolutions appended below for amendments to the Memorandum and Articles of Association and for approval of Related party Transactions are proposed to be passed by the Members through Postal Ballot/Electronic voting (e-voting).

The Board of Directors has appointed S N Ananthasubramanian & Co., Practising Company Secretary as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 p.m. on 16th March, 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions in the Notes under the section "Voting through electronic means".

The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting).The result of postal ballot shall be declared on 20 March 2015 and communicated to the Stock Exchanges and would also be displayed on the Company's website at www.gateway-distriparks.com.

SPECIAL BUSINESS:

1. Amend the Memorandum of Association

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

Resolved that pursuant to the provisions of Section 13 and other applicable provisions of Companies Act 2013, the existing clauses in the Memorandum of Association be and are hereby substituted by the following clauses:

Memorandum of Association Clause reference	Particulars
III (B) 14.	Subject to Sections 73, 74, 179 and 180 (Substituted for Section 58A and 292/293) of the Companies Act, 2013 (Substituted for 1956) and the Rules made there under and the directions issued by Reserve Bank of India, to receive money on deposit or loan and borrow money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing on the mortgage, charge or upon all or any of the property or assets of the Company (both present or future) including its uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company, or any other such person or Company, or any obligation undertaken by the Company.
III (B) 22.	Subject to the provisions of Section 391 to 394 of the Companies Act, 1956 or Sections 230 to 232 of the Companies Act, 2013, as applicable (Words added), to amalgamate or to enter into partnership or any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal rights with any person or persons of company or companies carrying on or engaged in the main business of the Company.
III (B) 28.	To subscribe or guarantee money for any national, charitable, benevolent, public general or useful object or for any exhibition subject to the provisions of Sections 177 and 183 (Substituted for of section 292A/293B) of the Act.
III (B) 31.	To distribute among the members in specie or otherwise any property of the Company, or any proceeds of sale or disposal of any property of the Company, in the event of its winding-up but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by the Companies Act, 2013 (Substituted for 1956).
V	The Authorized Share Capital of the Company is Rs. 125,00,00,000/- (Rupees One Hundred and Twenty Five Crores only) divided into 12,50,00,000 (Twelve Crores Fifty Lacs Equity Shares of Rs. 10/- (Rupees Ten only) each with the power to increase and reduce, the capital of the Company and to divide the shares in the capital into several classes and attach thereto respectively such preferential, qualified or special rights, privileges and conditions of restrictions as may be determined by or in conditions of or in accordance with the articles of association of the company, for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company for the time being. (Substituted for The Authorized Capital of the Company is Rs. 125,00,00,000/- (Rupees One Hundred and Twenty Five Crores only) divided into 12,50,00,000 (Twelve Crores Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each.)

2. Amend the Articles of Association

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

Resolved that pursuant to the provisions of Section 14 and other applicable provisions of Companies Act 2013, the existing clauses in the Articles of Association be and are hereby substituted by the following clauses:

Articles of Association Clause reference	Particulars
1.	The regulations contained in Table F (Substituted for Table A), in the First schedule to the Companies Act, 2013 (Substituted for 1956), shall not apply to this Company.
3.	c) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provisions of the Section 96 of the Act (Substituted for Section 166). z) "Ordinary Resolution" shall have the meaning assigned thereto by Section 114 of the Act (Substituted for Section 189). kk) "Special Resolution" shall have the meaning assigned thereto by Section 109 of the Act (Substituted for Section 180).

	oo) "The Act" means "The Companies Act, 2013 (substituted for Companies Act, 1956) and any statutory modification on reenactment thereof for the time being in force. ww) "Year" means calendar year and "Financial year" shall have the same meaning assigned thereto by Section 2 (41) (Substituted for Section 2(17)) of the Act.
5.	(a) The Authorised Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the Company with power to increase the Capital of the Company and to divide the shares in the Capital for the time being into several classes and attach thereto respectively such preferential, qualified, or special rights, privileges or conditions in such a manner as may for the time being be provided by the regulation of the Company or as may be decided by the Company in general meeting. (b) The minimum paid-up share capital of the Company shall be Rs.5,00,000/- (Rupees Five Lacs Only). (Substituted for The Authorized Capital of the Company is Rs. 125,00,00,000/- (Rupees One Hundred and Twenty five Crores only) divided into 12,50,00,000 (Twelve Crores Fifty lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each. The Company in General Meeting may, from time to time, increase the capital by the creation of new Shares, such increase to be of such aggregate amount and to be divided (Substituted for dividend) into Shares of such respective amounts as the resolution shall prescribe. Subject to the provisions of the Act, any Shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the General Meeting resolving upon the creation thereof, shall direct, and if no direction be given, as the Board shall determine and in particular, such Shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the Company, and with a right of voting at general meetings of the Company in conformity with the applicable provisions of the Act. Whenever the capital of the Company has been increased under the provisions of this Article, the Board shall comply with the provisions of Section 97 of the Act.)
5A.	Subject to the provisions of Section 54 (Substituted for Section 79A) and other applicable provisions, if any, of the Companies Act, 2013 (Substituted for 1956) and subject to the rules, regulations, clarifications and guidelines may be issued by the Central Government and/ or any other regulatory authorities in this regard, from time to time, the company may offer Employees Stock Options to employees and directors of the Company, on such terms and conditions and for such consideration or otherwise as may be approved by the Members from time to time.
6.	Subject to the provisions of the Act and these Articles, the shares (including any shares forming part of any increased capital of the Company) in the capital of the company for the time being shall be under the control of the Board of Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provisions of Sections 53 and 54 (Substituted for Section 79) of the Act at a discount and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that the option or right to call of shares shall not be given to any person or persons without the sanction of the company in the General Meeting.
6A.	1) Where at any time after the expiry of two years from the formation of the Company or at any time after expiry of one year from the allotment of shares made for the first time after formation of the Company, whichever is earlier, it is proposed to increase the subscribed capital of the Company by allotment of further shares: b) such offer shall be made by a notice specifying the number of shares offered and stipulating a time not being less than fifteen days and not more than thirty days (Words added) from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined. 2) Notwithstanding anything contained in sub clause (1) thereof, the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause (1) (a) above), the Company may by a special resolution (Substituted for **(a)** by a special resolution; or **(b)** where no such special resolution is passed, if the votes cast (whether on a show of hands or on a poll, as the case may be) in favor of the proposal contained in the resolution moved in that General Meeting (including the casting vote, if any, of the Chairman) by Members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by Members so entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in this behalf, that the proposal is most beneficial to the Company;) offer further shares to any person or persons, and such person or persons may or may not include the persons who at the date of the offer, are the holders of the equity shares of the Company. **4)** Nothing in this Articles shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to debentures issued or loans raised by the Company: **(a)** to convert such debentures or loans into shares in the Company; or

