



August 25, 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
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Company No.: 532622 / GDL

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

Dear Sir / Madam,

SUB: Notice to the unsecured creditors of Gateway Distriparks Limited in accordance with the directions of Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") in connection with the Composite Scheme of Amalgamation (merger by absorption) amongst Gateway Distriparks Limited ("Company"), Gateway East India Private Limited and Gateway Rail Freight Limited and their respective shareholders under Sections 230 to 232 read with other applicable provisions of the Companies Act 2013 and rules framed thereunder ("Scheme")

REF: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is with reference to our letters dated 29 July 2021 and 17 August 2021, wherein we had informed that the NCLT by way of its order dated 28 July 2021 ("NCLT Order"), received by the Company on 17 August 2021, in Company Application CA (CAA) No. 54/MB/2021, had dispensed with the meeting of the secured creditors and unsecured creditors of the Company for approving the Scheme. Further, the NCLT had directed the Company to issue notices to the relevant unsecured creditors in terms of the Order to invite representations, if any on the Scheme.

Please find enclosed the notice under Sections 230 to 232 of the Companies Act 2013 being sent to the unsecured creditors of the Company ("**Notice**") pursuant to the directions under the NCLT Order by email to their respective addresses that are registered with the Company. The Notice is also being made available on the website of the Company – <https://www.gateway-distriparks.com/SchemeOfArrangement.php>.

This is for your information and records. Request you to kindly take note of the above.

Thanking you,

Yours faithfully,
For **Gateway Distriparks Limited**


VEENA NAIR
Company Secretary
Encl: As above



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

GATEWAY DISTRI PARKS LIMITED

CIN: L74899MH1994PLC164024

Registered Office: Sector 6, Dronagiri, Taluka Uran, District: Raigad Navi Mumbai – 400707,
Maharashtra, India

Phone: +91 22 2724 6500 Fax: +91 22 2724 6538 Email: investor@gateway-distriparks.com

Website: <https://www.gateway-distriparks.com>

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY APPLICATION NO. CA (CAA) NO. 54/MB/2021

IN THE MATTER OF SECTIONS 230 TO 232 AND
OTHER APPLICABLE PROVISIONS OF THE
COMPANIES ACT, 2013

AND

IN THE MATTER OF THE COMPOSITE SCHEME OF
AMALGAMATION AMONGST GATEWAY EAST INDIA
PRIVATE LIMITED AND GATEWAY DISTRI PARKS
LIMITED INTO GATEWAY RAIL FREIGHT LIMITED
AND THEIR RESPECTIVE SHAREHOLDERS

Gateway Distriparks Limited, a company)
incorporated under the Companies Act 1956)
having Company Identification Number:)
L74899MH1994PLC164024 and having its)
registered office at Sector 6, Dronagiri, Tal:)
Uran, Dt: Raigad, Navi Mumbai,)
Maharashtra- 400707)

.....Second Applicant Company/
Transferee Company 1/
Transferor Company 2

To,
The Unsecured Creditors of Gateway Distriparks Limited

NOTICE SEEKING REPRESENTATIONS, IF ANY, ON THE COMPOSITE SCHEME OF AMALGAMATION (MERGER BY ABSORPTION) AMONGST GATEWAY DISTRI PARKS LIMITED, GATEWAY EAST INDIA PRIVATE LIMITED AND GATEWAY RAIL FREIGHT LIMITED AND THEIR RESPECTIVE SHAREHOLDERS UNDER SECTIONS 230 TO 232 READ WITH OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT 2013 AND RULES FRAMED THEREUNDER

TAKE NOTICE THAT a Company Application under Sections 230 to 232 of the Companies Act 2013 (“Act”) read with the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 (“Rules”) was presented before the Hon’ble National Company Law Tribunal, Mumbai Bench (“Hon’ble Tribunal”) for sanctioning the Composite Scheme of Amalgamation (Merger By Absorption) Amongst Gateway Distriparks Limited (“Second Applicant Company” or “Transferor Company 2 / Transferee Company 1”), Gateway East India Private Limited (“First Applicant Company” or “Transferor Company 1”) and Gateway Rail Freight Limited (“Third Applicant Company” or “Transferee Company 2”) and their respective shareholders (“Scheme”).

