Letter of Offer
Dated [●], 2020
For Eligible Equity Shareholders only

GATEWAY DISTRIPARKS LIMITED

Our Company was originally incorporated as 'Gateway Distriparks Limited' on April 6, 1994, at New Delhi, as a public limited company under the Companies Act, 1956 and a certificate of incorporation was granted to our Company by the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi ("**RoC, New Delhi**"). Our Company was granted a certificate of commencement of business by the RoC, New Delhi on October 24, 1994. For information regarding changes in the registered office of our Company, see "*History and Corporate Structure*" on page 80.

Corporate Identity Number: L74899MH1994PLC164024
Registered and Corporate Office: Sector 6, Dronagiri, Tal: Uran, Dt: Raigad, Navi Mumbai, Maharashtra – 400 707, India
Telephone: + 91 (11) 2956 1070
Contact Person: Veena Nair, Company Secretary and Compliance Officer
E-mail: investor@gateway-distriparks.com; **Website:** www.gateway-distriparks.com

OUR PROMOTERS: PREM KISHAN DASS GUPTA, ISHAAN GUPTA, MAMTA GUPTA, SAMVID GUPTA, PRISM INTERNATIONAL PRIVATE LIMITED, AND PERFECT COMMUNICATIONS PRIVATE LIMITED

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF GATEWAY DISTRIPARKS LIMITED (OUR "COMPANY")

ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹ [●] PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] PER RIGHTS EQUITY SHARE) OF OUR COMPANY FOR AN AMOUNT AGGREGATING UP TO ₹ [●] LAKHS,* ON A RIGHTS BASIS TO THE EXISTING ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [●] RIGHTS EQUITY SHARES FOR EVERY [●] FULLY PAID-UP EQUITY SHARE(S) HELD BY THE EXISTING ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON [●] (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" ON PAGE 181.
**Assuming full subscription.*

GENERAL RISKS

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, Investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**") nor does SEBI guarantee the accuracy or adequacy of this Letter of Offer. Specific attention of investors is invited to "*Risk Factors*" on page 19.

OUR COMPANY'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Letter of Offer contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Letter of Offer as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The existing Equity Shares are listed on BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**", and together with BSE, the "**Stock Exchanges**"). Our Company has received in-principle approval from BSE and NSE for listing of the Equity Shares proposed to be issued pursuant to the Issue pursuant to their letters dated [●] and [●], respectively. For the purposes of the Issue, [●] is the Designated Stock Exchange. For details of the material contracts and documents available for inspection from the date of this Letter of Offer up to the Issue Closing Date, see "*Material Contracts and Documents for Inspection*" on page 226. Our Company will also make applications to the Stock Exchanges to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
ICICI Securities Limited ICICI Centre, H.T. Parekh Marg Churchgate, Mumbai Maharashtra – 400 020, India **Telephone:** +91 (22) 2288 2460 **Email:** gdl.rights@icicisecurities.com **Investor grievance email:** customercare@icicisecurities.com **Contact person:** Shekher Asnani / Arjun A Mehrotra **Website:** www.icicisecurities.com **SEBI registration number:** INM000011179	**Link Intime India Private Limited** C-101, 1st Floor, 247 Park Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai, Maharashtra - 400 083, India **Telephone:** +91 (22) 4918 6173 / 6174 / 6200 **E-mail id:** gdl.rights@linkintime.co.in **Investor grievance email:** gdl.rights@linkintime.co.in **Contact person:** Sumeet Deshpande **Website:** www.linkintime.co.in **SEBI registration number:** INR000004058

ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATIONS	ISSUE CLOSES ON
[●], 2020	**[●], 2020**	**[●], 2020**

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Letter of Offer uses the definitions and abbreviations, which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Letter of Offer, but not defined herein, shall have the same meaning (to the extent applicable) ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, 2013, the SCRA, the Depositories Act, and the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in "Statement of Special Tax Benefits", "Financial Information", "Outstanding Litigation and Defaults", and "Restrictions on Purchases and Resales" on pages 72, 86, 166, and 217, respectively, shall have the meaning given to such terms in such sections.

General terms

Term	Description
"Our Company", "the Company" or "the Issuer"	Gateway Distriparks Limited, having its registered office at Sector 6, Dronagiri, Tal: Uran, Dt: Raigad, Navi Mumbai, Maharashtra – 400 707, India
"We", "us", "our" or "Group"	Unless the context otherwise indicates or implies or unless otherwise specified, our Company together with our Subsidiaries, Joint Venture, and Associate, on a consolidated basis.

Company related terms

Term	Description
"Articles of Association", "Articles" or "AoA"	The articles of association of our Company, as amended.
"Associate"	The associate our Company, being Snowman Logistics Limited.
"Audited Consolidated Financial Statements"	The audited consolidated financial statements of our Company which includes our Subsidiaries, Joint Venture, and Associate as at and for the year ended March 31, 2020 which comprises of the consolidated balance sheet as at March 31, 2020, the consolidated statement of profit and loss, including other comprehensive income, the consolidated cash flow statement and the consolidated statement of changes in equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information.
"Board of Directors" or "Board"	Board of directors of our Company or a duly constituted committee thereof. For details of the Board of Directors, see "*Our Management*" on page 82.
"Chairman and Managing Director"	The Chairman and Managing Director of our Company. For details of the Chairman and Managing Director, see "*Our Management*" on page 82.
"Chennai CFS"	The container freight station of our Company situated at No:200, Ponneri High Road, Manali New Town, Chennai, Tamil Nadu – 600 103, India.
"Director(s)"	Any or all the directors on our Board, as may be appointed from time to time. For details of the Directors, see "*Our Management*" on page 82.
"Equity Shareholder"	A holder of Equity Shares, from time to time.
"Equity Shares"	The equity shares of our Company of face value of ₹ 10 each.
"Executive Directors"	Executive director(s) of our Company, unless otherwise specified. For details of the Executive Directors, see "*Our Management*" on page 82.
"Fund Raising Committee"	The committee of our Board constituted through the resolution dated June 10, 2020, for purposes of this Issue and incidental matters thereof, consisting Prem Kishan Dass Gupta, Ishaan Gupta, Arun Kumar Gupta, and Shukla Wassan.
"GDKL"	Gateway Distriparks (Kerala) Limited, one of the Subsidiaries of our Company.
"GEIPL"	Gateway East India Private Limited, one of the Subsidiaries of our Company.
"GRFL"	Gateway Rail Freight Limited, the Material Subsidiary of our Company.
"Independent Director"	A non-executive and independent director of our Company as per the Companies Act, 2013 and the SEBI Listing Regulations. For details of the Independent Directors, see "*Our Management*" on page 82.
"Joint Managing Director"	The Joint Managing Director of our Company. For details of the Joint Managing Director, see "*Our Management*" on page 82.
"Joint Venture"	Entities which meet the definition of a joint venture as per Ind AS 28.

Term	Description
"Kochi CFS"	The container freight station of our Subsidiary, GDKL, situated at Main Road, NH 47 C, Vallarpadam, Kochi, Kerala – 682 504, India.
"Krishnapatnam CFS"	The container freight station of our Company situated at Krishnapatnam Port Road, Opposite Nidiguntapalem Railway Station, Thatipartipalem Village, Nidiguntapalem Post, Venkatachalam Mandal, SPSR Nellore District, Andhra Pradesh – 524 323, India.
"Material Subsidiary"	Gateway Rail Freight Limited, which has been identified by our Company based on the materiality threshold adopted by our Board under the SEBI Listing Regulations.
"Memorandum of Association"	The memorandum of association of our Company, as amended.
"Navi Mumbai – I CFS"	The container freight station of our Company situated at Sector – 6, Dronagiri, Navghar Village, Navghar, Uran, District Raigad, Maharashtra – 400 707, India.
"Navi Mumbai – II CFS"	The container freight station operated and managed by our Company under an agreement with Punjab Conware situated at Plot No.2, Sector – 2, Uran, District Raigad, Maharashtra – 400 707, India
"Non-Executive Director"	A Director, not being an Executive Director of our Company.
"Promoter Group"	The promoter group of our Company, in terms of the SEBI ICDR Regulations, and as applicable to our Company.
"Promoters"	Prem Kishan Dass Gupta, Ishaan Gupta, Mamta Gupta, Samvid Gupta, Prism International Private Limited, and Perfect Communications Private Limited
"Registered Office" or "Registered and Corporate Office"	Registered office of our Company situated at Sector 6, Dronagiri, Tal: Uran, Dt: Raigad, Navi Mumbai, Maharashtra – 400 707, India.
"Registrar of Companies, Mumbai" or "RoC, Mumbai"	Registrar of Companies, Maharashtra at Mumbai.
"Registrar of Companies, New Delhi" or "RoC, New Delhi"	Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi.
"Sub-Series A1 NCDs"	Rated, listed, secured, redeemable, non-convertible debentures of our Company of face value of ₹ 10.00 lakh each bearing a coupon rate of 11.50% per annum aggregating up to ₹ 25,000.00 lakhs.
"Statutory Auditors"	The statutory auditors of our Company, namely, S.R. Batliboi & Co. LLP, Chartered Accountants.
"Subsidiaries"	The subsidiaries of our Company, being, Gateway Rail Freight Limited, Gateway East India Private Limited, and Gateway Distriparks (Kerala) Limited.
"Stakeholders' Relationship Committee"	The stakeholders' relationship committee of our Board constituted in accordance with the Companies Act and the SEBI Listing Regulations.
"Visakhapatnam CFS"	The container freight station of our Subsidiary, GEIPL, situated near Sheelanagar, Visakhapatnam, Andhra Pradesh – 530 012, India.

Issue Related Terms

Term	Description
"Abridged Letter of Offer" or "ALOF"	Abridged letter of offer to be sent to the Eligible Equity Shareholders with respect to this Issue in accordance with the provisions of the SEBI ICDR Regulations and the Companies Act, 2013.
"Allot", "Allotment" or "Allotted"	Allotment of Rights Equity Shares pursuant to this Issue.
"Allotment Account"	The account opened with the Bankers to this Issue, into which the Application Money lying credit to the Escrow Account and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act, 2013.
"Allotment Account Bank"	Bank which is a clearing member and registered with SEBI as banker to an issue and with whom the Allotment Account will be opened, in this case being, [●].
"Allotment Date"	Date on which the Allotment shall be made pursuant to this Issue.
"Allottee(s)"	Person(s) who shall be Allotted Rights Equity Shares pursuant to the Allotment.
"Applicant(s)" or "Investor(s)"	Eligible Equity Shareholder(s) and/or Renouncee(s) who are entitled to apply or make an application for the Rights Equity Shares pursuant to this Issue in terms of this Letter of Offer.
"Application"	Application made through (i) submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, or (ii) filling the online Application Form available on R-WAP, to subscribe to the Rights Equity Shares at the Issue Price.
"Application Form"	Unless the context otherwise requires, an application form (including online application

