

29 September 2021

**BSE Limited**  
Phiroze Jeejeebjoy Towers  
Dalal Street  
Mumbai 400 001  
**Scrip Code: 532622**

**National Stock Exchange of India Ltd.**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (East)  
Mumbai – 400 051  
**Trading Symbol: GDL**

Company No.: 532622 / GDL

Deb Scrip Code: 958703 /958704 /958705 /958706 /958707 /958708 /958709 /958710 /958711 /958712 /958713 /958714 /958715

Dear Sir,

Ref: Composite Scheme of Amalgamation: Intimation dated August 25, 2021

Subject: Outcome of meeting of the equity shareholders of Gateway Distriparks Limited ('the Company') pursuant to directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') vide its order dated 28 July 2021 ("NCLT Order")

In terms of the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), it is to inform that pursuant to the NCLT Order, the meeting of equity shareholders of the Company ("Meeting") was held on Tuesday, September 28, 2021 at 11:30 A.M. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to seek their approval to the Composite Scheme of Amalgamation (merger by absorption) amongst the Company, Gateway East India Private Limited and Gateway Rail Freight Private Limited under Section 230 to 232 read with other applicable provisions of the of the Companies Act, 2013 and rules framed thereunder ("Scheme").

In terms of the provisions of the Companies Act, 2013 and the Listing Regulations, the Company had provided postal ballot and remote e-voting facility (prior to as well as during the meeting) to the eligible shareholders to cast their vote on the resolution set out in notice dated August 25, 2021. Ms. Malati Kumar of M/s. S. N. Ananthasubramanian & Co, Practicing Company Secretaries, scrutinized the remote e-voting process and e-voting at the said Meeting. The consolidated Scrutinizer's Report dated 28 September 2021 is attached as *Annexure I*. Resolution as set out in the Notice dated August 25, 2021 was approved by the equity shareholders with requisite majority. Voting results of the Meeting is attached as *Annexure II*.

The voting results along with Scrutinizer's Report are also available on the Company's website at <https://www.gateway-distriparks.com/SchemeOfArrangement.php>.

Kindly take the above on your records.

Thanking You,  
Yours Faithfully,  
For Gateway Distriparks Limited

  
Veena Nair

Company Secretary  
Encl: a/a

**GATEWAY DISTRI PARKS LIMITED**

Regd. Office: Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai – 400 707, Maharashtra, India  
T +91 22 2724 6500 F +91 22 2724 6538 E [gdlcfs@gateway-distriparks.com](mailto:gdlcfs@gateway-distriparks.com) W [www.gateway-distriparks.com](http://www.gateway-distriparks.com)  
CIN L74899MH1994PLC164024



**S. N. ANANTHASUBRAMANIAN & CO**  
**Company Secretaries**

10/ 25-26, 2nd Floor, Brandaban,  
 Thane (W) - 400 601  
 P: +91 22 25345648 | +91 22 25432704  
 E: [snaco@snaco.net](mailto:snaco@snaco.net) | W: [www.snaco.net](http://www.snaco.net)  
 ICSI Unique Code: P1991XIH040400

**SCRUTINIZERS' REPORT**

To,

Mr. Prem Kishan Dass Gupta,

(Chairperson appointed for the Meeting of the Equity Shareholders of Gateway Distriparks Limited (the Company) convened by the Hon'ble National Company Law Tribunal, Mumbai Bench pursuant to order dated 28<sup>th</sup> July, 2021, passed in Company Scheme Application No.CA (CAA) No. 54/MB/2021).

**Report of Scrutinizer on Postal Ballot including e-voting and e-voting at the Meeting of Equity Shareholders of Gateway Distriparks Limited ("the Company") convened by the National Company Law Tribunal, Mumbai Bench ("NCLT") held on Tuesday, 28<sup>th</sup> September, 2021 at 11:30 a.m., through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), (hereinafter referred to as "Meeting").**

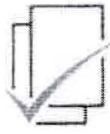
Dear Sir,

**1. Appointment as Scrutinizer**

I, Ms. Malati Kumar (ACS: 15508, COP: 10980), Partner of S. N. ANANTHASUBRAMANIAN & CO, Company Secretaries was appointed by the Hon'ble Mumbai Bench of NCLT vide its order dated 28<sup>th</sup> July, 2021 passed in Company Scheme Application No. CA (CAA) No. 54/MB/2021, as Scrutinizer for scrutiny of votes cast by **Equity Shareholders** through Postal Ballot including e-voting, and e-voting at the **Meeting of Equity Shareholders of Gateway Distriparks Limited ("the Company")** convened by the National Company Law Tribunal, Mumbai Bench ("NCLT") held on Tuesday, 28<sup>th</sup> September, 2021 at 11:30 a.m., through **Video Conferencing (VC) / Other Audio-Visual Means (OAVM)**, on the resolution seeking approval of Equity Shareholders to the proposed composite Scheme of Amalgamation ("**Scheme**") for (i) Amalgamation (merger by absorption) of Gateway East India Private Limited ("**GEIPL**") with GDL; and (ii) Amalgamation (merger



*Report of Scrutinizer on Postal Ballot by remote e-voting and c-voting by Members during the NCLT convened Meeting of Gateway Distriparks on 28<sup>th</sup> September, 2021*



## S. N. ANANTHASUBRAMANIAN & CO Company Secretaries

by absorption) of GDL (post amalgamation of GEIPL with GDL) with Gateway Rail Freight Limited and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.(the "Act"), in terms of notice dated 25<sup>th</sup> August, 2021 convening the said Meeting.