	(b) to the subscription of shares in the Company. Provided that the terms of the issue of such debentures or the terms of such loans include a term providing for such option and such term has been approved by a special resolution before the issue of the debentures. (Words added)
9.	1) Subject to the provisions of Section 55 (Substituted for Section 80) of the Act and these Articles the Company shall have the power to issue redeemable preference shares, the resolution authorising such issue shall prescribe the manner, terms and conditions of issue and redemption.
10.	4) Where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise have been available for dividend, be transferred to reserve fund to be called "the Capital Redemption Reserve Fund", a sum equal to the nominal amount of the shares redeemed and the provisions of the Act relating to the reduction of the Capital shall, except as provided in Section 55 (Substituted for Section 80) of the Act, apply as if the Capital Redemption Reserve Fund were paid-up share capital of the Company.
11.	Subject to the provisions of these Articles and Sections 78, 80 and 100 to 105 (both inclusive), of the Companies Act, 1956 (Substituted for the Act) or Sections 52, 55 and 66 of the Companies Act, 2013, as applicable, (Words added) the Company may from time to time, by Special Resolution, reduce its capital and any Capital Redemption Reserve Fund or other Premium account in any manner for the time being authorised by law, and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have if it were omitted.
12.	Subject to the provisions of these Articles and Section 61 (Substituted for Section 94) of the Act, the Company in General Meeting may from time to time, consolidate and divide or sub-divide its Shares, or any of them, and the resolution whereby any Share is sub-divided, may determine that, as between the holders of the Shares resulting from such sub-division one or more of such Shares shall have some preference or special advantage with regards dividend, capital or otherwise over or as compared with the others or other. Subject as aforesaid the Company in General Meeting may also cancel Shares which have not been taken or agreed to be taken by any person and diminish the amount of its Share capital by the amount of the Shares so cancelled.
13.	Whenever the Capital, by reason of the issue of preference shares or otherwise, is divided into different classes of Shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Sections 106 and 107 of the Companies Act, 1956 (Substituted for the Act) or Section 48 of the Companies Act, 2013, as applicable, and whether or not the Company is being wound up (Words added), be modified, commuted, affected or abrogated, or dealt with by agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is ratified in writing by holders of at least three-fourths in nominal value of the issued Shares of the class or is confirmed by a Special Resolution passed at a separate General Meeting of the holders of Shares of that class and all the provisions hereinafter contained as to General Meetings shall mutatis mutandis apply to every such meeting and the quorum for such meeting shall be two persons holding at least one-third of the issued Shares of the class in question (Words added). This article is not to derogate from any power the Company would have if this Article were omitted.
13A.	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith. (Words added)
14.	The Company shall cause to be kept a Register and Index of Members in accordance with Section 88 (Substituted for Sections 150 and 151) of the Act.
16.	The Board shall observe the restrictions as to allotment of Shares to the public contained in Section 39 (Substituted for Sections 69 and 70) of the Act, and shall cause to be made the returns as to the allotment provided for in Section 39 (Substituted for Section 75) of the Act.
20.	Subject to Section 56 (Substituted for Section 113) of the Act. **1)** Every member or allottee of shares shall be entitled, without payment, to receive one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name within one month from transfer or such time as prescribed in the conditions of the issue, or if the directors so approve (upon paying Rupees Fifty for each certificate after the first (Substituted for such fee as the Directors may from time to time determine)) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two (Substituted for three) months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the Directors may prescribe or approve. **2)** Any two or more joint allottees of a Share shall, for the purpose of this Article, be treated as a single member, and the certificate of any Share, which may be the subject of joint ownership, may be delivered to the first named joint holder on behalf of all of them. For any further certificate the Board shall be

	entitled, but shall not be bound to prescribe a charge not exceeding Rupees Fifty (Substituted for Rupee One). **3)** The signature of a Director may be affixed to a Share certificate by means of a machine or other mechanical means, such as engraving in metal or lithography, but not by means of rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, or other material used for the purpose.
21.	**2)** When a new Share certificate has been issued in pursuance of clause (1) of this Article, there shall be stated on the face of it and against the stub or counter foil that it is issued in lieu of a certificate (whose number shall be given) of Shares which have been consolidated or divided or sub-divided or in replacement of Share certificate (whose number shall be given) which has been defaced torn or worn out or the pages on the reverse of which for recording transfers have been fully used as the case may be. Provided that a fee of Rupees Fifty (Substituted for no fee) shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer. **3)** If a Share certificate is lost or destroyed, a new certificate in lieu thereof shall be issued only on payment of such fee, if any, not exceeding Rupees Fifty (Substituted for 2 rupees) only with the prior consent of the Board and on such terms, if any, as to evidence and indemnity as to the payment of out-of pocket expenses incurred by the Company in investigating evidence as the Board thinks fit.
22.	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any Share or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person for the time being registered as the holder thereof, but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons or the survivor or survivors of them.
24A.	(a) "Depository" means a company formed and registered under the Companies Act, 2013 (Substituted for 1956) and which has been granted a certificate of registration under sub-section 1A of Section 12 of the Securities and Exchange Board of India Act, 1992. (e) All securities held by a Depository shall be dematerialised and be in fungible form. Nothing contained in Section 89 (Substituted for Sections 153, 153A, 153B, 187B, 187C and 372) of the Act, shall apply to a Depository in respect of the securities held by it on behalf of the Beneficial Owner. (o) The Company shall cause to keep a Register and Index of Members and Register and Index of Debentureholders in accordance with Section 88 (Substituted for Section 151 and 152) of the Act respectively, and the Depositories Act, with details of shares and debentures held material and dematerialised forms in any media as may be permitted by law including in any form of electronic media. The Register and Index of Beneficial Owners maintained by a Depository under Section 11 of the Depositories Act, shall be deemed to be Register and Index of Members and Register and Index of Debentureholders, as the case may be, for the purpose of the Act. The Company shall have the power to keep in any state or country outside India a branch Register of Members resident in that state or country.
25.	Subject to the provisions of Section 40 (Substituted for Sections 76) of the Act the Company may at anytime pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolute or conditional) for any Shares and debentures in the Company, but so that the commission shall not exceed in case of the Shares 5% of the price at which the Shares are issued and in the case of debentures 2.5% of the price at which the debentures are issued. Such commission may be satisfied by the payment of cash or by allotment of fully or partly paid Shares partly in one way and partly in the other.
27.	Where any Shares are issued for the purpose of raising money to defray the expenses of the construction of any work or building or the provisions of any plant, which cannot be made profitable for a lengthy period, the Company may pay interest on so much of that Share capital as is for the time being paid up, for the period, at the rate and subject to the conditions and restrictions provided by relevant Sections (Substituted for Sections 208) of the Act and under any other law for the time being in force (Words added), and may charge the sum so paid by way of interest, to capital as part of the cost of construction of the work of building, or the provisions of plant.
28.	The Directors may, from time to time, subject to the terms on which any Shares, may have been issued, make such calls as they think fit upon the members in respect of all moneys unpaid on the Shares held by them respectively, and not by the conditions of allotment thereto made payable at fixed times, and each member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Directors. A call may be made payable by installments. Provided that no call shall exceed one-fourth of the nominal value of the share, or be payable at less than one month from the date fixed for payment of the immediately preceding call. (Words added)
31.	The Board may from time to time entirely at its discretion, revoke any call, or (Words added) extend the time fixed for the payment of any call, and may extend such time as to all or any of the Members owing to