Term	Description
	form available for submission of application at R-WAP facility or though the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Applicant to make an application for the Allotment of Rights Equity Shares in this Issue.
"Application Money"	Aggregate amount payable at the time of Application, i.e., ₹ [●] per Rights Equity Share in respect of the Rights Equity Shares applied for in this Issue.
"Application Supported by Blocked Amount" or "ASBA"	Application used by an investor to make an application authorizing the SCSB to block the Application Money in an ASBA account maintained with the SCSB.
"ASBA Account"	Account maintained with the SCSB and specified in the Application Form or the plain paper Application by the Applicant for blocking the amount mentioned in the Application Form or the plain paper Application.
"Basis of Allotment"	The basis on which the Rights Equity Shares will be Allotted to successful Applicants in consultation with the Designated Stock Exchange under this Issue, as described in "*Terms of the Issue*" on page 181.
"Bankers to the Issue Agreement"	Agreement dated [●] entered into by and among our Company, the Registrar to the Issue, the Lead Manager and the Bankers to the Issue for receipt of the Application Money in the Escrow Account from Applicants making an Application through R-WAP facility, including for the purposes of refunding the surplus funds remitted by such Applicants after Basis of Allotment, remitting funds to the Allotment Account from the Escrow Account and SCSBs in case of Allottees, release of funds from Allotment Account to our Company and other persons, as applicable and providing such other facilities and services as specified in the agreement.
"Bankers to the Issue"	Collectively, the Escrow Collection Bank, the Allotment Account Bank and the Refund Account Bank to the Issue.
"Controlling Branches" or "Controlling Branches of the SCSBs"	Such branches of the SCSBs which co-ordinate with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is available on the website of SEBI and/or such other website(s) as may be prescribed by the SEBI from time to time.
"Designated Branches"	Such branches of the SCSBs which shall collect the Application Form or the plain paper Application, as the case may be, used by the Investors and a list of which is available on the website of SEBI and/or such other website(s) as may be prescribed by the SEBI or the Stock Exchange(s), from time to time.
"Designated Stock Exchange"	[●]
"Eligible Equity Shareholders"	Equity Shareholders of our Company on the Record Date.
"Escrow Account"	One or more no-lien and non-interest bearing accounts with the Escrow Collection Bank for the purposes of collecting the Application Money from resident Investors making an Application through the R-WAP facility.
"Escrow Collection Bank"	Bank(s) which are clearing members and registered with SEBI as banker to an issue and with whom the Escrow Account will be opened, in this case being, [●].
"Issue"	Issue of [●] Rights Equity Shares of face value of ₹ 10 each of our Company for cash at a price of ₹ [●] per Rights Equity Share (including a premium of ₹ [●] per Rights Equity Share) aggregating up to ₹ [●] lakhs* on a rights basis to the existing Eligible Equity Shareholders in the ratio of [●] Rights Equity Shares for every [●] fully paid-up Equity Shares held by the existing Eligible Equity Shareholders on the Record Date. ** Assuming full subscription.*
"Issue Agreement"	Issue agreement dated [●] between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to this Issue.
"Issue Closing Date"	[●]
"Issue Opening Date"	[●]
"Issue Period"	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants can submit their Applications, in accordance with the SEBI ICDR Regulations.
"Issue Price"	₹ [●] per Rights Equity Share.
"Issue Proceeds" / "Gross Proceeds"	Gross proceeds of this Issue.
"Issue Size"	Amount aggregating up to ₹ [●]* ** Assuming full subscription.*
"Lead Manager"	ICICI Securities Limited
"Letter of Offer"	This letter of offer dated [●] filed with the Designated Stock Exchange, SEBI and [●] for purposes of record keeping.
"Materiality Policy"	'Policy for Determination and Disclosure of Material Events' adopted by our Board in

Term	Description
	accordance with the requirements under Regulation 30 of the SEBI Listing Regulations, read with the materiality policy adopted by the Fund Raising Committee through its resolution dated [●] for the purpose of litigation disclosures in this Letter of Offer.
"MCA Circular"	General Circular No. 21/2020 dated May 11, 2020 issued by the Ministry of Corporate Affairs, Government of India.
"Monitoring Agency"	[●]
"Monitoring Agency Agreement"	Agreement dated [●] entered into between our Company and the Monitoring Agency in relation to monitoring of Net Proceeds.
"Net Proceeds"	Issue Proceeds less Issue related expenses. For details, see "*Objects of the Issue*" on page 68.
"On Market Renunciation"	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchanges through a registered stock broker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchanges, from time to time, and other applicable laws, on or before [●].
"Off Market Renunciation"	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws.
"Record Date"	Designated date for the purpose of determining the Equity Shareholders eligible to apply for Rights Equity Shares, being [●].
"Refund Account Bank"	The Bankers to the Issue with whom the refund account will be opened, in this case being [●].
"Registrar to the Issue" or "Registrar"	Link Intime India Private Limited.
"Registrar Agreement"	Agreement dated [●] entered into between our Company and the Registrar in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue, including in relation to the R-WAP facility.
"Renouncee(s)"	Any person(s) who, not being the original recipient has/have acquired the Rights Entitlement, in accordance with the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars.
"Renunciation Period"	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on [●], in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date.
"Rights Entitlements" / "REs"	The right to apply for the Rights Equity Shares, being offered by way of this Issue, by an Investor, in accordance with the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, in this case being [●] Rights Equity Shares for every [●] fully paid up Equity Shares held by an Eligible Equity Shareholder, on the Record Date, excluding any fractional entitlements.
"Rights Entitlement Letter"	Letter including details of Rights Entitlements of the Eligible Equity Shareholders. The Rights Entitlements are also accessible through the R-WAP facility and on the website of our Company.
"Rights Equity Shareholders"	A holder of the Rights Equity Shares, from time to time.
"Rights Equity Shares"	Equity shares of our Company to be Allotted pursuant to this Issue on Allotment.
"R-WAP"	Registrar's web based application platform accessible at www.linkintime.co.in, instituted as an optional mechanism in accordance with SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, for accessing/ submitting online Application Forms by resident Investors.
"SCSB(s)"	Self-certified syndicate banks registered with SEBI, which offers the facility of ASBA. A list of all SCSBs is available at website of SEBI and/or such other website(s) as may be prescribed by SEBI from time to time.
"Stock Exchanges"	Stock exchanges where our Equity Shares are presently listed, being BSE and NSE.
"Transfer Date"	The date on which Application Money held in the Escrow Account and the Application Money blocked in the ASBA Account will be transferred to the Allotment Account in respect of successful Applications, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange.
"Wilful Defaulter"	Company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI and includes any company whose director or promoter is categorised as such.
"Working Day(s)"	In terms of Regulation 2(1)(mmm) of the SEBI ICDR Regulations, working day means all

Term	Description
	days on which commercial banks in Mumbai are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. Furthermore, the time period between the Issue Closing Date and the listing of the Rights Equity Shares on the Stock Exchanges, working day means all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI.

Conventional terms or abbreviations

Term /Abbreviation	Description / Full Form
"₹", "Rs.","Rupees" or "INR"	Indian Rupee.
"AIF(s)"	Alternative investment funds, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
"ASBA Circulars"	Collectively, SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011 and the SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020.
"BSE"	BSE Limited.
"CDSL"	Central Depository Services (India) Limited.
"Central Government", "Government of India" or "GoI"	Central Government of India.
"CIN"	Corporate identity number.
"Companies Act, 1956"	Erstwhile Companies Act, 1956 along with the rules made thereunder.
"Companies Act, 2013"or "Companies Act"	Companies Act, 2013 along with the rules made thereunder.
"Depositories Act"	Depositories Act, 1996.
"Depository"	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
"DIN"	Director identification number.
"DIPP"	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India.
"DP" or "Depository Participant"	Depository participant as defined under the Depositories Act.
"DP ID"	Depository participant identification.
"DPIT"	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, earlier known as Department of Industrial Policy and Promotion.
"EBITDA"	Aggregate of profit for the year with total tax expense, finance costs and depreciation and amortisation expense and reducing share of net profit / (loss) from discontinuing operations of associate accounted for using the equity method and exceptional items. For further details, please see "*Accounting Ratios and Capitalisation Statement*" on page 162.
"EPS"	Earnings per share.
"FCNR Account"	Foreign Currency Non-Resident Account.
"FDI"	Foreign direct investment.
"FDI Policy"	The consolidated foreign direct investment policy notified by the DIPP (now DPIT) vide circular no. D/o IPP F. No. 5(1)/2017- FC-1 dated August 28, 2017 effective from August 28, 2017.
"FEMA"	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder.
"FEMA Rules"	Foreign Exchange Management (Non-debt Instruments) Rules, 2019.
"Financial Year" or "FY" or "Fiscal"	Period of 12 months ended March 31 of that particular year.
"FPI"	Foreign Portfolio Investor as defined under the SEBI FPI Regulations, registered with SEBI under applicable laws in India.
"Fugitive Economic Offender"	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
"FVCIs"	Foreign venture capital investors as defined in and registered with the SEBI, under the SEBI FVCI Regulations.
"GDP"	Gross domestic product.
"Government"	Central Government and/or the State Government, as applicable.
"IEPF"	Investor Education and Protection Fund
"IFRS"	International Financial Reporting Standards.
"India"	Republic of India.
"Indian GAAP"	Generally Accepted Accounting Principles followed in India.

Term /Abbreviation	Description / Full Form
"Ind AS"	Indian Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
"ISIN"	International securities identification number.
"Income-tax Act"	Income-tax Act, 1961.
"Listing Agreement"	Equity listing agreements entered into between our Company and the Stock Exchanges in terms of the SEBI Listing Regulations read along with SEBI Circular No. CIR/CFD/CMD/6/2015 dated October 13, 2015.
"MAT"	Minimum alternate tax.
"MCA"	The Ministry of Corporate Affairs, Government of India.
"Mutual Fund"	Mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
"NACH"	National Automated Clearing House.
"Net Asset Value per Equity Share"	Net Worth for the year or period / Number of Equity shares subscribed and fully paid outstanding as at the end of the year or period.
"Net Worth"	Total of equity share capital, reserves and surplus, non-controlling interests, reduced by capital redemption reserve and debenture redemption reserve.
"NEFT"	National Electronic Fund Transfer.
"NR" or "NRs"	Non-resident(s) or person(s) resident outside India, as defined under the FEMA.
"NRE Account"	Non-resident external account.
"NRI"	A person resident outside India, who is a citizen of India and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016.
"NRO Account"	Non-resident ordinary account.
"NSDL"	National Securities Depository Limited.
"NSE"	National Stock Exchange of India Limited.
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA.
"p.a."	*Per annum*.
"PAN"	Permanent Account Number.
"Qualified Institutional Buyers"	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
"RBI"	Reserve Bank of India.
"Foreign Portfolio Investors" or "FPIs"	Foreign portfolio investors as defined under the SEBI FPI Regulations.
"Regulation S"	Regulation S under the US Securities Act.
"RTGS"	Real Time Gross Settlement.
"SCRA"	Securities Contracts (Regulation) Act, 1956.
"SCRR"	Securities Contracts (Regulation) Rules, 1957.
"SEBI"	Securities and Exchange Board of India.
"SEBI AIF Regulations"	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
"SEBI FPI Regulations"	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
"SEBI FVCI Regulations"	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
"SEBI ICDR Regulations"	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
"SEBI Listing Regulations"	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
"SEBI Rights Issue Circulars"	Collectively, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020 and SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020.
"SEBI Takeover Regulations"	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
"SEBI VCF Regulations"	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996.
"SMS"	Short Message Service.
"State Government"	Government of a state of India.
"Total Borrowings"	Aggregate of current borrowings, non-current borrowings and current maturities of non-current borrowings
"U.S.","USA" or "United States"	United States of America, including the territories or possessions thereof.
"US$", "USD", "$" or "U.S.	United States Dollar.

Term /Abbreviation	Description / Full Form
dollars"	
"US Securities Act"	U.S. Securities Act of 1933, as amended.
"US SEC"	US Securities and Exchange Commission
"VCFs"	Venture capital funds as defined in and registered with the SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be.

Industry Related Terms

Term	Description
"CFS"	Container freight station.
"ICD"	In-land container depot.
"Indian Railways"	Department of the Government of India, under the administration of the Ministry of Railways.
"Punjab Conware"	Punjab State Container and Warehousing Corporation Limited.
"SEIS"	Service Exports from India Scheme.

NOTICE TO INVESTORS

The distribution of this Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other offering material and the issue of Rights Entitlements and the Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlement Letter may come are required to inform themselves about and observe such restrictions. For details, see "*Restrictions on Purchases and Resales*" on page 217.

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch this Letter of Offer/ the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material only to e-mail addresses of Eligible Equity Shareholders (in accordance with SEBI circular bearing SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020) who have provided an Indian address to our Company. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorised representative in India, prior to the date on which we propose to e-mail or send a physical copy of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form shall not be sent this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form. Further, this Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company or the Lead Manager to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. Investors can also access this Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Lead Manager, and the Stock Exchanges, and on R-WAP.

Our Company, the Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form.

No action has been or will be taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer was filed with SEBI and the Stock Exchanges. Accordingly, this Letter of Offer, Abridged Letter of Offer, the Rights Entitlements Letter or the Application Form or any offering materials or advertisements in connection with the Issue may not be distributed in any jurisdiction outside India and the Rights Equity Shares may not be offered or sold, directly or indirectly, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, Abridged Letter of Offer, the Rights Entitlements Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlement Letter must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose. Accordingly, persons receiving a copy of this Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlement Letter should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlement Letter in or into any jurisdiction where to do so would or might contravene local securities laws or regulations or would subject our Company, Lead Manager or their respective affiliates to any filing or registration requirement (other than in India). If this Letter of Offer, the Abridged Letter of Offer, the Application Form or Rights Entitlement Letter is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to this Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlement Letter.