### 2. Disclaimer

- i. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the conduct of Postal Ballot including e-voting and e-voting at the Meeting, on the Resolution as contained in Notice of the Meeting.
- ii. My responsibility as a Scrutinizer for the voting process, is restricted to scrutiny of the votes cast through Postal Ballot including e-voting and e-voting conducted at the Meeting based on the reports generated from the e-voting system and the information and verification provided by the Registrar and Share Transfer Agent appointed by the Company in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in Favour or Against the resolution as stated in the Notice.

### 3. Cut-off date and dispatch

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 Monday, 23<sup>rd</sup> August, 2021 (**cut-off date**), the Company completed dispatch of the Notice including Postal Ballot Form, convening the Meeting by e-mail to **40,472** members, on Wednesday, 25<sup>th</sup> August, 2021.

### 4. Remote e-voting Agency

The Company appointed LINK Intime India Private Limited ("**LINK**") as the e-voting agency for the Postal Ballot including e-voting, and e-voting at the Meeting

In view of the ongoing COVID-19 pandemic, the Postal Ballot Form was not sent to the Equity Shareholders. The Postal Ballot Form was also available on the website of the Company, for download.



*Report of Scrutinizer on Postal Ballot by remote e-voting and e-voting by Members during the NCLT convened Meeting of Gateway Distriparks on 28<sup>th</sup> September, 2021*



## **S. N. ANANTHASUBRAMANIAN & CO** **Company Secretaries**

### **5. Exercise of Vote**

In terms of the aforesaid Notice, Equity Shareholders were required to convey their assent or dissent, as the case may be, as under:

- a) send by registered post, the duly completed and signed Postal Ballot Form, along-with the documents specified, in the sealed envelope to the Registered Office of GDL to the Kind Attn. of Ms. Veena Nair, the Company Secretary.
- b) scan the duly completed and signed Postal Ballot Form, along-with documents specified, by e-mail from their registered email address to investor@gateway-distriparks.com with a copy marked at scrutinizer@snaco.net not later than 5:00 P.M. on 27<sup>th</sup> September, 2021.
- c) cast votes through e-voting in the e-voting system provided by LINK.

The Postal Ballot including e-voting was available from 9:00 a.m. on Sunday, 29<sup>th</sup> August, 2021 to 5:00 p.m. on Monday, 27<sup>th</sup> September, 2021. The e-voting system was disabled by LINK, thereafter.

6. Pursuant to Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Equity Shareholders who have cast their votes through Postal Ballot including e-voting, do not vote again at the Meeting, after closure of period of Postal Ballot including e-voting, I was provided access to details relating to Equity Shareholders such as their names, DP ID & Client ID, Folios, number of shares held etc (Demographic details), but not the manner in which they have voted on the Resolution.
7. Accordingly, after the closure of the Postal Ballot including e-voting at 05:00 p.m. on Monday, 27<sup>th</sup> September, 2021, I downloaded the file containing the Demographic details and shared the file with LINK the Registrar and Share Transfer Agent of the Company ("RTA").





## **S. N. ANANTHASUBRAMANIAN & CO** **Company Secretaries**

### **8. Attendance and e-voting at the Meeting**

Based on the information provided by LINK, I note that the Meeting was attended by **39 Equity Shareholders** holding 4,14,00,768 shares / votes either in person or through authorized representatives.

After the announcement was made by the Chairperson appointed for the Meeting, **Equity Shareholders** present at the Meeting voted through e-voting facility provided by LINK. The e-voting concluded at 12:10 p.m.

### **9. Scrutiny of Votes**

- a) I have been informed by the Company Secretary that she has not received any Postal Ballot Form either through physical delivery or email.
- b) **I unblocked the results of the e-voting conducted for Postal Ballot including e-voting.**
  - i) On Scrutiny I found 372 Equity Shareholders bearing 9,66,30,908 votes had cast their votes out of which 01 Equity Shareholder (Non-Individual) holding 45,567 votes had not submitted its authorization letter / document and thus was considered invalid.
  - ii) Out of the remaining valid e-votes cast by the Equity Shareholders, the results are as under:

Assenting to the Resolution

<b>Number of Equity Shareholders</b>	<b>Number of Votes cast</b>
354	9,65,83,601





**S. N. ANANTHASUBRAMANIAN & CO**  
**Company Secretaries**

Dissenting to the Resolution

Number of Equity Shareholders	Number of Votes cast
17	1,740

c) I unblocked the results of the e-voting conducted at the Meeting.