The Hon’ble Tribunal has, by an order dated 28 July 2021 passed in the captioned Company Application No. CA (CAA) 54/MB/2021 (“Order”), held that the meeting of the unsecured creditors of the Second Applicant Company is not required to be convened, and in turn directed the Second Applicant Company to issue a notice to all its unsecured creditors (having outstanding amount of INR 2,00,000

(Rupees Two Lakhs) or more, as on 28 February 2021) with a direction that they may submit their representations in relation to the Scheme, if any, to the Hon'ble Tribunal.

In terms of the Order, a meeting of the equity shareholders of the Second Applicant Company will be held through video conferencing or other audio-visual means, on Tuesday, 28 September 2021 at 11:30 A.M. for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme.

Therefore, pursuant to the Order of the Hon'ble Tribunal, notice is hereby given to you as an unsecured creditor of the Second Applicant Company (having outstanding amount of INR 2,00,000 (Rupees Two Lakhs) or more as on 28 February 2021).

The respective Board of Directors of the First Applicant Company, Second Applicant Company and Third Applicant Company, at their respective board meetings all held on 28 September 2020 approved the said Scheme.

A copy of the notice of the meeting of the equity shareholders of the Second Applicant Company, along with the explanatory statement, under Sections 230(3), 232(1) and (2) and 102 of the Companies Act 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 can be accessed through the below link:

[Download Notice](#)

The complete notice of the meeting of the equity shareholders of the Second Applicant Company, along with the explanatory statement and the Annexures thereto can also be accessed on the website of the Second Applicant Company at <https://www.gateway-distriparks.com/SchemeOfArrangement.php> and on the relevant section of the website of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively or you may write an e-mail to the Second Applicant Company at investor@gateway-distriparks.com.

You are hereby informed that representation(s), if any, in connection with the proposed Scheme may be made to the Hon'ble Tribunal within 30 (thirty) days from the date of receipt of this Notice. The address of the Hon'ble Tribunal is 4th Floor, MTNL Exchange Building, near G.D. Somani Memorial School, G.D. Somani Marg, Cuffe Parade, Mumbai 400 005. Copy of the representation(s) may simultaneously be sent to the Second Applicant Company through e-mail at investor@gateway-distriparks.com or by post at its registered office situated at Sector 6, Dronagiri, Taluka Uran, District: Raigad Navi Mumbai – 400707, Maharashtra, India. In case no representation is received within the stated period of 30 (thirty) days, it shall be presumed that you have no representation to make on the proposed Scheme.

We would also like to take this opportunity to inform you that as far as the rights of the unsecured creditors of the Second Applicant Company are concerned, they will not be affected by the Scheme since post Scheme, the assets & liabilities of the First Applicant Company would be transferred to the Second Applicant Company and all assets & liabilities of the Second Applicant Company (including assets & liabilities of the First Applicant Company) would be transferred to the Third Applicant Company. It is submitted that the Third Applicant Company has a positive net-worth and the amalgamation of the First Applicant Company with the Second Applicant Company and thereafter with the Third Applicant Company will not affect or adversely impact the rights of the unsecured creditors of the Second Applicant Company since post the Scheme, the assets of the Third Applicant Company

will be sufficient to discharge the said liabilities in future, in the ordinary course of business of the Second Applicant Company. As on date, the assets of the Applicant Companies exceed their liabilities and would be sufficient to discharge the said liabilities in future, in the ordinary course of business.

Thanking You.

Yours faithfully

Gateway Distriparks Limited

Sd/-

Prem Kishan Dass Gupta

Chairman & Managing Director

Date: 25th August 2021

Place: New Delhi