Neither our Company nor the Lead Manager is making any representation to any person regarding the legality of an investment in the Rights Entitlements or the Rights Equity Shares by such person under any investment or any other laws or regulations. No information in this Letter of Offer should be considered to be business, financial, legal, tax or investment advice.

Any person who makes an application to acquire Rights Entitlements and the Rights Equity Shares offered in this Issue will be deemed to have declared, represented, warranted and agreed that such person is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company, the Lead Manager or their respective affiliates to make any filing or registration (other than in India). In addition, each purchaser of

Rights Entitlements and the Rights Equity Shares will be deemed to have informed themselves about the restrictions and observe the restrictions set forth in "*Other Regulatory and Statutory Disclosures – Selling Restrictions*" and "*Restriction on Purchases and Resales*" on pages 177 and 217, respectively.

Neither the delivery of this Letter of Offer nor any sale of Rights Equity Shares hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Letter of Offer or the date of such information. The contents of this Letter of Offer should not be construed as legal, tax or investment advice. Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of buying or selling of Rights Equity Shares or Rights Entitlements. As a result, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of the Rights Equity Shares or Rights Entitlements. In addition, neither our Company nor the Lead Manager nor any of their respective affiliates is making any representation to any offeree or purchaser of the Rights Equity Shares regarding the legality of an investment in the Rights Equity Shares by such offeree or purchaser under any applicable laws or regulations.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "**US SECURITIES ACT**"), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES OR THE TERRITORIES OR POSSESSIONS THEREOF (THE "**UNITED STATES**" OR "**U.S.**"), EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE US SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND RIGHTS EQUITY SHARES REFERRED TO IN THIS LETTER OF OFFER ARE BEING OFFERED AND SOLD IN OFFSHORE TRANSACTIONS OUTSIDE THE UNITED STATES IN COMPLIANCE WITH REGULATION S UNDER THE US SECURITIES ACT ("**REGULATION S**") TO EXISTING SHAREHOLDERS LOCATED IN JURISDICTIONS WHERE SUCH OFFER AND SALE OF THE EQUITY SHARES IS PERMITTED UNDER LAWS OF SUCH JURISDICTIONS. THE OFFERING TO WHICH THIS LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, YOU SHOULD NOT FORWARD OR TRANSMIT THIS LETTER OF OFFER IN OR INTO THE UNITED STATES AT ANY TIME. THE RIGHTS EQUITY SHARES ARE NOT TRANSFERABLE EXCEPT IN ACCORDANCE WITH THE RESTRICTIONS DESCRIBED IN THE SECTION ENTITLED "*RESTRICTIONS ON PURCHASES AND RESALES*" ON PAGE 217.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States or from any other jurisdiction where it would be illegal to make an offer of securities under this Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch this Letter of Offer or the Abridged Letter of Offer, the Rights Entitlements Letter and Application Form only to Eligible Equity Shareholders who have provided an Indian address to our Company.

Our Company, in consultation with the Lead Manager, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or other jurisdictions where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, and such person is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.

Any person who acquires Rights Entitlements or Rights Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of this Letter of Offer, that it is not, and that at the time of subscribing for

the Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company and the Lead Manager are not making, and will not make, and will not participate or otherwise be involved in any offers or sales of the Rights Entitlements, the Rights Equity Shares or any other security with respect to this Issue in the United States.

The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by the U.S. Securities and Exchange Commission (the "**US SEC**")**,** any state securities commission in the United States or any other U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of this Letter of Offer. Any representation to the contrary is a criminal offence in the United States.

The above information is given for the benefit of the Applicants / Investors. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

PRESENTATION OF FINANCIAL INFORMATION AND OTHER INFORMATION

Certain Conventions

Unless otherwise specified or the context otherwise requires, all references in this Letter of Offer to (i) the 'US' or 'U.S.' or the 'United States' are to the United States of America and its territories and possessions; (ii) 'India' are to the Republic of India and its territories and possessions; and the 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, Central or State, as applicable.

In this Letter of Offer, references to the singular also refer to the plural and one gender also refers to any other gender, where applicable.

Unless otherwise stated, references to "we", "us", or "our" and similar terms are to Gateway Distriparks Limited on a consolidated basis and references to "the Company" and "our Company" are to Gateway Distriparks Limited on a standalone basis.

Financial Data

Unless stated otherwise or unless the context requires otherwise, the financial data in this Letter of Offer is derived from the Audited Consolidated Financial Statements. Our Fiscal commences on April 1 and ends on March 31 of the following calendar year. For details, see "*Financial Statements*" on page 86.

Our Audited Consolidated Financial Statements have been prepared in accordance with Ind AS, notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). Our Company publishes its financial statements in Indian Rupees. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Letter of Offer should accordingly be limited.

Our Fiscal commences on April 1 of each year and ends on March 31 of the succeeding year, so all references to a particular "Fiscal Year", "Fiscal", "Financial Year" or "FY" are to the 12 months period ended on March 31 of that year.

In this Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off, and unless otherwise specified, all financial numbers in parenthesis represent negative figures. Unless stated otherwise, throughout this Letter of Offer, all figures have been expressed in lakhs.

Market and Industry Data

Unless stated otherwise, market and industry data used in this Letter of Offer has been obtained or derived from publicly available information, industry publications and sources. Industry publications generally state that the information that they contain has been obtained from sources believed to be reliable but that the accuracy, adequacy, completeness, reliability or underlying assumption are not guaranteed. Similarly, internal surveys, industry forecasts, market research and industry and market data used in this Letter of Offer, while believed to be reliable, have not been independently verified by our Company, the Lead Manager or their respective affiliates and neither our Company, the Lead Manager, nor their respective affiliates make any representation as to the accuracy of such information. Accordingly, Investors should not place undue reliance on this information.

Non-GAAP measures

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like Net Worth, return on Net Worth, Net Asset Value per Equity Share, ratio of non-current liabilities-borrowings (including current maturities of long-term borrowings) / total equity, ratio of Total Borrowings / total equity and earnings before interest, tax, depreciation and amortization have been included in this Letter of Offer. We compute and disclose such non-GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These non-GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies.

Currency of Presentation

Unless otherwise specified or the context otherwise requires, all references to:

- 'INR', '₹', 'Indian Rupees' and 'Rupees' are to the legal currency of India; and
- 'US$', 'USD', '$' and 'U.S. Dollars' are to the legal currency of the United States of America.

This Letter of Offer contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the dates indicated, information with respect to the exchange rate between the Rupee and the respective foreign currencies:

S. No.	Name of the Currency	Exchange rates as on	
		March 31, 2020 (in ₹)	March 31, 2019 (in ₹)
1.	1 United States Dollar ("**USD**")	75.39	69.17

Source: www.fbil.org.in for March 31, 2020 and March 31, 2019.

Note: In the event that any of the abovementioned dates of any of the respective financial years is a public holiday, the previous calendar day not being a public holiday has been considered.

FORWARD LOOKING STATEMENTS

Certain statements contained in this Letter of Offer that are not statements of historical fact constitute 'forward-looking statements'. Investors can generally identify forward-looking statements by terminology including 'anticipate', 'believe', 'continue', 'can', 'could', 'estimate', 'expect', 'future', 'forecast', 'intend', 'may', 'objective', 'plan', 'potential', 'project', 'pursue', 'shall', 'should', 'target', 'will', 'would' or other words or phrases of similar import. Similarly, statements that describe our objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements. All statements regarding our Company's expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements may include planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Letter of Offer that are not historical facts.

These forward-looking statements contained in this Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause our actual results, performances and achievements to differ materially from any of the forward-looking statements include, among others:

- impact of the coronavirus disease pandemic;
- lack of an efficient transportation network and reliable transportation infrastructure;
- adverse developments impacting trade volumes;
- reliance on a few large trade counterparts which contribute significantly to our container handling business;
- downturn in the business performance of manufacturers, retailers, large importers and exporters, and other customers who engage shipping lines and other intermediaries to transport their cargo;
- the operation of public bonded warehouses pursuant to licenses granted to us, the subsistence of which licenses is subject to certain conditions;
- our ability to effectively compete with other logistics service providers along with the competitive pressure on prices and margins;
- us being subject to a variety of regulation, which may expose us to the risk of significant liability, if we fail to comply with any existing or future regulations applicable to our business;
- exposure to risks related to the price and availability of fuel and electricity; and
- GRFL operating its container trains business relying on an agreement with the Indian Railways and certain terms of this agreement being onerous in nature.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed in the section "*Risk Factors*" on page 19.

By their nature, market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains, losses or impact on net interest income and net income could materially differ from those that have been estimated, expressed or implied by such forward looking statements or other projections. The forward-looking statements contained in this Letter of Offer are based on the beliefs of management, as well as the assumptions made by, and information currently available to, the management of our Company. Although our Company believes that the expectations reflected in such forward-looking statements are reasonable at this time, it cannot assure investors that such expectations will prove to be correct. Given these uncertainties, Investors are cautioned not to place undue reliance on such forward-looking statements. In any event, these statements speak only as of the date of this Letter of Offer or the respective dates indicated in this Letter of Offer and neither our Company nor the Lead Manager undertake any obligation to update or revise any of them, whether as a result of new information, future events, changes in assumptions or changes in factors affecting these forward looking statements or otherwise. If any of these risks and uncertainties materialise, or if any of our Company's underlying assumptions prove to be incorrect, the actual results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements.

SUMMARY OF LETTER OF OFFER

The following is a general summary of certain disclosures included in this Letter of Offer and is neither exhaustive, nor does it purport to contain a summary of all the disclosures in this Letter of Offer or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Letter of Offer, including the sections, "*Objects of the Issue", "Outstanding Litigation and Defaults"* and "*Risk Factors*" on pages 68, 166, and 19, respectively.

Summary of Primary Business

We are an integrated inter-modal logistics service provider, providing cargo transportation, handling, storage, and other-related facilities and services in India. Our Subsidiary, Gateway Rail Freight Limited, is authorized to operate container trains on the railway network established by the Indian Railways. Our Company, along with its Subsidiaries, operates six container freight stations, four rail-linked inland container depots, and one domestic terminal. We also operate a fleet of 31 train-sets, along with 531 trailers.

Objects of the Issue

The Net Proceeds are proposed to be utilised by our Company in accordance with the details set forth below:

(in ₹ lakhs)

Particulars	Amount
Repayment / prepayment, in full or in part, of certain borrowings availed by our Company	[●]
General corporate purposes*	[●]
Total Net Proceeds**	[●]

**Subject to finalisation of the Basis of Allotment and the Allotment of the Rights Equity Shares. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds. Further, if our Company receives subscription between 75% to 90% of the Issue Size, at least 75% of the Issue Size shall be utilized for the objects of this Issue other than general corporate purposes.*

***Assuming full subscription and Allotment.*

For details, see "*Objects of the Issue*" on page 68.

Subscription to the Issue by our Promoters and Promoter Group

Our Promoters and Promoter Group, by way of their letters dated [●] (the "**Promoters and Promoter Group Letters**"), have confirmed (i) to subscribe, to the full extent of their Rights Entitlements and have also confirmed that they shall not renounce their Rights Entitlements; and (ii) to subscribe to Rights Equity Shares for the Rights Entitlements, if any, which are renounced in their favour. Further, our Promoters have confirmed their intention to apply for, and subscribe to, additional Rights Equity Shares and to any part of the unsubscribed portion in this Issue, subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR and the SEBI Listing Regulations.

