



GATEWAY DISTRI PARKS LTD.



11 April 2017

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The Stock Exchange, Mumbai
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National Stock Exchange of India Ltd.
Exchange Plaza
Bandra Kurla Complex
MUMBAI - 51
Ph: 2659 8452 Fax: 2659 8237 / 38

Dear Sir / Madam,

Company No. : 532622 / GDL

Sub: Corporate Governance Report as on 31-March-2017

We enclose herewith the Corporate Governance report (along with a note on Related Party Transactions) for the quarter ended 31 March 2017.

Kindly acknowledge the receipt of the same.

Thanking You.

Yours faithfully,

For GATEWAY DISTRI PARKS LIMITED

R. Kumar

Dy. CEO & CFO cum Company Secretary

Encl : a/a

Registered Office :

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

Tel. : +91-22-2724 6500 to 12 (Board) • Fax : +91-22-2724 6538 • E-mail: gdlcis@gateway-distriparks.com • Website : www.gateway-distriparks.com
CIN : L74899MH1994PLC164024

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Gateway Distriparks Limited
 2. Quarter ending - 31-Mar-2017

| Title (Mr./Ms) | Name of the Director | DIN | PAN | Category | Date of Appointment | Dt of cessation | Tenure | No of Directorship in listed entities incl this listed entity | No of memberships in Audit/ Stakeholder Committee including this listed entity | No of post of Chairperson in Audit/ Stk holder Committee held in listed entities including this listed entity |
|----------------|-------------------------------|----------|------------|----------|---------------------|-----------------|--------|---|--|---|
| Mr. | PREM KISHAN DASS GUPTA | 00011670 | AAKPG2127J | C & ED | 06-Apr-1994 | | | 2 | 4 | 1 |
| Mrs. | MAMTA GUPTA | 00160916 | AAAPG3773E | NED | 29-Oct-2015 | | | 2 | 0 | 0 |
| Mr. | ISHAAN GUPTA | 05298583 | APFPG1166F | NED | 26-May-2012 | | | 1 | 0 | 0 |
| Mr. | SHABBIR HAKIMUDDIN HASSANBHAI | 00268133 | AAAPH5019E | ID | 29-Sep-2014 | 21-Sep-2021 | 5 | 2 | 5 | 2 |
| Mr. | BHASKAR AVULA REDDY | 06554896 | AAMPR9542A | ID | 01-May-2016 | 30-Apr-2021 | 5 | 2 | 4 | 1 |
| Mr. | ARUN KUMAR GUPTA | 06571270 | AAAPG4063H | ID | 27-Apr-2016 | 26-Apr-2021 | 5 | 2 | 4 | 0 |

II. Composition of Committees

| Audit Committee | | | |
|------------------------|-------------------------------|----------|------------------------|
| Sr. No. | Name of the Director | Category | Chairperson/Membership |
| 1 | SHABBIR HAKIMUDDIN HASSANBHAI | ID | Chairperson |
| 2 | BHASKAR AVULA REDDY | ID | Member |
| 3 | PREM KISHAN DASS GUPTA | C & ED | Member |
| 4 | ARUN KUMAR GUPTA | ID | Member |

| Stakeholders Relationship Committee | | | |
|--|-------------------------------|----------|------------------------|
| Sr. No. | Name of the Director | Category | Chairperson/Membership |
| 1 | BHASKAR AVULA REDDY | ID | Chairperson |
| 2 | SHABBIR HAKIMUDDIN HASSANBHAI | ID | Member |
| 3 | PREM KISHAN DASS GUPTA | C & ED | Member |
| 4 | ARUN KUMAR GUPTA | ID | Member |

| Risk Management CommitteeNOT APPLICABLE | | | |
|--|----------------------|----------|------------------------|
| Sr. No. | Name of the Director | Category | Chairperson/Membership |
| | NOT APPLICABLE | | |



| Nomination and Remuneration Committee | | | |
|--|-------------------------------|-----------------|-------------------------------|
| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> |
| 1 | SHABBIR HAKIMUDDIN HASSANBHAI | ID | Member |
| 2 | BHASKAR AVULA REDDY | ID | Chairperson |
| 3 | PREM KISHAN DASS GUPTA | C & ED | Member |
| 4 | ARUN KUMAR GUPTA | ID | Member |

| III. Meeting of Board of Directors | | |
|--|--|--|
| <i>Date(s) of Meeting (if any) in the previous quarter</i> | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
| 10-Nov-2016 | 08-Feb-2017 | 89 |