	his residence at a distance or other cause; but no Member shall be entitled to such revocation (Words added) or extension save as a matter of grace and favour.
33.	Not less than 14 (Fourteen) (Substituted for 15 (Fifteen)) days' notice of any call shall be given specifying the time, place and amount (Substituted for and place) of payment and to whom such call shall be paid.
34.	If the sum payable in respect of any call or installment be not paid on or before the day appointed for the payment thereof, the holder for the time being of the Share in respect of which the call shall have been made or the installments shall be due, shall pay interest for the same at the rate of 10 (Ten) (Substituted for 12 (Twelve)) per cent per annum, from the day appointed for the payment thereof to the actual payment thereof at such lower (Substituted for other) rate as the Board (Substituted for Directors) may determine but they shall have power to waive the payment thereof wholly or in part.
39.	The notice shall name a day (not being less than 14 (Fourteen) (Substituted for 30 (Thirty)) days from the date of the notice) and a place or places on and at which such call or installment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time, and at the place or places appointed, the Shares in respect of which such call was made or installment is payable will be liable to be forfeited.
47.	A duly verified declaration in writing that the declarant is a Director of the Company and that certain Shares in the Company have been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Shares and the receipt of the Company for the consideration, if any, given for the Shares on the sale or disposition thereof, shall constitute a written title to such Shares. The Company may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed of. Such a transferee shall then be registered as the holder of the Share in the Register and such a transferee shall not be bound to see the application or purchase money, if any, nor shall his title to the Share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share. (Words added)
49.	For the purpose of enforcing such lien, the Directors may sell the Shares subject thereto in such manner as they think fit, but no sale shall be made until such period as aforesaid shall have elapsed and until notice in writing of the intention to sell shall have been served on such member, his executors or administrators or his legal representative committee, curator boons or other person recognised by the Company as entitled to represent such member and default shall have been made by him or them in the payment of the sum payable as aforesaid for 14 (Fourteen) (Substituted for Thirty) days after such notice. The net proceeds of any such sale shall be applied in or towards satisfaction of such part of the amount in respect of which the lien exists as is presently payable by such member, and the residual (if any) be paid to such member, his executors, administrators or other representatives or persons so recognized as aforesaid.
49A.	To give effect to any such sale as set out under Article 49, the Board may authorize some person to transfer the Shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the Shares comprised in any such transfer. The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. (Words added)
55.	Subject to the provisions of the Act, no transfer of Shares shall be registered unless a proper instrument of transfer, in the form prescribed under Rule 11 of the Companies (Share Capital and Debentures) Rules, 2014 (Substituted for Rule 51 of the Companies (Central Government's) General Rules and Forms, 1957), duly stamped and executed by or on behalf of the transferor or transferee has been delivered to the Company together with the certificate or certificates of the Shares, or if no such certificate is in existence along with the letter of allotment of Shares. The instrument of transfer of any Shares shall be signed both by or on behalf of the transferor and by or on behalf of transferee and the transferor shall be deemed to remain the holder of such Shares until the name of the transferee is entered in the Register in respect thereof.
73.	Except as required by Section 89 (Substituted for Sections 153B and 187C) of the Act the Company shall not enter on its Register of Members notice of any trust express, implied or constructive and the Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to the transfer of Shares made or purporting to made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said Shares, notwithstanding that the Company may have had notice of such equitable right, title or interest.
74.	A copy of the Memorandum and Articles of Association of the Company and of any other document referred to in Section 17 (Substituted for Section 39) of the Act shall be sent by the Company to a Member at his request on payment of such reasonable sum for each copy as the Directors may from time to time decide.
75.	The Company may issue Share warrant subject to, and in accordance with, the provisions of relevant sections (Substituted for 114 and 115) of the Act; and accordingly the Board may in its discretion, with respect to any Share which is fully paid-up, on application in writing signed by the person registered as holder of the Share and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the person signing the application, and on receiving the certificate (if any) of the Share, and the amount of stamp duty on the warrant and such fee as the Board any from time to time