The acquisition of Rights Equity Shares by our Promoters and members of our Promoter Group, over and above their Rights Entitlements, as applicable, or subscription to the unsubscribed portion of this Issue, shall not result in a change of control of the management of our Company. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

Summary of financial information

A summary of the financial information of our Company and our Subsidiaries as at and for Fiscals 2020, 2019 and 2018, derived from audited consolidated financial statements of each of the respective years, is set out below:

(*in ₹ lakhs, unless otherwise specified*)

Particulars	As at and for the Fiscal		
	2020	2019	2018
Equity Share capital	10,872.80	10,872.80	10,872.80
Net Worth	1,31,891.84	1,32,312.54	1,01,021.23
Revenue from operations	1,29,200.74	43,061.22	39,550.22
Profit for the year	10,391.99	36,519.43	8,316.06

Particulars	As at and for the Fiscal		
	2020	2019	2018
Basic & diluted earnings per share for profit from continuing operations attributable to equity holders of the parent:* (Face value Rs 10 each)	9.98	33.22	7.61
Basic & diluted earnings/(loss) per share for profit from discontinuing operations attributable to equity holders of the parent:* (Face value Rs 10 each)	(0.50)	0.36	-
Basic & diluted earnings per share for profit from continuing and discontinuing operations attributable to equity holders of the parent:* (Face value Rs 10 each)	9.48	33.58	7.61
Net asset value per Equity Share (in ₹)	121.30	121.69	92.91
Total Borrowings[#]	76,324.31	83,168.66	14,751.10

**For the purposes of the above, "parent" shall be understood to mean Gateway Distriparks Limited.*

[#] does not include lease liability as per Ind AS 116, which is disclosed separately in the Audited Consolidated Financial Statements.

Calculation of Net Worth and Net Asset Value per Equity Share

(in ₹ lakhs, except per share data)

Particulars	As at the Fiscal		
	2020	2019	2018
Equity share capital (A)	10,872.80	10,872.80	10,872.80
Reserves and surplus (B)	1,20,798.09	1,21,307.50	90,051.49
Non-Controlling Interests (C)	1,064.30	975.59	885.29
Capital redemption reserve (D)	788.35	788.35	788.35
Debenture redemption reserve (E)	55.00	55.00	-
Net Worth (F) [A + B + C – D - E]	**1,31,891.84**	**1,32,312.54**	**1,01,021.23**
No. of Equity shares subscribed and fully paid outstanding as at year ended March 31 (G)	**10,87,28,049**	**10,87,28,049**	**10,87,28,049**
Net Asset Value per Equity Share [F / G *10^5] (₹)	**121.30**	**121.69**	**92.91**

Details of Total Borrowings

(in ₹ lakhs)

Particulars	As at the Fiscal		
	2020	2019	2018
Total current borrowings (A)	5,070.25	2,624.60	960.81
Total non-current borrowings (B)	64,771.40	74,160.73	10,387.64
Current maturities of non-current borrowings (C)	6,482.66	6,383.33	3,402.65
Total Borrowings[#] [A + B + C]	**76,324.31**	**83,168.66**	**14,751.10**

[#] does not include lease liability as per Ind AS 116, which is disclosed separately in the Audited Consolidated Financial Statements.

For details of our Audited Consolidated Financial Statements, see "*Financial Statements*" on page 86.

Qualifications of the Statutory Auditors

There are no auditor qualifications which have not been given effect to in the Audited Consolidated Financial Statements.

Summary of outstanding litigation and material developments

A summary of material outstanding legal proceedings involving our Company and our Subsidiaries, as on the date of this Letter of Offer, is set out below:

(in ₹ lakhs, unless otherwise specified)

S. No.	Type of Proceedings	Number of cases	Amount to the extent quantifiable
I.	**Litigation involving our Company**		

S. No.	Type of Proceedings	Number of cases	Amount to the extent quantifiable
A.	Proceedings involving moral turpitude or criminal liability on our Company	4	23.61
B.	Proceedings involving material violations of statutory regulations by our Company	Nil	-
C.	Matters involving economic offences where proceedings have been initiated against our Company	Nil	-
D.	Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company	6	13,390.14
	Total	10	13,413.75
II.	**Litigation involving our Subsidiaries**		
A.	Proceedings involving moral turpitude or criminal liability on our Subsidiaries	Nil	-
B.	Proceedings involving material violations of statutory regulations by our Subsidiaries	1	-
C.	Matters involving economic offences where proceedings have been initiated against our Subsidiaries	Nil	-
D.	Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company	3	935.83
	Total	4	935.83

For details, see "*Outstanding Litigation and Defaults*" on page 166.

Risk Factors

For details, see "*Risk Factors*" on page 19.

Contingent liabilities and commitments of our Company

A summary of the contingent liabilities of our Company and our Subsidiaries not provided for, as at March 31, 2020, in accordance with Ind AS 37 and as disclosed in the Audited Consolidated Financial Statements, is as follows:

(*in ₹ lakhs*)

Particulars	As at March 31, 2020
Guarantees excluding financial guarantees:	
Bank Guarantees and Continuity Bonds executed in favour of The President of India through the Commissioners of Excise and Customs and Sales Tax	5,06,374.47
Bank Guarantee and Continuity Bonds issued in favour of Punjab State Container and Warehousing Corporation Limited in respect of Operations and Management Contract of their CFS at Dronagiri Node, Nhava Sheva.	26,007.00
Financial Guarantees:	
Corporate guarantees issued in favour of banks, financial institutions and State Industrial Development Corporation for loans taken by subsidiaries (at carring value).	5,700.65
Claims made by the parties not acknowledged as debts:	
In case of Company (GDL)	
- Container Corporation of India	Not Ascertainable
- Others	17.00
Disputed Income Tax Claims (including Interest and Penalty to the extent ascertainable) not acknowledged as debts	11,764.49
Claim from Customs	367.26
Disputed claims at District Consumer Redressal Forum related to fire at Punjab Conware CFS	46.23
Disputed Service Tax Claims (including penalty and excluding interest) in respect of Goods Transport Agency Services	382.32
In case of subsidiary company: Gateway Rail Freight Limited	

Particulars	As at March 31, 2020
Northern Railway (Refer note (a))	148.94

(a) The Railway Authorities had deducted Rs. 148.94 Lakhs towards Siding & Shunting charges for financial year 2010-11, however letter has been received in April'13 from Railway Authorities that the deduction made by Railways is not justified and will be refunded back to the company. However till now the Company has not received the money, hence the same has been disclosed as 'Claims made by the parties not acknowledged as debts'. The matter is under arbitration.

(b) The Company has accounted for the benefits available under Service Exports from India Scheme (SEIS) amounting to Rs.10,068.78 lakhs for the financial years 2015-16 to 2017-18. During the year, the Company has received a notice dated November 11, 2019 from Additional Director General of Foreign Trade [ADGFT] questioning SEIS benefits for the aforesaid financial years.

The Company has submitted its response dated January 31, 2020 to ADGFT and backed by legal opinion, believes that the SEIS scrips for aforesaid financial years were correctly availed by the Company in terms of the provisions of FTP 2015-20 and accordingly no provision has been made in the books of accounts.

In case of subsidiary company: Gateway East India Private Limited	
Disputed Income Tax Claims (including Interest and Penalty to the extent ascertainable) not acknowledged as debts	1,094.73

In case of subsidiary company: Gateway Distriparks (Kerala) Limited

(a) Company entered into a joint venture with PACE CFS since it had an ICD license on 29-09-2007 for a period of 3 years. Company had given a security deposit of Rs 150 Lakhs to PACE as a part of the agreement and against which PACE CFS created an equitable mortgagee on the facilities viz lease land of 1.68 acres at Aroor with 25000sq ft building in the favour of company by depositing original title deeds.

The joint venture operation with Pace CFS Private Limited was terminated on 28.09.2010.

PACE CFS Private Ltd had initiated arbitration proceedings against the company claiming a sum of Rs. 137.17 Lakhs.

The Company has filed a recovery suit in response to suit filed by its joint venture partner in Sub Court Chertala for a total Sum of Rs.2085.00 Lakhs, being value of security deposit and interest thereon.

The learned Arbitrator by his award dated 25-08-2015 allowed the claim of M/s. Pace CFS in part and dismissed the counter claim of company. It was held that Ms. Pace CFS is entitled to an amount of Rs. 0.89 Lakhs /- towards minimum remuneration and that they are entitled to be adjusted against the deposit made. Challenging the award of the Arbitrator two applications have been filed before the District Court, Ernakulam as Arb. O.P. No. 1362/ 15 and 13631/15. Both the appeals have been admitted and the same has been posted for hearing.

The security deposit of Rs. 150.00 Lakhs given to Pace CFS Private Limited is considered as good and recoverable in spite of disputes between joint venture partner and based on legal advice management is of the opinion that no provision is required to be made in respect of the aforesaid case.

(b) Company had given a security deposit of Rs 150 Lakhs to PACE as a part of JV agreement against which PACE CFS created an equitable mortgagee on the facilities viz lease land of 1.68 acres at Aroor with 25000sq ft building in the favour of company by depositing original title deeds. The legal owner of the property, Mrs. Rajamani Amma, filed a suit seeking a declaration that the sale deeds have been collected by company from co- operative Bank, Kollam not to create any mortgage and that company is liable to return the title deeds. An Injunction is also sought against M/s. GDKL from proceeding against the property on the basis of equitable mortgage purported to have been created. The written statement has been field in the said case controverting the allegations in the plaint.

Mrs. Rajamani Amma died on 23-08-2014, whereby, an application was filed by one Rajan Pillai Foundation alleging that smt. Rajamani Amma had executed a Will making the foundation a legatee under the Will. The Munsiffs Court Cherthala allowed the application on 25-07-2016 without considering any of the issues. A Revision Petition was filed by company before the Honble High court of Kerala as C.R.P. 35612016. The revision was allowed in favour of company on 20-02- 2017. The suit is pending before the Cherthala Court.

During current year, In June 2019 quarter, witness hearing has been ordered against which one month stay has been issued. As per the managment, there will be no implication on the company.

(c) During 2016-17, Cochin port trust raised a demand for additional lease rent amounting to Rs. 90.18 lakhs for delay in completion of construction. As per the Cochin Port Trust, construction was completed on 05 December 2014 however the same was completed by 20-10-2012.

The comany has filed a reply stating that the construction has been completed within time and no liability should arise. Further, no proceedings have been initiated by the Cochin Port Trust and the matter remains status quo.

During current year, In Oct 2019, File has been placed to the Cochin Port Trust Chairman and he passed order in favour of the Company. The authority has decided to withdraw the additional lease rent of Rs 90 lakhs.

Particulars	As at March 31, 2020
	Management is of the opinion that no provision is required to be made in respect of the aforesaid case.
(d)	The company had paid Rs. 695.97 Lakhs as upfront premium at the time of obtaining leasehold right on leasehold land. This leasehold land is used for the business of the compay. Company has capitalized the same as intangible assets as per Income Tax Act and claimed depreciation @25%. The Principal Commissioner of Income Tax ("PCIT') has initiated the revisionary proceedings under Section 263 of the Act in so far as it relates to allowance of the depreciation claimed on lease premium paid for acquisition of land under Section 32(1)(ii) of the Act disallowing the depreciation claimed. Company is carrying brought forward losses and depreciation of Rs. 350 lakhs and have 80IA exemption available, hence there will be no financial impact. Litigation is under process and management believes that demand is not tenable. ITAT has decided against the Company. Company has filled appeal against order of ITAT in High Court in Jan'19. During current year in June 2019 quarter, Case has been admitted and awaiting case listing dates. Management is of the opinion that no provision is required to be made in respect of the aforesaid case.

For details of contingent liabilities, see "*Financial Statements*" on page 86.

Related Party Transactions

For details regarding our related party transactions during Fiscal 2020, in accordance with Ind AS 24, see "*Accounting Ratios and Capitalisation Statement*" on page 162.

Financing Arrangements

There have been no financing arrangements whereby our Promoters, members of our Promoter Group, directors of our Promoters, our Directors or their relatives have financed the purchase by any other person of securities of our Company, other than in the normal course of business of the financing entity, during the period of six months immediately preceding the date of this Letter of Offer.

Issue of Equity Shares for consideration other than cash in the last one year

Our Company has not issued Equity Shares for consideration other than cash during the period of one year preceding the date of this Letter of Offer.

SECTION II: RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider each of the following risk factors and all other information set forth in this Letter of Offer, including the risks and uncertainties described below, before making an investment in the Equity Shares. This section should be read together with the Audited Consolidated Financial Statements and other financial information included elsewhere in this Letter of Offer.