| IV. Meeting of Committees | | | | |
|-------------------------------------|--|--|--|--|
| <i>Name of the committee</i> | <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
| Audit Committee | 07-Feb-2017 | YES | 09-Nov-2016 | 89 |
| Stakeholders Relationship Committee | 07-Feb-2017 | YES | 09-Nov-2016 | |
| Nomination & Remuneration Committee | 07-Feb-2017 | YES | 09-Nov-2016 | |

| V. Related Party Transactions | |
|--|--------------------------------------|
| <i>Subject</i> | <i>Compliance status (Yes/No/NA)</i> |
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | Not Applicable |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Not Applicable |

Note on Related Party Transaction:

- a) Based on the recommendations of the Audit Committee and the NRE Committee, the Board of Directors of the Company, at its meeting held on 8 February 2017, had appointed Mr. Ishaan Gupta as the Joint Managing Director, for a term of five years, with effect from 8 February 2017 to 7 February 2022, subject to the approval of the shareholders at the forthcoming General Meeting.
- b) Based on the recommendations of the Audit Committee, the Board of Directors of the Company, at its meeting held on 8 February 2017, had approved the increase in remuneration of Mr. Samvid Gupta from Rs. 18 Lacs p.a. to Rs. 24 Lacs p.a. with effect from 1 February 2017. Mr. Samvid Gupta is related to Mr. Prem Kishan Dass Gupta (Chairman & Managing Director), Mrs. Mamta Gupta (Director) and Mr. Ishaan Gupta (Joint Managing Director). This 'Related Party Transaction' in terms of Section 188 of the Companies Act, 2013, does not require shareholder approval.



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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

For Gateway Distriparks Ltd.



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



Name :
Designation :

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| I. Disclosure on website in terms of Listing Regulations | | |
|---|--------------------------------------|--------------------------------------|
| Item | Compliance status (Yes/No/NA) | |
| Details of business | Yes | |
| Terms and conditions of appointment of independent directors | Yes | |
| Composition of various committees of board of directors | Yes | |
| Code of conduct of board of directors and senior management personnel | Yes | |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | |
| Criteria of making payments to non-executive directors | Yes | |
| Policy on dealing with related party transactions | Yes | |
| Policy for determining 'material' subsidiaries | Yes | |
| Details of familiarization programmes imparted to independent directors | Yes | |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | |
| email address for grievance redressal and other relevant details | Yes | |
| Financial results | Yes | |
| Shareholding pattern | Yes | |
| Details of agreements entered into with the media companies and/or their associates | Not Applicable | |
| New name and the old name of the listed entity | Not Applicable | |
| II Annual Affirmations | | |
| Particulars | Regulation Number | Compliance status (Yes/No/NA) |
| <i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i> | 16(1)(b) & 25(6) | Yes |
| <i>Board composition</i> | 17(1) | Yes |
| <i>Meeting of Board of directors</i> | 17(2) | Yes |
| <i>Review of Compliance Reports</i> | 17(3) | Yes |
| <i>Plans for orderly succession for appointments</i> | 17(4) | Yes |
| <i>Code of Conduct</i> | 17(5) | Yes |
| <i>Fees/compensation</i> | 17(6) | Yes |
| <i>Minimum Information</i> | 17(7) | Yes |
| <i>Compliance Certificate</i> | 17(8) | Yes |
| <i>Risk Assessment & Management</i> | 17(9) | Yes |
| <i>Performance Evaluation of Independent Directors</i> | 17(10) | Yes |
| <i>Composition of Audit Committee</i> | 18(1) | Yes |
| <i>Meeting of Audit Committee</i> | 18(2) | Yes |
| <i>Composition of nomination & remuneration committee</i> | 19(1) & (2) | Yes |
| <i>Composition of Stakeholder Relationship Committee</i> | 20(1) & (2) | Yes |
| <i>Composition and role of risk management committee</i> | 21(1),(2),(3),(4) | Not Applicable |
| <i>Vigil Mechanism</i> | 22 | Yes |
| <i>Policy for related party Transaction</i> | 23(1),(5),(6),(7) & (8) | Yes |

Rohit



| | | |
|---|-------------------------|-----|
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes |
| Approval for material related party transactions | 23(4) | Yes |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Yes |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes |
| Maximum Directorship & Tenure | 25(1) & (2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes |

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

For Gateway Distriparks Ltd.

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

Name : R. Kumar
Designation : Company Secretary