	require, issue a Share warrant.
83.	Subject to the provisions of Sections 100 to 104 of the Companies Act, 1956 (Substituted for the Act) or Section 66 of the Companies Act, 2013, as applicable (Words added), the Board may accept from any member the surrender of all or any of his Shares on such terms and conditions as shall be agreed.
85.	If at any time the Capital is divided into different classes of Shares the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, whether or not the Company is being wound up, be varied (Substituted for carried) with consent in writing of the holders of three-fourths of the issued Shares of that class, or with the sanction of a Special Resolution passed at a separate Meeting of the holders of the Shares of that class. To every such Separate Meeting the provisions of these Articles, relating to General Meeting shall apply, but so that the necessary quorum shall be two persons atleast holding or representing by proxy one-third (Substituted for one-tenth) of the issued Shares of the class but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those members who are present shall be a quorum and that any holder of Shares of the class present in person or by proxy may demand a poll and, on a poll, shall have one vote for each Shares of the class of which he is the holder. The Company shall comply with the provisions of Section 117 (Substituted for Section 192) of the Act as to forwarding a copy of any such agreement of resolution to the Registrar of Companies.
86.	Subject to the provisions of Sections 179 and 180 (Substituted for Section 292 and 293) of the Act and these Articles the Board may from time to time at its discretion by resolution passed at a meeting of the Board accept deposits from members, either in advance of calls or otherwise and generally raise or borrow or secure the payment of any sum or sums of money for the Company. Provided however where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary, course of Business) exceed the aggregate of the paid up capital of the company and its free reserves (not being reserves set apart for any specific purpose) the Board shall not borrow such moneys without the consent of the Company in General Meeting. Nevertheless no lender or other person dealing with the company shall be concerned to see or inquire whether this limit is observed.
87.	The Board shall cause a proper Register to be kept in accordance with the provisions of Section 85 (Substituted for Section 143) of the Act of all mortgage debentures and charges specifically affecting the property of the Company and shall comply with the requirements of Chapter VI (Substituted for Part V) of the Act.
88.	The Company shall, if at any time it issued debentures, keep a Register and Index of Debenture- holders in accordance with Section 88 (Substituted for Section 152) of the Act. The Company shall have the power to keep in any State or Country outside India a branch Register of Debenture holders resident in that State or Country.
91.	Save as provided in Section 56 (Substituted for Section 108) of the Act, no transfer of debenture shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and transferee has been delivered to the Company together with the certificate or certificates of debentures.
93.	Subject to the provisions of the Act, the Board shall in accordance with Section 123 (1) (Substituted for Section 205(2A)) of the Act, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks proper as reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may at its discretion, either be employed in the Business or be invested in such investments (other than Shares of the Company as the Board may, from time to time, think fit). The Board may also carry forward any profit, which it may think prudent not to divide without setting them aside as reserves.
95.	Subject to the provisions of Section 68 (Substituted for Section 77A) of the Act, the Company shall buy-back its Shares from its free reserves and/or from its Share premium account or from a proceeds of an issue of Shares specifically made for that purpose.
106.	The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year. All General Meetings other than Annual General Meeting shall be called Extraordinary General Meeting. The Annual General Meeting shall be held within six months after the expiry of each financial year provided that not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred on the Registrar under the provisions of Section 96 (Substituted for Section 166(1)) of the Act to extend the time within which any Annual General Meeting may be held. Every Annual General Meeting shall be called for a time during business hours, on a day that is not a public holiday, and shall be held at the Office of the company or at some other place within the City in which the Office of the Company is situated as the Board may determine and the Notices calling the Meeting shall specify it as the Annual General Meeting. Every Member of the Company shall be entitled to attend either in person or by proxy and the auditor of the Company shall have the right to attend and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor. At every Annual General Meeting of the Company there shall be laid on the table the Directors' Report and audited Statement of Accounts, the Proxy Register with proxies and the Register of Directors' Share holding which Register shall remain open and accessible during the continuance of the Meeting. An Annual Return and Balance Sheet and Profit and Loss Account shall be filed with the Registrar of companies, in accordance

	with Sections 92 and 137 (Substituted for Sections 159, 161 and 220) of the Act.
112.	A quorum for all general meetings of Shareholders shall be I) five members personally present if the number of members as on the date of meeting is not more than one thousand ii) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand iii) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand (Substituted for five (5)) and all resolutions of the shareholders shall, unless otherwise prescribed by law or by the Articles of Association, be carried by a simple majority of votes cast. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
120A.	A Member may exercise his vote at a General Meeting by electronic means in accordance with Section 108 and shall vote only once. (Words added)
121.	(3) "DELETED" (Substituted for In no case shall the minutes of proceedings of a meeting be attached to any such book / loose binder as aforesaid by pasting or otherwise.)
122.	(2) On a poll the voting rights of a holder of Equity Shares shall be as specified in Section 47 (Substituted for Section 87) of the Act. (3) The voting rights of the holders of the Preference Shares including the Redeemable cumulative Preference Shares shall be in accordance with the provisions of Section 47 (Substituted for section 87) of the Act. (4) No Company or body corporate shall vote by proxy so long as a resolution of Board of Directors under Section 113 (Substituted for Section 187) of the Act is in force and the representative named in such resolution is present at the General Meeting at which the vote by proxy is tendered.
124.	Where there are joint holders of any Share, the senior most (Substituted for any one) of such persons may vote at any meeting either personally or by proxy in respect of such Shares as if he was solely entitled thereto and the vote of such person shall be accepted to the exclusion of the votes of the other joint holders (Substituted for and if more than one of such joint-holders be present at any meeting either personally or by proxy then one of the said persons so present whose name stands prior in order on the register in respect of such Share shall alone be entitled to vote in respect thereof). Seniority shall be determined by the order in which the names stand in the Register of Members. (Words added) Several executor or administrators of deceased member in whose name any Shares stands, shall for the purpose of this Article, be deemed joint-holders thereof.
124A	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. (Words added)
126.	The Instrument appointing a proxy and the Power of Attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of authority shall be deposited at the registered (Words added) office not less than forty-eight hours before the time for holding the meeting or adjourned meeting (Words added) at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty four hours before the time appointed for taking of the poll (Words added) and in default the instrument of proxy shall not be treated as valid.
128.	Every instrument appointed a proxy shall be as prescribed by the Rules under Section 105 of the Act (Substituted for as nearly as circumstances will admit be in the form set out in Schedule IX to the Act).
130.	Before or on the declaration of the result of the voting on any resolution on a show of hands; a poll may be ordered to be taken by the Chairman of the Meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and fulfilling the requirements as laid down in Section 109 (Substituted for Section 179), of the Act, for the time being in force.
135.	The number of Directors shall not be less than three and shall not exceed twelve. The Board shall have such number of Independent Directors and women directors as may be required under the Companies Act, 2013. (Words added)
135A	The maximum tenure of Independent Directors shall be in accordance with the Companies Act, 2013 and other law for the time being in force. (Words added)
137A.	The remuneration payable to a Director shall in so far as it consists of a monthly payment be deemed to accrue from day-to-day. (Words added)
138.	Whenever the Company enters into an agreement or contract with the Central or State Government, a local authority, bank or financial institution or any person or persons (hereinafter referred to as "the appointer") for borrowing any money or for providing any guarantee or security or for underwriting Shares