- i) On Scrutiny I found 08 Equity Shareholders bearing 62,715 votes had cast their votes.
- ii) The results are as under:

Assenting to the Resolution

Number of Equity Shareholders	Number of Votes cast
08	62,715

Dissenting to the Resolution

Number of Equity Shareholders	Number of Votes cast
0	0



*Report of Scrutinizer on Postal Ballot by remote e-voting and e-voting by Members during the NCLT convened Meeting of Gateway Distriparks on 28<sup>th</sup> September, 2021*



**S. N. ANANTHASUBRAMANIAN & CO**  
**Company Secretaries**

10. Consolidated Result of all Equity Share Holders voting through Postal Ballot including e-voting and e-voting during the Meeting:

Particulars	Remote e-Voting		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	354	9,65,83,601	8	62,715	362	9,66,46,316	99.9982
Dissent	17	1,740	0	0	17	1,740	0.0018
<b>Total</b>	<b>371</b>	<b>9,65,85,341</b>	<b>8</b>	<b>62,715</b>	<b>379</b>	<b>9,66,48,056</b>	<b>100.0000</b>

Accordingly, the Resolution as proposed in the Notice of the NCLT Convened Meeting has been approved by majority of Equity Shareholders exercising voting rights representing three-fourths in value in shares held by them and voted in favour through Postal Ballot including e-voting or by way of e-voting at the Meeting.



*Report of Scrutinizer on Postal Ballot by remote e-voting and e-voting by Members during the NCLT convened Meeting of Gateway Distriparks on 28<sup>th</sup> September, 2021*



**S. N. ANANTHASUBRAMANIAN & CO**  
**Company Secretaries**

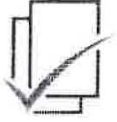
**11. Consolidated Result of Public Equity Shareholders voting through Postal Ballot including e-voting and e-voting during the Meeting:**

Particulars	Remote e-Voting		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	348	5,64,60,318	8	62,715	356	5,65,23,033	99.9969
Dissent	17	1,740	0	0	17	1,740	0.0031
<b>Total</b>	<b>365</b>	<b>5,64,62,058</b>	<b>8</b>	<b>62,715</b>	<b>373</b>	<b>5,65,24,773</b>	<b>100.0000</b>

Accordingly, the Resolution as proposed in the Notice of the NCLT Convened Meeting has been approved by Public Equity Shareholders exercising voting rights representing majority in value of shares held by them and voted in favour through Postal Ballot including e-voting or by way of e-voting at the Meeting.







**S. N. ANANTHASUBRAMANIAN & CO**  
**Company Secretaries**

12. The electronic data files pertaining to remote e-voting and e-ballot conducted at the Meeting are being forwarded to the Company Secretary of the Company, for safekeeping.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

ICSI Unique Code: P1991MH040400

*Malati A Kumar*



**Malati Kumar**

**Partner**

**ACS: 15508 | COP No. : 10980**

**ICSI UDIN: A015508C001028621**

**28<sup>th</sup> September, 2021 | Thane**



## Annexure II

Date of shareholders meeting (Court convened meeting)	28 September 2021
Total number of shareholders as on Record date (Cut-off-23 Aug 2021)	44,009
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	- - -
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	6 34

Resolution Required : (Special)		1 - Approval of the composite scheme of amalgamation for: (i) amalgamation (merger by absorption) of Gateway East India Private Limited ("GEIPL") with Gateway Distriparks Limited ("GDL"); and (ii) amalgamation (merger by absorption) of GDL (post amalgamation of GEIPL with GDL) with Gateway Rail Freight Limited ("GRFL") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and other matters incidental thereto.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	4,01,23,283	4,01,23,283	100.00	4,01,23,283	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		4,01,23,283	100.00	4,01,23,283	-	100.00	-
Public Institutions	E-Voting	6,33,14,481	5,22,47,048	82.52	5,22,47,048	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		5,22,47,048	82.52	5,22,47,048	-	100.00	-
Public Non Institutions	E-Voting	2,13,98,144	42,60,577	19.91	42,58,837	1,740	99.96	0.04
	Poll		62,715	0.29	62,715	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		43,23,292	20.20	43,21,552	1,740	99.96	0.04
Total		12,48,35,908	9,66,93,623	77.46	9,66,91,883	1,740	100.00	0.00

The resolution as set out in the Notice dated 25 August 2021 has been passed with requisite majority.

*L. Seenai*

### GATEWAY DISTRI PARKS LIMITED

Regd. Office: Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai – 400 707, Maharashtra, India  
 T +91 22 2724 6500 F +91 22 2724 6538 E gdlcfs@gateway-distriparks.com W www.gateway-distriparks.com  
 CIN L74899MH1994PLC164024