



GATEWAY DISTRI PARKS LTD.



March 20, 2015

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The Stock Exchange, Mumbai
Phiroze Jeejeebjoy Towers
Dalal Street MUMBAI
Ph: 22727 1233 /34
Fax: 2272 3121 / 2037/ 2041 /2061/ 2039
Email : corp.relations@bseindia.com

National Stock Exchange of India Ltd.
Exchange Plaza
Bandra Kurla Complex
MUMBAI - 51
Ph: 2659 8452 Fax: 2659 8237 / 38
Email : cmlist@nse.co.in

Dear Sir / Madam,

Company No. : 532622 / GDL

Sub: Result of the Postal Ballot conducted to obtain the approval of the shareholders

Further to our letter dated February 7, 2015, we are pleased to inform you that the Company has conducted a Postal Ballot (including e-voting), the results of which have been announced today, based on the Scrutinizer's Report dated 18th March 2015.

We would like to inform you that all the Resolutions as mentioned in the Notice of Postal Ballot dated 30th January 2015 have been passed with requisite majority. Enclosed please find the details of the resolutions passed by the Postal Ballot and E-voting thereon and the Scrutinizer's Report.

The said Results of Postal Ballot (including e-voting) along with the Scrutinizer's Report are being posted on the Company's website www.gateway-distriparks.com.

We request you to kindly take the same on your records.

Thanking You,
Yours faithfully,
For GATEWAY DISTRI PARKS LIMITED

R. Kumar
Dy. Chief Executive Officer and
Chief Finance Officer -cum - Company Secretary

Registered Office :

CIN : L74899MH1994PLC164024

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

el. : +91-22-2724 6500 to 12 (Board) • Fax : +91-22-2724 6538 • E-mail: gdlcfs@gateway-distriparks.com • Website : www.gateway-distriparks.com

Date of General Meeting (Date of declaration of result of Postal Ballot)	20 March 2015
Total number of shareholders on cut off date:	33,586
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A.
Resolution required	Special resolution for all items
Mode of voting	Postal Ballot & E-voting

Agenda wise details:

Item No.	Details of Agenda	Resolution required	Mode of voting
1.	Amendment of Memorandum of Association	Special	E-voting and Poll
2.	Amendment of Articles of Association	Special	E-voting and Poll
3.	Related Party transaction	Special	E-voting and Poll



For Gateway Distriparks Ltd.

R. Kumar
Dy. Chief Executive Officer and
Chief Finance Officer-Cum-Company
Secretary

GATEWAY DISTRIKARKS LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 1 :Resolution pursuant to the provisions of Section 13and other applicable provisions of Companies Act, 2013, to amend existing clauses of Memorandum of Association.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	35,732,205	35,732,205	100.00	35,732,205	-	100.00	0.00
Public Institutional Holders	57,489,884	41,759,410	72.64	41,759,410	-	100.00	0.00
Public-Others	15,505,960	2,216,043	14.29	2,215,542	501	99.98	0.02
Total (A)	108,728,049	79,707,658	73.31	79,707,157	501	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	35,732,205	-	0.00	-	-	#DIV/0!	0.00
Public Institutional Holders	57,489,884	-	0.00	-	-	#DIV/0!	0.00
Public-Others	15,505,960	114,273	0.74	113,334	939	99.18	0.82
Total (B)	108,728,049	114,273	0.11	113,334	939	99.18	0.82
Result (A+B)	108,728,049	79,821,931	73.41	79,820,491	1,440	100.00	0.00



For Gateway Distriparks Ltd.

R. Kumar

**R. Kumar
Dy. Chief Executive Officer and
Chief Finance Officer-Cum-Company
Secretary**

GATEWAY DISTRI PARKS LIMITED

Promoter / Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes – in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 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.							
Mode of Voting: (E-voting)							
Promoter and Public Institutional Holders	35,732,205	35,732,205	100.00	35,732,205	-	100.00	-
Public-Others	57,489,884	41,759,410	72.64	25,686,391	16,073,019	61.51	38.49
Total (A)	108,728,049	2,216,043	14.29	333,382	1,882,661	15.04	84.96
		79,707,658	73.31	61,751,978	17,955,680	77.47	22.53
Mode of Voting: (Poll)							
Promoter and Public Institutional Holders	35,732,205	-	0.00	-	-	#DIV/0!	0.00
Public-Others	57,489,884	-	0.00	-	-	0.00	0.00
Total (B)	108,728,049	114,210	0.74	113,202	1,008	99.12	0.88
		114,210	0.11	113,202	1,008	99.12	0.88
Result (A+B)	108,728,049	79,821,868	73.41	61,865,180	17,956,688	77.50	22.50

For Gateway Distriparks Ltd.