	or debentures or other securities of the Company, the Board shall have, subject to the provisions of Section 152 (Substituted for Section 255) of the Act, the power to agree that such appointer shall have if and to the extent provided by the terms of such agreement or contract the right to appoint or nominate, by a notice in writing addressed to the Company, one or more Directors on the Board, for such period and upon such conditions as may be mentioned in the agreement or contract and that such Director or Directors may not be liable to retire by rotation nor be required to hold any qualification Shares. The Board may also agree that any such Director or Directors may be removed from time to time by the appointer entitled to appoint or nominate them and the appointer may appoint another or other in his/their place and fill any vacancy which may occur as a result of any Director ceasing to hold that office for any reason whatsoever. The Directors appointed or nominated under this Article shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the other Directors of the Company including payment that the Company may agree to pay as remuneration and traveling expenses payable to such Directors.
144.	Subject to Section 167 (Substituted for Section 283(2)) of the Act, the office of a Director shall be vacated if; (g) he becomes disqualified by an order of Court under any law for the time being in force preventing fraudulent persons from management of a company (Substituted for Section 203 of the Act) or (h) he is removed in pursuance of Section 169 (Substituted for Section Section 284) of the Act, or (i) he (whether by himself or by any person of his benefit or on his account), or any firm in which he is a partner or any private company of which is a Director, accepts a loan, or any guarantee or security for a loan, from the Company in contravention of Section 185 (Substituted for Section 295) of the Act, or (j) he acts in contravention of Section 184 (Substituted for Section 299) of the Act, or
145.	(a) Subject to Section 188 (Substituted for Section 297) of the Act a director or his relative, a firm in which such a Director or relative is a partner, or any other partner in such firm or a private company of which the director is a member or director, may enter into any contract with the Company for the sale, purchase or supply of any goods, materials or services for underwriting the subscription of any Shares in, or debentures of the Company, provided that the consent of the Board shall be obtained before or within three months of the date on which the contract is entered into in accordance with Section 188 (Substituted for Section 297) of the Act.
146.	A director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184 (Substituted for Section 299(2)) of the Act, provided that it shall not be necessary for a Director to disclose his concern or interest in any contract or arrangement entered into or to be entered into with any other company where any of the director of the Company or two or more of them together holds or hold not more than two (Substituted for ten) per cent of the paid-up Share Capital in such other company. A general notice given to the Board by a director to the effect that he is a director or a member of a specified body corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contact to arrangement which may, after the date of the notice be entered into with that body corporate or firm, shall be deemed to be a sufficient disclosure of concern or interest in relation to any contact or arrangement so made. Any such general notice shall expire at the end of the financial year in which it is given, in the last month of the financial year in which it would otherwise expire. No such general notice, and no renewal thereof, shall be of effect unless, either it is given at a meeting of the Board, or the directors concerned takes reasonable steps to secure that it is brought upon and read at the first meeting of the Board after it is given.
148.	The Company shall keep a register in accordance with Section 189 (Substituted for Section 301) of the Act in which shall be entered, separately particulars of all contracts or arrangements to which Articles 145 and 146 apply including the date of the contract or arrangement, the names of the parties thereto, the principal terms and conditions thereof, the date on which it was placed before the Board, the names of the directors voting for and against the contract or arrangement and the names of those remaining neutral. Particulars of every such contract or arrangement shall be entered in the register aforesaid within seven days of the Meeting of the Board at which the contract or arrangement was approved and the register shall be placed before the next Meeting of the Board and shall be signed by all the directors present at that Meeting. The register aforesaid shall also specify, in relation to each director of the Company, the names of the bodies corporate and firms of which he has given notice under Article 146. The Register shall be kept at the Office of the Company and shall be open to inspection at such office, and extracts may be taken there from and copies thereof may be required by any member of the Company to the same extent, in the same manner and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of Section 94 (Substituted for Section 163) of the Act shall apply accordingly.
150.	If any director appointed by the company in general meeting vacates office as a director before his terms of office expires in the normal course the resulting casual vacancy may be filled up by the board at a meeting of the Board, but any person so appointed shall retain his office to long only as the vacating Director would have retained the same if no vacancy had occurred. Provided that the Board may not fill such a vacancy by appointing thereto any person who has been removed from the office of director under Section 169 (Substituted for Section 284) of the Act.

151.	Subject to the provisions of Section 161 (Substituted for Section 313) of the Act, a Director shall be entitled at any time and from time to time to call upon the Board of Directors of the Company to appoint any person to act as his alternate ("Alternate Director") and to terminate the appointment of such person. Appointment or termination of an Alternate Director shall be done by notice in writing served on the registered office of the Company marked for the attention of the Company Secretary. Such Alternate Director shall be entitled while holding office as such to receive notices of meetings of the Board and to attend and vote as a Director at any such meetings at which the Director appointing him is not present and generally to exercise all the powers, rights, duties and authorities and to perform all functions of his appointer. Without prejudice to the generality of the aforesaid, such Alternate Director shall be taken into account in determining quorum and shall be entitled to exercise the vote of the Director appointing him at any meeting of the Board and if such alternate director represents more than one (1) Director, such alternate director shall be entitled to one (1) vote for every Director he represents. (a) The Company shall keep at its Office a Register containing the particulars of its directors and other persons mentioned in Section 170 (Substituted for Section 303) of the Act, and shall otherwise comply with the provisions of the said Section in all respects. (b) The Company shall in respect of each of its directors also keep at its Office a Register, as required by Section 170 (Substituted for Section 307) of the Act, and shall otherwise duly comply with the provisions of the said Section in all respects.
152.	The Board may elect a Chairman of their meeting and determine a period for which he is to hold office, but if no such chairman is elected or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be the Chairman of the meeting. An individual can be appointed or reappointed as the Chairman of the company as well as the managing director or Chief Executive Officer of the company at the same time. (Words added)
154.	The Directors may meet together as a Board from time to time for the dispatch of business and shall so meet at least once in every three calendar months and at least four such meetings shall be held in every year. A Director may, and the Manager or Secretary shall on such requisition by the Director, at any time, summon a meeting of the Board. (Words added) The Directors may adjourn and otherwise regulate their Meetings as they think fit.
160.	A resolution to be carried by the Board must be approved by a majority of the votes cast. In case of an equality of votes the Chairman shall have a second or casting vote. Subject to Section 179 (Substituted for Section 292) of the Act, a resolution signed by the majority of the Directors for the time being, shall be as valid and effectual as if it were a resolution passed at a meeting of the Board duly convened and held. For the purpose of this Article, "in writing" and "signed" include approval by facsimile/ electronic mail followed by a signed copy."
165.	Subject to the restrictions contained in Section 179 (Substituted for Section 292) of the Act, the Board may delegate any of their powers to Committees of the Board consisting of such member or members of its body as it think fit, and it may from time to time revoke and discharge any such Committee of the Board either wholly or in part, and either as to person or purposes; but every Committee of the Board so formed shall in the exercise of the powers so, delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise shall have the like force and effect as if done by the Board.
173.	(d) borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided further that the powers specified in Section 179 (Substituted for Section 292) of the Act shall subject to this Article be exercised only at the Meetings of the Board, unless the same be delegated to the extent therein stated; or (e) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts the aggregate of which will, in any financial year, exceed fifty thousand rupees or five per cent of its average net profit as determined in accordance with the provisions of Section 198 (Substituted for Sections 349 and 350) of the Act during the three financial years immediately preceding, whichever is greater.
174.	Without prejudice to the general powers conferred by Article 173, (Substituted for the last preceding Article) and so as not in any way to limit or restrict those powers and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Law. It is hereby declared that the directors shall have the following powers, that is to say, power: (a) To pay and charge to the capital account of the Company any commission or interest lawfully payable under provisions of relevant Section 40 (Substituted for Sections 76 and 208) of the Act and other law for the time being in force (Words added).