The risks and uncertainties described below are not the only risks that we currently face, or which are relevant to our Equity Shares or the industry or the regions in which we operate. Additional risks and uncertainties not presently known to us, or that we currently believe to be immaterial, may also adversely affect our business, prospects, financial condition and results of operations and cash flow. If any or some combination of the following risks, or other risks that are not currently known or believed to be material, actually occur, our business, financial condition and results of operations and cash flow could suffer, the trading price of, and the value of your investment in, Equity Shares could decline and you may lose all or part of your investment. In making an investment decision you must rely on your own examination of us and the terms of this Issue, including the merits and risks involved. Prospective investors should consult their tax, financial and legal advisors about the particular consequences to you of an investment in the Issue.

Unless specified in the relevant risk factor below, we are not in a position to quantify the financial implication of any of the risks mentioned below. Further, some events may be material collectively rather than individually.

This Letter of Offer also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from such forward-looking statements as a result of certain factors including the considerations described below and elsewhere in this Letter of Offer.

Unless otherwise stated or unless the context suggests otherwise, references to "we", "us", "our" and similar terms are to Gateway Distriparks Limited on a consolidated basis and references to the "Company" are to Gateway Distriparks Limited on a standalone basis.

1. The impact of the coronavirus disease ("COVID-19") pandemic on our business, cash flows, results of the operations and financial condition are uncertain and cannot be predicted.

The COVID-19 pandemic and global health concerns relating to this outbreak have had a severe negative impact on, among other things, financial markets, liquidity, economic conditions, and trade and could continue to do so or could worsen for an unknown period of time, that could, in turn, have a material adverse impact on our Company's business, cash flows, results of operations and financial condition, including liquidity, asset quality and growth.

The impact of the COVID-19 pandemic on our business will depend on a range of factors which we are not able to accurately predict, including the duration, severity and scope of the pandemic, the impact of the pandemic on economic activity in India and globally, the nature and severity of measures adopted by governments, and the timeliness and effectiveness of such measures in containing and mitigating the effects of the COVID-19 pandemic. These factors include, but are not limited to:

- Disruptions to global trade and supply chain and the operations of our customers, such as manufacturers having a global business and retailers and other customers on whom we are reliant for our business;

- Financial stresses, which may force us to take measures to reduce our operating costs with an adverse long-term impact on our Company, including laying off or furloughing our workers, which may result in operational difficulties once we resume large-scale operations;

- Significant volatility in financial markets (including exchange rate volatility) and measures adopted by governments and central banks that further restrict liquidity, which may limit our access to funds, leading to shortages of cash or increase the cost of raising such funds;

- An adverse impact on our ability to engage in new expansion activities;

- Abilities of State and Central Governments to be able to contain the spread of the pandemic and thereby

enable economic activity; and

- Availability of labour and our ability to ensure the safety of our workforce and continuity of operations while conforming with measures implemented by the Central Government and the State Governments in relation to health and safety of our employees, which may result in increased costs.

Further, a prolonged weakness in the global and domestic Indian financial and economic situation may have a negative impact on third parties with whom we do, or may do, business. Consequently, we may not be able to engage in new strategic transactions, if any, that we could otherwise pursue, on the agreed terms and within anticipated timelines, or at all. Any of these factors could adversely affect our business, financial condition, cash flows and results of operations.

In view of the rapid and diffused spread of COVID-19 globally, the National Disaster Management Authority, through an order dated March 24, 2020, instructed all ministries and departments of the Government of India, State Governments and other authorities to take measures to ensure social distancing and the Ministry of Home Affairs issued its guidelines on March 24, 2020, in relation to measures to be taken by such Governments and authorities – in view of these orders, a significant proportion of commercial and private establishments were required to be shut down. However, services provided by us were exempt from this restriction and, accordingly, all business locations of our Company and Subsidiaries remained operational. However, in the event that there is a persistent increase in the number of COVID-19 cases in one or more locations in which we operate, the Government of India, State Governments or local Governments may take measures that restrict our operations or increase our operating costs further, including ordering the suspension of some or all of our services. Should this be the case, our profitability may decline considerably, and we may have to partially or completely suspend our operations, which shall have a material adverse effect on our business, financial condition, results of operations and cash flows.

The extent to which the COVID-19 outbreak impacts our business, cash flows, results of operations and financial condition will depend on future developments, including the timeliness and effectiveness of actions taken or not taken to contain and mitigate the effects of COVID-19 both in India and internationally by governments, central banks, healthcare providers, health system participants, other businesses and individuals, which are highly uncertain and cannot be predicted. A rapid increase in severe cases and deaths where measures taken by governments fail or are lifted prematurely, may cause unprecedented economic disruption in India and in the rest of the world. The scope, duration and frequency of such measures and the adverse effects of COVID-19 remain uncertain and are likely to be severe.

As of the date of this Letter of Offer, there is uncertainty relating to the severity of the adverse impact of the COVID-19 pandemic on the global economy, global financial markets and the Indian economy, and accordingly, we are unable to accurately predict the impact of the COVID-19 pandemic on our business. Our Company has been striving to evaluate the impact of COVID-19, and shall continue to do so. To the extent that the COVID-19 pandemic adversely affects our business and operations, it may also have the effect of heightening many of the other risks described in this "*Risk Factors*" section.

2. The lack of an efficient transportation network and reliable transportation infrastructure may have an adverse effect on our business, results of operations and financial condition.

We are an integrated inter-modal logistics service provider, providing cargo transportation, handling, storage, and other-related facilities and services in India. We operate four container freight stations ("**CFSs**") located at Navi Mumbai (the "**Navi Mumbai – I CFS**" and "**Navi Mumbai – II CFS**"), Chennai (the "**Chennai CFS**"), Krishnapatnam (the "**Krishnapatnam CFS**") and two CFSs at Kochi (the "**Kochi CFS**") and Visakhapatnam (the "**Visakhapatnam CFS**"), through our subsidiaries, Gateway Distriparks (Kerala) Limited and Gateway East India Private Limited, respectively. These contributed 9.50%, 8.70%, 5.20%, 1.00%, 1.10%, and 2.60% to our revenue from operations, respectively, for the year ended March 31, 2020. As of June 30, 2020, we also own a fleet of 193 trailers for transportation between maritime ports and the CFSs. In addition, our subsidiary, Gateway Rail Freight Limited ("**GRFL**"), provides container rail transportation service between the maritime ports at Nhava Sheva, Mundra, and Pipavav and the four inland container depots owned and operated by it at Gurugram, Ludhiana, Faridabad, and Viramgam, and additionally operates a domestic terminal at Navi Mumbai. These four ICDs and the domestic terminal contributed 28.47%, 27.65%, 10.67%, 0.23%, and 0.03% to our revenue from operations, respectively, for the year ended March 31, 2020. As of June 30, 2020, GRFL operates a fleet of 31 train-sets along with 338 trailers which facilitate last-mile pick-up and delivery of cargo. As a result, our operations are reliant upon

the availability of an extensive and reliable transportation network and transportation infrastructure (including road and rail infrastructure) in India.

Historically, the investment, development, and maintenance of transportation infrastructure in India, particularly in rail and road networks that we use, has been less developed, when compared to developed countries. This transportation infrastructure may suffer from inadequacies, suffer due to congestion, or be subject to adverse regulatory or administrative restrictions, which may result in corresponding delays in our schedules or other disruptions to our operations.

While the Government has, in the past, announced various initiatives aimed at strengthening the transportation infrastructure in India this requires major capital expenditure and policy and administrative focus. In particular, delays in the implementation of freight corridors, including the proposed multi-modal high axle load dedicated freight corridor may adversely affect container traffic, which may in turn affect the growth prospectus our freight business. We cannot assure you that the road, rail and general transportation infrastructure will improve to a level or be maintained at such level that would result in improvement in our business or that the planned improvements to such infrastructure will be completed in a timely manner, or at all, which may adversely affect our business, results of operations and financial condition.

3. Adverse developments impacting trade volumes may have an adverse effect on our business, results of operations and financial condition.

Our business, margins, and results of operations are affected by the volume of our business – this, in turn, is contingent upon trade volumes worldwide as well as the volumes of export and import in India. Global trade volumes and volumes of export and import in India are significantly affected by changes in global, regional and local economic, financial and political conditions that are outside of our control, including as a result of:

- changing economic cycles and other macroeconomic developments;
- the imposition of trade barriers, sanctions, boycotts and other measures;
- significant variations in the exchange rates applicable to currencies in the regions in which customers operate;
- governmental reactions to economic conditions and developments;
- trade disputes and other hindrances to work, particularly in the logistics services industry;
- geopolitical circumstances, including deteriorating international trade relations;
- acts of war, hostilities, natural disasters, epidemics or terrorism; and
- changes in freight rates.

Any delay in or obstruction of the further liberalization of trade with the markets from which we receive cargo, or to which cargo passing through our CFSs is shipped, slowing economic growth (due to factors such as economic fluctuations, wars, natural disasters or internal developments such as political realignments) or the imposition of new trade barriers (such as rail, road and other tariffs; minimum prices; political, economic or military sanctions; export subsidies and import restrictions or duties) in India or globally, could lead to lower growth or a decline in the volume of trade and, consequently, to a decline or slower growth in cargo container handling. Due to our dependence on the volume of container traffic and freight rates, such developments could adversely impact our growth prospects and could have an adverse effect on our business, results of operations and financial condition.

Further, our performance is significantly influenced by the political and economic situation and governmental policies in India given that all of our CFSs and ICDs are located in India. Any adverse developments in India can therefore have an adverse effect on our business, cash flows, results of operations or financial condition.

4. Few large trade counterparts contribute significantly to our container handling business and our failure to retain one or more of them will have an adverse effect on our business and results of operations.

We source our business primarily from shipping lines and freight forwarders who, in exchange for a certain tariff for their activities, engage us to transport cargo to and from, and store and manage cargo at, our CFSs on behalf of exporter and importers. There are only a few major shipping lines, freight forwarders, and large importers and exporters, who control a large part of the market for international ocean transport. During Fiscal 2020, we handled for our top five shipping line counterparts 1,96,797 TEUs, which accounted for 14.80% of our total container volume handled.

Shipping lines, freight forwarders, and major importers and exporters are concentrated among a few large players that control the market. As a result, we are significantly dependent on our relationship with these large players for our business and results of operations. Further, we either do not enter into contracts with them or enter into short-term contracts that are ordinarily for a one – two year period, which are generally subject to negotiations. Our reliance on a small number of trade counterparts may also constrain our ability to negotiate these agreements, which may adversely affect our business and results of operations.

Further, the decision of these counterparts to continue to engage us is largely dependent on the services we offer, the quality, timeliness and reliability of such services, our pricing, and the overall competitive scenario, among others. If there is a decline in our levels of service, an increase in our pricing, or increased competition, our business and results of operations will be adversely affected.

5. ***A downturn in the business performance of manufacturers, retailers, large importers and exporters, and other customers who engage shipping lines and other intermediaries to transport their cargo could adversely affect our business, margins, results of operations and financial condition.***

As CFS and ICD operators, we are primarily engaged in providing services to shipping lines, importers, exporters, and other service providers, who are engaged by manufacturers, retailers and other customers to serve their needs along their supply chains. We are, therefore, reliant on the business performance and growth of such manufacturers, retailers and other customers for our own business performance and growth. Any stoppages or decline in the sales of products of manufacturers, retailers or other importers and exporters served by such shipping lines and other intermediaries in a geographic market served by us, may lead to a corresponding decrease in the demand for our services. Adverse developments in our customers' business performance could, therefore, have an adverse effect on our business, financial condition, margins and results of operations.

6. ***We operate public bonded warehouses pursuant to licenses granted to us, the subsistence of which licenses is subject to certain conditions. Failure to comply with such conditions could result in its cancellation, thereby adversely affecting our business, operations and financial condition.***

Our Company has established public bonded warehouses at Navi Mumbai, Krishnapatnam, and Chennai. Similarly, GRFL has set up public bonded warehouses at Gurugram and Faridabad. Licenses for these public bonded warehouses are granted under the Customs Act, 1962 and are, ordinarily, subject to various onerous conditions imposed on us, some of which are as follows:

- No goods other than those specifically permitted may be stored in the bonded warehouses;
- We are responsible for the safe custody of the bonded goods;
- Goods only up to a certain permissible assessable value may be stored at the bonded warehouses;
- Maintenance of stock books and stock cards in a manner prescribed by the customs authorities;
- Bonded goods are to be insured before warehousing;
- Separate arrangements to be made for sensitive and non-sensitive goods; and
- For bonded goods with expired bonds, such goods to be shifted by us at our cost.

