



**GATEWAY DISTRI PARKS LTD.**



5-Oct-18

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The Stock Exchange, Mumbai  
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National Stock Exchange of India Ltd.  
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Dear Sir / Madam,

Company No. : 532622 / GDL

Re: Update on announcement made on 27 June 2018 and 1 October 2018

Further to our announcement dated 1st October 2018, this is to inform the stock exchange that pursuant to the Share Purchase Agreement dated 26 June 2018 between Gateway Distriparks Ltd (GDL), Gateway Rail Freight Ltd. (GatewayRail) Blackstone GPV Capital Partners (Mauritius) V–H Ltd (Blackstone), and amendments thereof, the following actions have taken place on 4th October 2018:

- 1) GatewayRail has paid interim dividend of Rs. 125 crores to Blackstone on the Compulsorily Convertible Preference Shares (CCPS) held by them in GatewayRail and the balance purchase consideration then payable for acquiring the entire shareholding of Blackstone in GatewayRail will be Rs. 685 crores, totalling to Rs. 810 crores.
- 2) Subsequently, GDL has paid Rs. 125 crores to Blackstone and has acquired a part of the CCPS (2,18,97,810 out of 12,00,00,000 CCPS) held by Blackstone in GatewayRail @ Rs. 57.08 per CCPS.
- 3) The transaction for acquiring the balance 9,81,02,190 CCPS and 100 Equity shares of Rs. 25 each held by Blackstone in GatewayRail will be completed by GDL on or before 28 December 2018, by paying the balance amount of Rs. 560 crores.

The other information in our earlier communications referred above remain the same and are given below for ready reference:

- (i) The Company is acquiring the entire CCPS and Equity Shares held by Blackstone in GRFL. GRFL's total income for FY 2015–16 was Rs.75,085.48 Lakh, for FY 2016–17 was Rs. 76,096.00 Lakh and for FY 2017–18 was Rs. 80,271.53 Lakh.

Registered Office :

Sector 6, Dronagiri, Taluka Uran, District Raigad, Navi Mumbai - 400 707

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- (ii) The acquisition is not a related party transaction. The Promoter/Promoter group/group companies do not have any interest in the transaction.
- (iii) GRFL is in the business of container rail logistics in India.
- (iv) The Company and GRFL are both in the container logistics business. GRFL, in addition, handles container based rail logistics. The acquisition will ensure synergies in operations and management, and will be of strategic benefit to the Company in the long run.
- (v) There are no governmental or regulatory approvals required for the acquisition.
- (vi) The Company is acquiring the entire CCPS and Equity Shares held by Blackstone in GRFL entirely for cash consideration.
- (vii) The total cash consideration of Rs 810 Crores was reduced to Rs 685 Crores with the payment of dividend as mentioned above. With the payment of Rs. 125 Crores, the balance consideration is Rs 560 Crores, which will be paid on or before 28 December 2018.
- (viii) The acquisition by the Company will result in its holding in its subsidiary, GRFL, to go up from 50.001 % to 99.80%.
- (ix) GRFL is in the business of container rail logistics in India. GRFL was incorporated on 12 July 2005. GRFL's total income for FY 2015-16 was Rs.75,085.48 lakh, for FY 2016-17 was Rs. 76,096.00 lakh and for FY 2017-18 was Rs. 80,271.53 lakh. The Company's business is in India.

Kindly take the information on record.

**FOR GATEWAY DISTRI PARKS LIMITED**

**R. Kumar**

**DY CEO & CFO-cum- Company Secretary**

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