	(g) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company, or its officers, or otherwise concerning the affairs of the Company and subject to Sections 180 (Substituted for Section 293) of the Act to compound and allow time for payment or satisfaction of any debts due, and or any claims or demands by or against the Company, and to refer any differences to arbitration, and observe and perform any awards made thereon. (j) To invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such security (not being Shares of this Company), or without security and in such manner as they may think fit, and from time to time to vary or realise such investments. Save as provided in Section 187 (Substituted for Section 49) of the Act, all investments shall be made and held in the company's own name. (o) Before recommending any dividend, to set aside, out of the profits of the Company such sums as they may think proper for depreciation or to Depreciation Fund, or to an Insurance Fund, or as a Reserve Fund or Sinking Fund or any special Fund to meet contingencies or to repay debentures or debenture stock, or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any of the property of the Company, and for such other purposes (including the purposes referred to in the preceding clause) as the Board may, in its absolute discretion think conducive to the interest of the Company, and subject to Section 179 (Substituted for Section 292) of the Act to invest the several sums so set aside or so much thereof as required to be invested upon such investments (other than Shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expand all or any part thereof for the benefit of the Company, in such a manner and for such purposes as the Board in their absolute Discretion, think conducive to the interest of the Company notwithstanding that the matters to which the Board apply for upon which they expend the same, or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or Expended, and to divide the Reserve Fund into such special funds as the Board may think fit, with full power to transfer the whole or any portion of a Reserve Fund or division of a Reserve Fund and with full power to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in the purchase or repayment of debentures or debenture stock, and without being bound to keep the same separate from the other assets and without being bound to pay the interest on the same, with power, however, to the Board for the discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper, not exceeding nine percent per annum.
175.	The Directors may make such arrangement as may be thought fit for the management of the Company's affairs abroad, and may for this purpose (without prejudice to the generality of their powers) appoint local bodies and agents and fix their remuneration, and delegate to them such powers as may be deemed requisite or expedient. The foreign seal shall be affixed by the authority and in the presence of such persons who shall sign instruments sealed therein as the Directors shall, from time to time by writing under the common seal, appoint. The company may also exercise the powers of keeping Foreign Registers containing the names and particulars of Members, Debenture-holders, other security holders or beneficial owners residing outside India (Words added). Such regulations not being inconsistent with the applicable provisions of law the Board may, from time to time, make such provisions as it may think fit relating thereto and may comply with the requirements of any local law.
176.	Subject to the provisions of the Act, a Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer (Substituted for Manager or a Secretary) may be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as it may think fit; and any Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer (Substituted for Manager or Secretary) so appointed may be removed by means of a resolution of the Board of Directors.
177.	A Director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer, (Substituted for Manager or a Secretary) subject to the applicable provisions of the Act. Provisions of the Act or these Articles requiring or authorising an act to be done by a Director, Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer (Substituted for Manager or Secretary) shall not be satisfied by it being done by the same person acting both as Director and as the Chief Executive Officer or Manager or Company Secretary or Chief Financial Officer (Substituted for Manager or a Secretary).
178.	(b) Every director and every person deemed to be a director of the Company by virtue of Section 170 (Substituted for sub-section (10) of Section 307) of the Act, shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of that section.
179.	Subject to the applicable provisions of law and these articles the Board shall have power to appoint from time to time any of its member as Managing Director of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions as the Board approves and subject to the provisions of Article 173 the Board may by resolution vest in such Managing Director such of the Powers hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such conditions and subject to such restrictions, as it may determine. The Board of Directors shall determine the remuneration of a Managing Director.

180.	(c) and except to the extent mentioned in the resolution passed at the Board Meeting under Section 179 (Substituted for Section 292) of the Act, he shall also not exercise the powers to –
185.	The Company shall not at any time commence any business out of other objects of its Memorandum of Association unless the provisions of Section 11 (Substituted for sub-section 2(B) of Section 149) of the Act have been duly complied with by it.
188.	The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least one Director (unless the Act or the Rules thereunder specify more Directors) and of the Secretary or such other persons as the Board may appoint for the purpose. (Words added) At least, one director (unless the Act or the Rules thereunder specify more Directors) and the Secretary or other persons aforesaid, (Substituted for one director) shall sign every instrument to which the Seal is affixed provided nevertheless that any instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Directors to issue the same.
189.	The company may exercise the powers conferred by Section 22 (Substituted for section 50) with regard to having an official seal for use abroad, and such powers shall be vested in the Board.
191A.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act. (Words added)
193.	(a) No dividend shall be declared or paid otherwise than out of profits of the financial year arrived at after providing for depreciation in accordance with the provisions of Section 123 (Substituted for Section 205) of the Act or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with these provisions and remaining undistributed or out of both or out of moneys provided by the Central Government or a State Government for the payment of dividend of a guarantee given by that Government, provided that: (i) If the company has not provided for depreciation for any previous financial year or years, it shall, before declaring or paying a dividend for any financial year, provide for such depreciation out of the profits of the financial year or out of the profit of any other previous financial year or years. (ii) If the Company has incurred any loss in any previous financial year or years the amount of the loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year the dividend is proposed to be declared or paid or against profits for any previous financial year or years arrived at in both cases after providing for depreciation in accordance with the provisions of Section 123 (Substituted for sub-section (2) of Section 205) of the Act or against both.
196.	The director may retain any dividends on which the Company has lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists, subject to Section 205A of the Companies Act, 1956 (Substituted for the Act) or Sections 123 and 124 of the Companies Act, 2013, as applicable (Words added).
198.	Subject to Section 205A of the Companies Act, 1956 (Substituted for the Act) or Sections 123 and 124 of the Companies Act, 2013, as applicable (Words added), the directors may retain the dividends payable upon Shares in respect of which any person is by virtue of transmission under the Articles entitled to become a member or which any person under the Article is entitled to transfer until such person shall duly become a member in respect thereof or shall transfer the same.
204.	Subject to the rights of persons, if any, entitled to Shares with special rights as to dividends, (Words added) all dividends shall be apportioned and paid proportionately to the amounts paid-up or credited (Words added) on the Shares during any portion or portions of the period in respect of which dividend is paid but if any Share is issued on terms providing that it shall rank for dividends as from a particular date, such Share shall rank for dividend accordingly.
206.	(b) Any money transferred to the unpaid dividend account of the Company in pursuance of Clause (a) hereof which remains unpaid or unclaimed for a period as specified, (substituted for "for three years") from the date of such transfer, shall be transferred by the Company to the general revenue account of the Central Government, or such other fund or account as may be specified under the Companies Act, 1956 or the Companies Act, 2013, as applicable, (Words added) or by the Central Government from time to time. A claim to any money so transferred to the general revenue account may be referred to the Central Government by the shareholders to whom the money is due;
211.	(a) The Company shall keep at the office or at such other place in India as the Board thinks fit proper Books of Account in accordance with Section 128 (Substituted for Section 209) of the Act with respect to: -
214.	The directors shall from time to time, in accordance with Sections 129, 133 and 134 (Substituted for Sections 210, 211, 212, 215, 216 and 217) of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in those Sections.
215.	A summary of every such profit and Loss Account and Balance Sheet (including the Auditor's Report and every other document required by law to be annexed or attached to the Balance Sheet) and or a statement