If we are unable to comply with the conditions of our public bonded warehouse licenses thereby resulting in the cancellation of such licenses or fail to renew them in a timely manner, or at all, our business, operations and financial conditions could be adversely affected.

7. ***Failure to effectively compete with other logistics service providers along with the competitive pressure on prices and margins could have an adverse effect on our business, margins, operations, and financial condition.***

We face competition from various international and domestic logistics companies. Our competitors may have significantly greater financial or marketing resources and operate larger global networks than we do and may decide to set up their CFS operations at a place of greater strategic significance than our CFSs. Further, we operate within an industry wherein competition is concentrated within each geography between a few CFS or ICD operators. Pricing is unregulated in our industry and is a key differentiator in our industry and, accordingly, our competitors may engage in price competition. This is further exacerbated since we usually either do not enter into agreements, or enter into short term agreements, for a period of one to two years, with

counterparts such as shipping lines and freight forwarders. Increased competition may require us to lower our prices or we may lose our customers and counterparts. If we do not maintain or gain sufficient market presence or are unable to differentiate ourselves from our competitors, we may not be able to compete effectively with our competitors. Our ability to compete effectively may be constrained by the following factors:

- Loss of key members of our management team and experienced employees (in particular, those that have relationships with our key customers) to our competitors;

- Competitors may enter into alliances with international transportation or logistics services providers and have access to an extensive distribution network, larger customer base as well as resources and technologies that may not be available to us;

- Our competitors may be able to procure land and funding for CFS and ICD operations at more favorable terms than us;

- Consolidation between competitor CFS and ICD operators and other container shipping companies could also have the effect of reducing the number of shipping customers available to us and increasing the access that such competing freight stations may have to the major shipping lines;

- Our competitors may deploy more advanced technology; and

- Certain domestic or regional competitors may have a lower cost base than ours.

As a result, we may not be able to compete effectively with our existing or potential competitors. In addition, increased competition, including as a result of Government emphasis on foreign investment and greater private sector participation in infrastructure sectors, may reduce the growth of our customer base, reduce our market share and result in higher selling and promotional expenses. Therefore, if we are unable to compete effectively with our competitors, we may experience a decline in revenues and profitability and our business, margins, operations and financial condition could be adversely affected.

8. We are subject to a variety of regulation and may be exposed to the risk of significant liability, if we fail to comply with any existing or future regulations applicable to our business.

Our CFS operations and GRFL's rail freight business are subject to extensive laws and regulations governing, among other things, the custodianship of imported and exported goods; the operation of public bonded warehouses; the handling and storage of hazardous cargo; environmental protection; and health and safety. Our operations are subject to us complying with these laws and regulations and the terms and conditions prescribed at the time of receipt of licenses and approvals from governmental, statutory, and regulatory authorities.

Some of the licenses we are required to obtain may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements. We are in the process of applying for the renewal of certain key licenses and approvals. For further details, see "*Government Approvals*" on page 170. While we have made applications for renewal of these licenses and approvals, we cannot assure that the approvals shall be renewed or will be granted in a timely manner. Any inability to renew or failure to obtain any of these approvals in a timely manner, or at all, may have an adverse effect on our operations. We cannot assure you that such approvals will be issued or granted to us, or at all.

Further, the regulations and policies applicable to us may also increase the cost of compliance to be borne by us. The adoption of stricter health and safety laws and regulations, stricter interpretations of existing laws, increased governmental enforcement of laws or other developments in the future may require that we make additional capital expenditures, incur additional expenses or take other actions in order to remain compliant and maintain our current operations. Further, monitoring legal developments and maintaining internal standards and controls in order to abide by rules and regulations applicable to us can be costly and may detract management's attention, which could adversely affect our operations.

9. We are exposed to risks related to the price and availability of fuel and electricity, which could adversely affect our business, margins, and operations.

Transportation charges are our largest operating expense. These charges are incurred primarily on account of last-mile pickup and delivery to / from customer locations, for which we routinely also engage third party transport service providers. Further, expenses on power and fuel constitute a significant portion of our other expenses. As of June 30, 2020, our Company and Subsidiaries hold 31 train-sets, 531 tractor trailers, 53 reach stackers (including empty handlers), 12 hydra cranes, and 64 forklifts. We also have a temperature controlled and reefer facilities to store and transport temperature sensitive cargo. In addition, we also rely on diesel generators for our electricity requirements at our CFSs. As a result, our operations are energy intensive – transportation charges constituted 52.00% of our total income and power and fuel expenses constituted 1.42% of our total income for Fiscal 2020, respectively.

As a result of the Government's deregulation of fuel prices in India, oil marketing companies are now able to decide on the prices of fuel and that the fuel prices will be benchmarked to international crude oil prices on a daily basis. The cost of fuel has fluctuated significantly in recent periods due to various factors beyond our control, including international prices of crude oil and petroleum products, global and regional demand and supply conditions, geopolitical uncertainties, import cost of crude oil, government policies and regulations and the availability of alternative fuels. While agreements with customers allow for us to pass these increased costs onto our customers, significant fuel cost increases, shortages or supply disruptions could materially and adversely affect the sector's cost structure and margins and our Company's results of operations and financial condition.

We source almost all the electricity requirements for our facilities from local utilities. If supply is not available for any reason, we will need to rely on alternative sources, which may not be able to consistently meet our requirements. The cost of electricity purchased from alternative sources could be significantly higher, thereby adversely affecting our profitability. Further, while we maintain power back-up in the form of diesel generator sets, we cannot assure you that we will successfully be able to prevent disruptions in our operations in case of non-availability of adequate supply of power.

Additionally, we cannot assure you that we will be able to pass on the increased cost of power and fuel to our counterparties partially or fully. Increases in fuel costs, to the extent not offset by rate per kilometre increases could have an adverse effect on our operating margins and consequentially, our business and profitability.

10. Our Statutory Auditors have provided certain matters of emphasis relating to the Audited Consolidated Financial Statements of our Company. We cannot assure you that such matters of emphasis will not arise in the future.

Our Statutory Auditors have included certain matters of emphasis in their report to the Audited Consolidated Financial Statements. The Statutory Auditors have drawn attention to the following:

- notice dated November 11, 2019 received by our Subsidiary, GRFL, from the Additional Director General of Foreign Trade questioning SEIS benefits received by it for Fiscal 2016 to Fiscal 2018 under the provisions of the Foreign Trade (Development and Regulation) Act, 1992.

- the relevant note of the Audited Consolidated Financial Statements, which describes the management's assessment of the impact of the uncertainties related to the outbreak of Covid-19 on the business operations of the Group.

- recognition of ₹ 2,054.00 lakhs of MAT credit by our Subsidiary, GEIPL, based on its assessments. The management of the Company based on the future business plans believes that the Company will be able to utilize the MAT credit and, accordingly, no provision has been made in the books of accounts.

For details, see "*Financial Statements*" on page 86.

Investors should consider these matters in evaluating our financial position, cash flows and results of operations. There is no assurance that our auditors' reports for any future Fiscals will not contain such matters of emphasis.

11. GRFL operates its container trains business relying on an agreement with the Indian Railways and certain terms of this agreement are onerous in nature. The termination of this agreement could adversely affect business, cash flows and results of operations.

GRFL operates and manages its container trains business relying on a concession agreement entered into with the President of India, acting through the Railway Administration, Northern Railway ("**Railway Administration**"). GRFL is reliant on this agreement to run its container trains on the railway network established by the Indian Railways – it gives GRFL the right to require the Railway Administration to haul its trains carrying exim traffic and / or domestic traffic. In Fiscal 2020, GRFL contributed 67.20% to our total income on a consolidated basis.

The agreement prescribes that haulage charges to be paid to the Railway Administration for the running of the container trains shall be at such rates as may be prescribed by the Railway Administration from time to time. Further, in terms of the agreement, GRFL is required to operate wagons, which conform to the wagon capacity and moving dimensions as may be notified by the Ministry of Railways. However, the Railway Administration may, from time to time, at its sole discretion introduce new specifications for such wagons. GRFL is, within a reasonable period of time of such change, required to upgrade its wagons to ensure compliance with the revised specifications, failing which, it may be liable for additional surcharge as may be prescribed by the Railway Administration. Any such change(s) to either the haulage charges or changes to the technical specifications (and corresponding levy of additional surcharge, where applicable), could adversely affect the business, cash flows, margins, and results of operations of GRFL.

Additionally, in the event an emergency is declared the President of India, the Government of India has the unilateral right to make use of GRFL's wagons. This may impede GRFL's ability to conduct its business operations and, accordingly, affect cash flows and results of operations.

The terms of this agreement provide for certain events, which entitle the Railway Administration to terminate the agreement. These events include, among others, GRFL failing to comply with maintenance standards set for its wagons by the Railway Administration, GRFL's failure to make payments to the Railway Administration in accordance with the agreement, a transfer of GRFL's rights in the agreement in a manner that is in breach of its provisions, and any material default in complying with the provisions of the agreement, among others. The termination of the agreement would require GRFL to cease its operations on the railway network of the Indian Railways, which is the only railway network in India. In addition, GRFL may be required to terminate other contracts entered into with third parties due to its inability to perform its obligations under such contracts. Cancellation could, therefore, have an adverse effect on GRFL's ability to operate and manage its business and may have an adverse effect on its business, cash flows and results of operations.

12. Our services and operations are exposed to operational risks such as breakdown of equipment, accidents, labour disputes and natural disasters. Our business and results of operations could, accordingly, be adversely affected, in the event that any of these risks materialise.

Our operations may be adversely affected by many factors, such as the equipment breakdown and malfunctioning, strikes; lockdowns and other labour disputes; natural disasters; underqualified equipment operators; and a downturn in the overall performance of the container and shipping industry. We may have to bear significant repair and maintenance costs for malfunction or breakdown of our equipment or machinery or may have to bear the cost of replacement of such machinery, in the event that the malfunction or breakdown is irreparable. In certain events, our operations may need to be suspended until we procure such replacement machinery, which may have an adverse effect on our business, results of operations and financial condition.

Any malfunction or breakdown of may also adversely affect the quality of products, particularly those that are perishable in nature, stored with us. Consequently, we may be in breach of our contractual obligations to our customers. Any breach of our obligations may result in termination of our contracts with our customers, which could have an adverse effect on our business, results of operations and financial condition. Further, we may also be exposed to public liability risks from end users for defects in the quality of the products stored at our facilities.

13. We handle and store hazardous goods at certain of our facilities, thereby exposing us to the risk of injury to people and property.

Certain of our CFSs have been granted authorisation for handling and storage of hazardous cargo by the customs authorities. Further, while we obtain declarations and documentation in the form of import general manifests at these CFSs, which include a description of the nature of goods being transported, handled, or

stored by us, we undertake no independent verification of the containers being handled by us. Similarly, while GRFL does not hold licenses for handling and storage of hazardous substances, it carries out no independent verification of cargo being handled by it. Accordingly, we are unable to guarantee that these parcels do not contain any hazardous goods, which exposes us to the risks associated with handling these goods.

If improperly handled or subjected to unsuitable conditions, such materials could seriously hurt or even fatally injure employees or other persons and could cause damage to our properties and the properties of others or could cause environmental damages. If any damage or injury occurs as a result of our handling, storage or transportation of hazardous, materials, we may be subject to claims from third parties, and bear liability, for such damage or injury even if we were unaware of the presence of the hazardous, explosive or illegal materials. For instance, in a suit for recovery of damages initiated by Wanxiang International Flavors & Fragrances Pte Ltd, DKSH India Private Limited, and certain others (the "**Petitioners**") against our Company, Punjab Conware, and the Navi Mumbai – II CFS ("**Respondents**"), it was alleged that certain goods stored at our warehouse were damaged due to fire. In this context, it was alleged that the Respondents had, among others, failed to have adequate checks in place to identify hazardous goods and were, therefore, negligent and in breach of contract and their duty of care to the Petitioners for goods held in bailment. For further details, see "*Outstanding Litigation and Defaults*" on page 166. Any adverse order is this, or other such matters, could have a material adverse effect on our business and financial condition.