R. Kumar

R. Kumar
Dy. Chief Executive Officer and
Chief Finance Officer-Cum-Company
Secretary

GATEWAY DISTRI PARKS LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	35,732,205	-	-	-	-	-	-
Public Institutional Holders	57,489,884	38,519,918	67	38,519,918	-	100	-
Public-Others	15,505,960	2,165,668	14	2,163,424	2,244	100	0
Total (A)	108,728,049	40,685,586	37	40,683,342	2,244	100	0
Mode of Voting: (Poll)							
Promoter and Promoter Group	35,732,205	-	-	-	-	#DIV/0!	-
Public Institutional Holders	57,489,884	-	-	-	-	-	-
Public-Others	15,505,960	114,106	1	112,971	1,135	99	1
Total (B)	108,728,049	114,106	0	112,971	1,135	99	1
Result (A+B)	108,728,049	40,799,692	38	40,796,313	3,379	100	0

Resolution No. 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).

For Gateway Distriparks Ltd.



R. Kumar

R. Kumar
Dy. Chief Executive Officer and
Chief Finance Officer-Cum-Company
Secretary

SCRUTINIZER'S REPORT

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

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

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

3. On the basis of the Register of Members and the List of Beneficiary Owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on **6th February, 2015** the Company completed dispatch of the Notice of Postal Ballot:
 - by email to **21,378** Members who had registered their email-ids with the Company on **11th February, 2015** and
 - by registered post to **9,123** Members and by speed post to **3,085** Members in physical form on **11th February, 2015**



S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292

E-mail: sna@snaco.net, Website: www.snaco.net

4. In terms of the aforesaid Notice, members were required to convey their assent or dissent, as the case may be on or before **5.00 p.m. on 16th March, 2015** in respect of the Special Resolutions as set out therein as under:-
 - In case of Postal Ballot Form mailed to them by the Company, in pre-paid envelopes addressed to me on or before close of working hours at **5.00 P.M. on 16th March, 2015**.
 - In case of e-Voting, votes to be cast electronically on e-Voting platform provided by CDSL upto **5.00 P.M. on 16th March, 2015**.
5. I received **366** Postal Ballot Forms and **248** Members cast their votes on the e-Voting platform, till **5.00 P.M. on 16th March, 2015**, being the last day for receipt of duly completed Postal Ballot Forms and e-Voting on CDSL portal, as per the said Notice.
6. With the support of **M/s. Link Intime India Private Limited**, the Registrar & Transfer Agents (RTA) of the Company, the Postal Ballot Forms were scrutinized and signatures of Members who had cast their votes verified with their specimen signatures registered with Company and as provided by the Depositories.
7. In case of e-Voting, Members' demographic details, their voting rights and voting pattern were provided by **CDSL**.
8. The votes, if any, cast by a member(s) both in physical form and e-Voting having been identified, in terms of the said Notice, votes cast through e-Voting only were considered valid.



Report of the Scrutinizer on Gateway Distriparks Ltd Postal Ballot

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

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E-mail: sna@snaco.net, Website: www.snaco.net

9. In respect of Agenda Item No.3, votes cast by the Related Parties, if any, have not been considered.
10. After the aforesaid scrutiny of Postal Ballot Forms and taking into account the e-Voting results, I report that the **Special Resolutions** as contained in the said **Notice** have been passed with Requisite Majority.

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



S. N. Ananthasubramanian

Date: 18th March, 2015

Place: Thane

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

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Annexure
Details of the Postal Ballot & E-voting

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

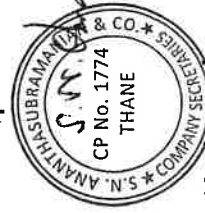


Analysis of Results of the Special Resolution No.1 as set out in Notice

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

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

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



S. N. Ananthasubramanian

S. N. Ananthasubramanian

Date: 18th March, 2015

Place: Thane

Analysis of Results of the Special Resolution No.2 as set out in Notice

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

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

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



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

Report of the Scrutinizer on Gateway Distriparks Ltd Postal Ballot


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

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

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

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

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


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

S. N. Ananthasubramanian

Date: 18 March, 2015

Place: Thane