	containing the salient features of such documents in the prescribed forms as the case may be, as per the provisions of Section 136 (Substituted for Section 219 of the Act) shall at least twenty-one days before the meeting at which the same are to be laid before the members, be sent to the members of the Company, to every trustee for the holders of any debentures issued by the Company, whether such members of trustee is or is not entitled to have notices of general meetings of the Company sent to him and to all persons other than such members or trustee being persons so entitled.
216.	Auditors shall be appointed and their Powers and duties regulated in accordance with Sections 139 to 146 (Substituted for Sections 224 to 231) of the Act.
222.	(d) to every director of the Company (Substituted for pursuant to Section 127B of the Act where notice of trust has been registered pursuant to Section 187C of the Act, to the Public Trustee).
228.	On any sale of the undertaking of the Company, the directors or the liquidators on a winding up may, if authorised by a Special Resolution, accept fully paid or partly paid-up Shares; debentures or securities of any other Company whether incorporated in India or not other than existing or to be formed for the purchase in whole or in part of the property of the Company, and the directors (if the profits of the Company permit), or the Liquidators (in a winding-up may distribute such Shares or securities or any other property of the Company amongst the members without realisation or vest the same in trustees for them and any Special Resolution may provide for the distribution or appropriations of the cash, Shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the members or contributories of the company and for the valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of Shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in case the Company is proposed to be or is in the course of being wound up, such statutory rights, if any, under Section 494 of the Companies Act, 1956 (Substituted for the Act) or Section 319 of the Companies Act, 2013, as applicable (Words added), as are incapable of being varied or excluded by these presents.
233.	Subject to the provisions of Section 197 (Substituted for Section 201) of the Act, every director, manager, secretary and other officer or employee of the Company, shall be indemnified against and it shall be the duty of the Directors to pay out of the funds of the Company all bona fide costs, losses and expenses (including traveling expenses) which any such directors, manager or secretary or other officer or employee may incur or become liable to by reason of any contract entered into or any way in the discharge of his or their duties and in particular, and so as not to limit the generality of the foregoing provisions, against all bona fide liabilities incurred by him or by them as such director, manager, secretary, officer or employee in defending any proceeding whether civil or criminal in which judgment is given to his or their favour or he or they is or are acquitted, or in connection with any application under Section 463 (Substituted for Section 633) of the Act in which relief is granted by the Court and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the members over all other claims.

3. Related party transaction

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

RESOLVED THAT pursuant to Section 188 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendment, enactment or re-enactment thereof for the time being in force), and pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings held on January 29, 2015, the consent of the Company be and is hereby accorded for sale of 10.93 acres of land with buildings, located at Sri Maruthi Nagar, Garhi Harsaru, Gurgaon-122 505, Haryana to its Subsidiary Company, Gateway Rail Freight Limited (GRFL), for a consideration of Rs. 74.90 Crores (Rupees Seventy Four Crores Ninety Lacs only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, documents, notices, forms, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.

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: Mumbai
Dated: 30th January 2015

NOTES:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 in respect of Item Nos. 1, 2 and 3 set out in the Notice is annexed hereto.
2. The Postal Ballot Notice and Postal Ballot Form are being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited as on 6th February 2015. The Postal Ballot Notice and Postal Ballot Form are being sent to Members in electronic form to the email address registered with their Depository Participant (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). In case of Members whose email id is not registered and in case of those members who have requested, physical copy of Postal Ballot Notice is being sent by permitted mode alongwith a postage pre-paid self addressed Business Reply Envelope.
3. The Members whose name appears on the Register of Members/List of Beneficial Owners as on 6th February 2015 will be considered for the purpose of voting.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
6. In case a Member is desirous of obtaining Postal Ballot Form in printed form or a duplicate, the Member may send an e-mail to investor@gateway-distriparks.com. The Registrar and Transfer Agent/Company shall forward the same along with postage pre-paid self addressed Business Reply envelope to the Member.

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 Saturday, 14th February 2015 (9.00 a.m. IST) and ends on Monday, 16th March 2015 (5.00 p.m.). 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 6th February 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

(iii) Click on Shareholders.

(iv) 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.

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

(vi) 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.

(vii) 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, who have updated their PAN with the Company /Depository) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the "Sequence Number" in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

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

(ix) 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.

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

(xi) Click on the EVSN for the relevant "GATEWAY DISTRIPARKS LIMITED" on which you choose to vote.

(xii) 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.

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

(xiv) 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.

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

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

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

(xviii) 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.

(xix) 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 .

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

8. 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** on 20th March, 2015 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

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

Item 1and 2: Amend the Memorandum & Articles of Association

Several provisions in the Company's Memorandum and Articles of Association require alterations to comply with the new Companies Act, 2013, which became effective from 1st April 2014. Therefore, the Special resolutions have been included for consideration of members. The new words in the relevant clauses are underlined and the words, which are substituted for or deleted, are given in the brackets in the relevant places.

None of the Directors are concerned or interested in the resolutions.