14. Our failure to maintain adequate standards for the storage of perishable products stored with us or transported by us could have a negative effect on our business.

In our temperature-controlled operations, wherein we store and transport refrigerated containers, adequate standards for storage of perishable products that we store and transport are required to be maintained. This includes providing electricity to the containers while stored with, and transported by, us and monitoring temperature as per the client's instructions. However, if we fail to perform these services in accordance with prescribed standards, we may be unable to retain our temperature-controlled logistics customers which will have an adverse effect on our business, growth prospects and our financial results.

Furthermore, obtaining insurance for losses incurred in relation to perishable products is often cost prohibitive. Hence, we may not have adequate insurance coverage or any coverage to mitigate risks associated with losses related to perishable products stored and transported by us.

15. We own and lease large tracts of land, hold a large fleet of vehicles and machinery, and have a large number of employees, resulting in significant fixed costs to our Company. In the event we are not able to generate adequate cash flows it may have a material adverse impact on our operations.

Logistics service providers, such as ourselves and our Subsidiaries, ordinarily own and maintain a large amount of the infrastructure that facilitates us undertaking our business activities. We are also required to deploy a large workforce, since these business activities are labour-intensive in nature. As on June 30, 2020, our Company, along with its Subsidiaries, held and operated six CFSs, four ICDs, and one domestic terminal spread across 422.80 acres of land (of which 116.71 acres is held on a leasehold basis), holds 31 train-sets (of which, 21 are owned and 10 are leased) and 531 tractor trailers, and had 372 permanent employees. Additionally, we own a large fleet of sophisticated and modern freight equipment, resulting in increased fixed costs to our Company. As of June 30, 2020, we had a fleet of 53 reach stackers (including empty handlers), 12 hydra cranes, and 64 forklifts.

We have neither historically used nor currently use second-hand or used equipment to undertake our business. Accordingly, the cost of maintaining and keeping such facilities and capital equipment in proper working condition constitutes a significant portion of our operating expenses. In the event, we are unable to generate or maintain adequate revenues, it could have a material adverse effect on our financial condition, margins, and operations.

Further, we maintain a workforce based upon our current and anticipated workloads. If our Company does not receive future contract awards or if these awards are delayed, it could incur significant costs in the interim. Our estimate of the future performance depends on, among other things, the growth of the logistics industry. While our estimates are based upon best judgment, these estimates can be unreliable and may frequently change based upon newly available information. Our Company could, accordingly, incur costs due to maintaining under-utilized staff and facilities, which could have a material adverse effect on our profitability, financial condition and results of operations and financial condition.

16. ***Failure or disruption of our information technology ("IT") systems may adversely affect our business, financial condition, results of operations and prospects.***

We have implemented various IT solutions and enterprise resource planning solutions which we believe are adequate to cover key areas of our operations. We have adopted software to assist us with our operations, which we use for warehouse management and other functions. These IT systems have gained increase significance as part of our operations and provide real-time information on services provided, status of containers, billing, and other such functions. Similarly, GRFL also relies on various IT solutions, including enterprise resource planning solutions used for container tracking, warehouse activities, and other functions.

While we believe the systems are currently working effectively, these systems may be susceptible to outages due to fire, floods, power loss, telecommunications failures, natural disasters, break-ins and similar events. Effective response to such disruptions will require effort and diligence on the part of our third-party vendors and employees to avoid any adverse effect to our information technology systems.

Further, any failure or disruption in the operation of these systems or the loss of data due to such failure or disruption (including due to human error or sabotage) of our business or lead to disclosure of, and unauthorized access to, sensitive Company information which may increase our costs and otherwise adversely affect our business, financial condition, results of operations and prospects. Any failure of our information technology systems could also cause damage to our reputation which could harm our business. Any of these developments, alone or in combination, could have a material adverse effect on our business, financial condition and results of operations.

17. ***Our expansion plans may require significant infusion of capital. If we are unable to raise additional capital when needed, or on terms acceptable to us, we may be required to delay, scale back, or abandon such expansion plans, which could materially and adversely affect our business, financial position and operations.***

We operate in a capital intensive industry. As part of expansion plans, we seek to invest in existing and new infrastructure and continue to explore opportunities for both, organic and inorganic expansion.

Our committed and future expansion plans would likely entail significant capital expenditure and the recovery of such capital investment is likely to occur over a lengthy gestation period. Internal accruals may not be sufficient to finance such expenditure. As a result, we will likely require additional funds from further debt and / or equity financing for funding such expansion activities.

However, additional financing may not be available on acceptable terms or at all. Moreover, we cannot assure you that market conditions and other factors would permit us to obtain future financing on terms acceptable to us, or at all. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. Any downgrade in our credit ratings could also increase our borrowing costs and adversely affect our access to capital. If we are unable to raise additional funds when needed, or on terms acceptable to us, we may be required to delay the development and construction of our projects, reduce the scope of our projects, scale back or abandon some or all of our plans and / or reduce capital expenditures, any of which could materially and adversely affect our business, financial position and results of operations.

18. ***We engage and are reliant on contract labour for the performance of part of our operations and we are responsible for paying the wages of such workers. If the independent contractors through whom such workers are hired default on their obligations, this could have an adverse effect on our results of operations, margins, and financial condition.***

In order to retain operational efficiencies, we engage independent contractors that, in turn, engage on-site contract labour for the performance of certain of our operations. Our Company is currently registered as a 'principal employer' in terms of the Contract Labour (Regulation and Abolition) Act for the Navi Mumbai – I CFS, Navi Mumbai – II CFS, and the Krishnapatnam CFS. We engage a significant number of contract labourers and contractual staff across all our facilities. Although we do not engage the contract labour directly, we are responsible for any wage payments to be made to such labourers in the event of a failure by the contractors to make wage payment. Any requirement to fund their wage requirements may have an adverse

impact on our results of operations and financial condition. Further, in case any regulatory body or court passes orders which require us to deems, or regularises, any of the contract labour as regular employees, it may have an adverse effect on our business, margins, financial condition and results of operations.

19. Certain of our facilities are situated on leased premises. Our inability to seek renewal or extension of such leases may adversely affect our operations.

Certain of our facilities are situated on premises leased from third parties, which include our Registered Office, the Navi Mumbai – I CFS, the Kochi CFS, and the Visakhapatnam CFS. Upon expiration of the relevant agreements for each such facility, we will be required to negotiate the terms and conditions on which the lease agreements may be renewed. We cannot assure you that we will be able to renew our lease agreements or enter into new agreements in the future, on terms favourable to us, or at all.

In particular, certain of these properties, including the Navi Mumbai – I CFS, the Kochi CFS, and the Visakhapatnam CFS, are located on properties that have been leased from governmental authorities, being the City and Industrial Development Corporation of Maharashtra Limited, the Board of Trustees of the Cochin Port, and the Board of Trustees of the Port of Visakhapatnam. The terms of such lease agreements include certain restrictive covenants, including those requiring prior written consent in the event of a change in constitution of our Company or that of the relevant Subsidiaries.

Our lease agreements may be terminated for various reasons, including such factors that may be beyond our control. If we, or our current or future landlords, terminate our lease agreements, we may have to relocate to alternative premises or likely shut down our operations at such site. The relocation of any part of our operations may cause disruptions to our business and may require significant expenditure. We cannot assure you that in such a case, we will be able to find suitable premises on commercially viable terms, in a timely manner, or at all, and we may have to pay higher rent or incur additional expenses. Further, if the vacated property is leased or sold to a competitor, we may also face increased competition in that geographic area, which could adversely affect our market share.

20. Upgrading or renovation works or physical damage to our facilities may disrupt our operations.

We may, from time to time, be required to upgrade and renovate infrastructure at some of our facilities in order to retain our competitiveness. In certain unforeseen circumstances, we may also need to undertake repair or rebuilding work due to damage to infrastructure, faults or problems that may develop or because of changes to planning laws and regulations. In such instances, our facilities may suffer partial or complete disruption and it may not be possible to continue operations in areas affected by such upgradation, renovation, or repair works.

In addition, physical damage to our property as a result of fire, severe weather conditions, or other damage due to explosives or hazardous substances handled and stored by us may lead to a significant disruption to business and operations, particularly if our insurance coverage is inadequate, and, together with the foregoing, may result in unforeseen costs, which may have adversely affect our business, results of operations and financial condition.

21. We operate in a labour intensive industry and are subject to extensive labour regulation. We may be subject to unionization, work stoppages or increased labour costs, which could adversely affect our business and results of operations.

Our industry is labour intensive. The success of our operations depends on availability of labour and maintaining a good relationship with our workers. Our success also depends on our ability to attract, hire, train and retain skilled workers who are experienced in the logistics industry. In addition to our employees, we engage a significant number of contract labourers and contractual staff across our various facilities. Although we have not experienced any major interruption to our operations as a result of labour disputes in the recent past, there can be no assurance that we will not experience any such disruption in the future as a result of disputes or disagreements with our work force, which may adversely affect our ability to continue our business operations. Further, if we or our contractors are unable to negotiate with the labour or their sub-contractors, it could result in work stoppages or increased operating costs due to higher than anticipated wages or benefits. For instance, on February 21, 2018, we received a strike notice from certain of our workmen (represented by the President, Nhava Sheva CFS Officers' Association), threatening to go on strike, in the event that their charter of demands was not agreed to. Pursuant to conciliation proceedings conducted, a

memorandum of settlement was arrived at between both parties agreeing to, among others, increased wages and other entitlements. While we were able to negotiate and arrive at a settlement with our workmen, we may be unable to do so in future, resulting in work stoppages and / or considerably higher wages and other benefits. We may also have to incur additional expense to train and retain skilled labour. Any labour unrest experienced by us could directly or indirectly prevent or hinder our normal activities, and, if not resolved in a timely manner, could lead to disruptions in our operations. In the event of any prolonged delay, disruption, or shortage of labour, our business, results of operations and financial condition could be materially and adversely affected.

We are also subject to stringent labour law that attempts to protect the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal and legislation that imposes financial obligations on employers upon retrenchment. The Government of India is also seeking to enact the Code on Wages, 2019 which, once in force, will repeal the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976 and prescribe universal minimum wages and timely payment of wages to all employees irrespective of the sector and wage ceiling. If labour laws become more stringent, it may become more difficult for us to maintain flexible human resource policies, discharge employees or downsize, any of which could have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

22. We may, from time to time, look for opportunities to enter into strategic alliances, acquire businesses or enter into joint venture arrangements. Any failure to manage the integration of the businesses or facilities post such acquisition or joint venture may cause our profitability to suffer.

We may, from time to time, look for opportunities to acquire businesses or enter into strategic partnerships or alliances. For instance, Container Gateway Limited is a joint venture between GRFL and Container Corporation of India Limited. Such alliances or acquisitions may not contribute to our profitability, and in the case of an acquisition, we may be required to incur or assume debt, or additional expenses beyond our forecasts or assume contingent liabilities, as part of any acquisition. Further, we may not be able to accurately identify or forge an alliance with appropriate companies in line with our growth strategy. Such alliances may also give rise to unforeseen contingent risks relating to these businesses that may only become apparent after commencement of operations under such alliances. In the event that the alliance does not perform as estimated, or the inability on the part of our joint venture partner to meet the customer requirements may lead to a failure of such an arrangement which may adversely affect our business.

23. We may be held liable for claims from trade counterparties such as shipping lines, exporters, or importers owing to deficiencies in our service, which could adversely affect our business, margins, results of operations and financial condition.

In the ordinary course of business, we enter into agreements with trade counterparties such as shipping lines, exporters, and importers, as part of which, we provide services such as container handling, container de-stuffing, warehousing, transportation and other value added services. In the event of any loss caused to such counterparties, whether or not on account of an act or omission by us, we may be held liable pursuant to the terms of the agreement and be required to make good losses and pay damages, thereby resulting in an adverse effect on our business, costs, and financial condition. Our failure to comply with contractually agreed timelines or breach of obligations by our employees or agents could render us liable to pay damages for such breaches or non-compliances.