3. Related party transaction

The Board of Directors of the Company, at its meeting held on 29th January, 2015 has approved a proposal for sale of 10.93 acres of land with buildings, located at Sri Maruthi Nagar, Garhi Harsaru, Gurgaon-122 505, Haryana to subsidiary company Gateway Rail Freight Limited (GRFL) for a consideration of Rs. 74.90 Crores (Rupees Seventy Four Crores Ninety Lacs only) **(Transaction).**

GRFL is in the business of operating container trains and rail linked inland container depots. The facility offered for sale is adjacent to GRFL's rail terminal at Garhi Harsaru Gurgaon. Presently, this facility is utilized by GRFL under an Operations & Management Agreement with the Company. After the sale, GRFL will be able to further develop and utilize this facility for its container rail related business. The consideration for the Transaction viz. Rs. 74.90 Crores, is based on prevailing market rates, as per the valuation done by an independent valuer.

The Transaction, is a 'related party transaction' in terms of Section 188 of the Companies Act, 2013 and the applicable rules thereunder, and consequently requires approval of the shareholders by a special resolution. The details of the Transaction are as follows:

Sr. No.	Name of the related party	Name of the Director or Key Managerial personnel, who is related	Nature of the relationship	Nature, material terms, monetary value and particulars of contract or arrangement	Any other information
1	Gateway Rail Freight Limited	Mr. Gopinath Pillai Mr. Prem Kishan Gupta Mr. Sat Pal Khattar Mr. Shabbir Hassanbhai Mr. Ishaan Gupta Mr. R. Kumar	Director Chairman & Managing Director Director Director Director & relative of Mr. Prem Kishan Gupta Key Managerial Personnel of Gateway Distriparks Limited	Sale of 10.93 acres of land with buildings, located at Sri Maruthi Nagar, Garhi Harsaru, Gurgaon - 122 505, Haryana to subsidiary company Gateway Rail Freight Limited (GRFL) for a consideration of Rs.74.90 Crores	Gateway Rail Freight Limited is a Subsidiary Company

Further, in terms of Section 188 of the Companies Act, 2013 and in terms of Clause 49 of the Listing Agreement, none of the shareholders including, Directors Mr. Gopinath Pillai, Mr. Prem Kishan Gupta, Mr. Sat Pal Khattar, Mr. Shabbir Hassanbhai & Mr. Ishaan Gupta, their relatives Mrs. Mamta Gupta & Mr. Samvid Gupta, companies to which they are related, viz. Prism International Private Limited and Windmill International Pte. Ltd and Mr. R Kumar, Key Managerial Personnel, who are listed as Related Parties, shall be entitled to vote on the Resolution,.

Except Directors Mr. Gopinath Pillai, Mr. Prem Kishan Gupta, Mr. Sat Pal Khattar, Mr. Shabbir Hassanbhai & Mr. Ishaan Gupta and Mr. R Kumar, Key Managerial Personnel, none of the Directors of the Company or their relatives are, in any way, concerned or interested in the resolution.

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: Mumbai
Dated: 30th January 2015.

GATEWAY DISTRIPARKS LIMITED

Registered Office: Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai – 400 707
Email: investor@gateway-distriparks.com Website: www.gateway-distriparks.com
CIN: L74899MH1994PLC164024

POSTAL BALLOT FORM

Sr No. :

1. Name & Registered Address of the first named Shareholder :

2. Name(s) of the Joint Holder(s), (If any) :

3. Registered Folio Number/ DP ID No. /Client ID No.* *(Applicable to investors holding Shares in dematerialized form) :

4. Number of Share(s) held :

I/We hereby exercise my/our votes in respect of the Special Resolutions set out in the Notice dated 30th January, 2015 as set out below to be passed by means of Postal Ballot by sending my/our assent or dissent to the said Resolutions by placing the (√) mark at the appropriate box below (tick in both boxes for the same resolution, will render the ballot invalid):

Sr. No.	DESCRIPTION	Type of Resolution	No. of Shares	(For) I/WE assent to the Resolution	(Against) I/WE dissent to the Resolution
1.	Resolution pursuant to the provisions of Section 13 and other applicable provisions of Companies Act, 2013, to amend existing clauses of Memorandum of Association.	**Special**			
2.	Resolution pursuant to the provisions of Section 14 and other applicable provisions of Companies Act, 2013, to amend existing clauses of Articles of Association.	**Special**			
3.	Resolution pursuant to Section 188 and any other applicable provisions of the Companies Act, 2013 and the rules thereunder, to accord consent of the Company, for sale of 10.93 acres of land with buildings, located at Sri Maruthi Nagar, Garhi Harsaru, Gurgaon-122 505, Haryana to its Subsidiary Company, Gateway Rail Freight Limited (GRFL), for a consideration of Rs. 74.90 Crores (Rupees Seventy Four Crores Ninety Lacs only).	**Special**			

E-mail ID :
Place :
Date :

Signature of the Member

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	* Default PAN
150130005	

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

NOTE :

1. Please read the instructions printed overleaf before exercising your vote
2. Last Day for the receipt of Postal Ballot Forms by Scrutinizer is 16th March, 2015.

INSTRUCTIONS

1. Please read instructions for e-voting, as mentioned in the Notice of Postal Ballot dated 30 January 2015, before exercising the votes.
2. Member(s) who do not have access to E-voting facility, can exercise their votes by filling this Postal Ballot Form.
3. Members may fill up the Postal Ballot Form printed overleaf (no other form or photocopy of the form will be permitted) and submit the same in the attached self-addressed business reply envelope to S. N. Ananthasubramanian & Co., Practicing Company Secretary, LINK INTIME INDIA PRIVATE LIMITED, Unit : Gateway Distriparks Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai - 400 078., so as to reach by 5.00 PM on 16 March 2015. Postage will be borne and paid by the Company. However, envelopes containing postal ballot, if sent by courier / registered post at the expense of the shareholder, will also be accepted.
4. This Form should be completed and signed by the Members (as per the specimen signature registered with the Company / Depositories.) In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder.
5. The right of voting by Postal Ballot Form shall not be exercised by a Proxy.
6. In case the shares are held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
7. A Member can opt for only one mode of voting i.e. either through E-voting or by Postal Ballot. If a Member casts votes by both modes, then voting done through E-voting shall prevail and Postal Ballot shall be treated as invalid.
8. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on 6 February 2015.
9. There will be only one Postal Ballot Form for every Folio / DP-Client ID irrespective of number of joint shareholder(s).
10. Unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. The decision of the Scrutinizer on the validity of the Postal Ballot Form will be final.
11. The Scrutinizer will submit his report to the Company after completion of scrutiny of the Postal Ballot Forms. The Results of Postal Ballot will be announced at 20 March 2015. The results along with the Scrutinizer's Report shall be placed on the Company's website www.gateway-distriparks.com and communicated to the Stock Exchanges viz. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

Regd. 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