Additionally, these contracts are typically short-term in duration, with a tenure of one to two years. The loss of any of our key trade counterparties due to inadequacies in our service and our inability to renew our contracts with them may result in a decline in our revenues, which in turn may adversely affect our business, margins, results of operations and financial condition.

24. We have not obtained certain registrations in relation to protection of our intellectual property, including, among others, our trade name, logo and other trademarks.

Our trade name and trademarks are significant to our business and operations. The use of our brand name or logo by third parties could adversely affect our reputation, which could in turn adversely affect our financial performance and the market price of the Equity Shares.

We currently have not obtained certain registrations in connection with the protection of our intellectual property, including for our trade name and logo. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe on our rights, which may have an adverse effect on our business, results of operations, cash flows and financial condition. We may not be able to prevent infringement of such trademarks and a passing off action may not provide sufficient protection. We may, therefore, incur significant legal costs in protect our trademarks and trade name from any unauthorized use, or to defend any proceedings brought by third parties.

We may also be susceptible to claims from third parties asserting infringement and other related claims. If such claims are raised in the future, these claims could result in costly litigation, divert management's attention and resources, subject us to significant liabilities and require us to enter into potentially expensive royalty or licensing agreements or to cease certain offerings. Furthermore, necessary licenses may not be available to us on satisfactory terms, if at all. Any of the foregoing could have an adverse effect on our business, results of operations and financial condition.

25. There is outstanding litigation against our Company and our Subsidiaries which if determined adversely, could affect our business and results of operations.

As on the date of this Letter of Offer, our Company and our Subsidiaries are involved in certain outstanding litigation which is pending at different levels of adjudication before various courts, tribunals, forums and appellate authorities. We cannot assure you that these legal proceedings will be decided in our favour. Decisions in proceedings adverse to our interests may have a significant, adverse effect on our business, management, financial condition, results of operations and cash flows. In the event of any adverse outcome in a tax proceeding, moreover, we may be required to pay the disputed amounts along with applicable interest and penalty and may also incur additional tax incidence going forward.

A summary of pending material proceedings involving our Company and our Subsidiaries involving moral turpitude or criminal liability, material violations of statutory regulations, economic offences where proceedings have been initiated, as well as other material proceedings, as identified by our Company pursuant to the materiality policy adopted by our Board is provided below:

(in ₹ lakhs, unless otherwise specified)

S. No.	Type of Proceedings	Number of cases	Amount to the extent quantifiable
I.	**Litigation involving our Company**		
A.	Proceedings involving moral turpitude or criminal liability on our Company	4	23.61
B.	Proceedings involving material violations of statutory regulations by our Company	Nil	-
C.	Matters involving economic offences where proceedings have been initiated against our Company	Nil	-
D.	Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company	6	13,390.14
	Total	10	13,413.75
II.	**Litigation involving our Subsidiaries**		
A.	Proceedings involving moral turpitude or criminal liability on our Subsidiaries	Nil	-
B.	Proceedings involving material violations of statutory regulations by our Subsidiaries	1	-
C.	Matters involving economic offences where proceedings have been initiated against our Subsidiaries	Nil	-
D.	Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company	3	935.83
	Total	4	935.83

The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. We cannot assure you that in matters where orders have been passed in our favour, there will be no appeal from the other parties involved or whether we can ascertain the liabilities involved in such matters at this stage unless we are impleaded in such proceedings. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current or long term liabilities or reduce our cash and bank balance. For further details, see section "*Outstanding Litigation and Defaults*" on page 166.

26. We are subject to certain restrictive covenants under our financing arrangements, which may curtail our operational and financial flexibility. An inability to comply with repayment and other covenants in our financing agreements could adversely affect our business, financial condition, cash flows and credit rating.

Certain of our financing agreements impose limits on us or require us to obtain lender consents before, among other things, undertaking any merger or consolidation, effecting a material change in management, and incurring further indebtedness. In addition, these restrictive covenants may also affect some of the rights of our shareholders and our ability to pay dividends if we are in breach of our obligations under the applicable financing agreement. We cannot assure prospective investors that such covenants will not hinder our business development and growth in the future. In the event that we breach any of these covenants, the outstanding amounts due under such financing agreements could become due and payable immediately. Defaults under one or more of our Company's financing agreements may limit our flexibility in operating our business, which could have an adverse effect on our cash flows, business, results of operations and financial condition. Such restrictive covenants may restrict our flexibility in managing our business and could, in turn, adversely affect our business and prospects.

Compliance with the various terms of such financing arrangements, however, is subject to interpretation and there can be no assurance that we have requested or received all relevant consents from our lenders as contemplated under our financing arrangements. It may be possible for a lender to assert that we have not complied with all applicable terms under our existing financing documents. Any failure to comply with the requirement to obtain a consent, or other condition or covenant under our financing agreements that is not waived by our lenders or is not otherwise cured by us, may lead to a termination of our credit facilities, could render all amounts outstanding due and payable resulting in the acceleration of amounts due under such facilities, and may materially and adversely affect our ability to conduct our business and operations or implement our business plans. Further we cannot assure that we will have adequate funds at all times to repay these credit facilities and may also be subject to demands for the payment of penal interest.

27. Land title in India can be uncertain and we may not be able to identify or correct defects or irregularities in title to the land which we own, lease or intend to acquire in connection with the development of our CFSs and ICDs.

There is no central title registry for real property in India and the documentation of land records in India has not been fully computerised. Property records in India are generally maintained at the state and district level and in local languages and are updated manually through physical records. Therefore, property records may not be available online for inspection or updated in a timely manner, or may be illegible, untraceable, incomplete or inaccurate in certain respects, or may have been kept in poor condition, which may impede title investigations or our ability to rely on such property records.

Further, improperly executed, unregistered or insufficiently stamped conveyance instruments in a property's chain of title, unregistered encumbrances in favour of third parties, rights of adverse possessors, ownership claims of prior owners or third parties, or other defects that a purchaser may not be aware of can affect title to a property. As a result, potential disputes or claims over title to the land on which our CFSs and ICDs are may arise. Any defects in, or irregularities of, title may result in loss of development or operating rights over land. Furthermore, the Government may exercise its rights of eminent domain, or compulsory acquisition in respect of land on which our CFSs are or will be located. Any of this may adversely affect our business and results of operations in the future.

28. Our business and facilities may be adversely affected by severe weather conditions and natural disasters.

Severe weather conditions, resulting in conditions such as dense fog, low visibility and heavy rains may force us to temporarily suspend operations. In some cases, we may temporarily suspend operations based on warnings from local and national meteorological departments. If weather conditions of any type were to force the ports and / or our CFSs / ICDs to close for an extended period of time, our business may be adversely affected. In addition, any weather condition, including but not limited to severe monsoons and flooding, that affects ports that serve as starting points or final destinations for shipping our containers could harm our business.

Our operational facilities may be damaged in natural disasters such as earthquakes, tsunamis, tornados, hurricanes and cyclones. Such natural disasters may lead to a disruption of transportation networks, information systems and telephone service for sustained periods of time. Damage or destruction that interrupts our business operations may cause us to incur substantial additional expenses to repair or replace damaged facilities or equipment. We may also be liable to our customers for disruption in our operations resulting from such damage or destruction. Furthermore, our insurance coverage may not be sufficient to cover all our losses sustained.

29. Any delay or default in payment by our clients could result in the reduction of revenues and, consequently, our profits.

Our operations involve extending credit for to certain customers and we face uncertainty in relation to receipt of these outstanding amounts. We typically offer payment credit terms for 30 to 90 day cycles to our customers. Consequently, we have in the past and will continue to have high levels of outstanding trade receivables. For Fiscal 2019 and Fiscal 2020, our trade receivables, on a consolidated basis, were ₹ 12,736.68 lakhs and ₹ 12,976.03 lakhs, respectively, which constituted 29.58% and 10.04% of our revenue from operations for the same period. If such delays or default in client payments continue or increase in proportion to our revenue from operations, our profits margins could be adversely affected.

Further, if the goods stored with us are not cleared for home consumption, warehoused or transported within 30 days, they are sold by the Department of Customs through public auction. These are then used to recover custom duties and CFS charges. Although we generally recover the costs associated with handling, transporting and storing the containers in the event of storing unclaimed containers, we cannot assure you that we will continue to do so in the future. Any failure on our part to recover amounts owed to us could have an adverse effect on our results of operations.

30. Our Company may publish its financial results for the three months ended June 30, 2020 during the Issue Period.

In terms of the SEBI Listing Regulations, listed companies are required to publish their financial results for each quarter within a period of 45 days from the end of each quarter. Accordingly, to ensure compliance with the requirements of the SEBI Listing Regulations our Company may publish and submit to the Stock Exchanges, its financial results for the three months ended June 30, 2020 during the Issue Period. As a result, there may be financial information published by our Company in relation to it that may materially differ from that included in this Letter of Offer.

31. Our insurance coverage may not adequately protect us against all material hazards, which may adversely affect our business, results of operations and financial condition.

We are insured against a majority of the risks associated with our business, such as burglary, fire, earthquake, impact damage due to loading and unloading, accidental damage, and breakdown of plant and machinery.

While we believe that the insurance coverage which we maintain would be reasonably adequate to cover the normal risks associated with the operation of our business, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. It may be difficult and may take time to recover such losses from insurers. Additionally, we may not be able to recover the full amount from the insurer. There can be no assurance that our policies would be sufficient to cover all potential losses, regardless of the cause, or whether we can recover for such losses.

In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted

in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial performance could be adversely affected.

32. Our continued success is dependent on our senior management and skilled manpower. Our inability to attract and retain key personnel or the loss of the services of our Promoters or our other senior management may have an adverse effect on our business.

Our Promoter and Chairman and Managing Director and other senior management have significantly contributed to the growth of our business, and our future success is dependent on the continued services of our senior management team. An inability to retain any senior managerial personnel may have an adverse effect on our operations. Our ability to execute orders and to obtain new clients also depends on our ability to attract, train, motivate and retain highly skilled professionals, particularly at managerial levels. We might face challenges in recruiting suitably skilled personnel, particularly as we continue to grow and diversify our operations. In the future, we may also not be unable to compete with other larger companies for suitably skilled personnel due to their ability to offer more competitive compensation and benefits. The loss of any of the members of our senior management team or other key personnel or an inability on our part to manage the attrition levels; may materially and adversely impact our business, results of operations, financial condition and growth prospects.

The success of our business is also dependent upon our ability to hire, retain, and utilize qualified personnel, including engineers and corporate management professionals who have the required experience and expertise. From time to time, it may be difficult to attract and retain qualified individuals with the requisite expertise and we may not be able to satisfy the demand from customers for our services because of our inability to successfully hire and retain qualified personnel. For every new product we expand into, we require suitably skilled personnel.

Such skilled personnel may also not be easily available in the market. In addition, as some of our key personnel approach retirement age, we need to have appropriate succession plans in place and to successfully implement such plans. If we cannot attract and retain qualified personnel or effectively implement appropriate succession plans, it could have a material adverse impact on our business, financial condition, and results of operations. Moreover, we may be unable to manage knowledge developed internally, which may be lost in the event of our inability to retain employees.

33. Our Company and our Subsidiaries have certain contingent liabilities that have not been provided for in our financial statements which, if they materialize, may adversely affect our financial condition.

A summary of the contingent liabilities of our Company and our Subsidiaries not provided for, as at March 31, 2020, in accordance with Ind AS 37 and as disclosed in the Audited Consolidated Financial Statements, is as follows:

(*in ₹ lakhs*)

Particulars	**As at March 31, 2020**
Guarantees excluding financial guarantees:	
Bank Guarantees and Continuity Bonds executed in favour of The President of India through the Commissioners of Excise and Customs and Sales Tax	5,06,374.47
Bank Guarantee and Continuity Bonds issued in favour of Punjab State Container and Warehousing Corporation Limited in respect of Operations and Management Contract of their CFS at Dronagiri Node, Nhava Sheva.	26,007.00
Financial Guarantees:	
Corporate guarantees issued in favour of banks, financial institutions and State Industrial Development Corporation for loans taken by subsidiaries (at carring value).	5,700.65
Claims made by the parties not acknowledged as debts:	
In case of Company (GDL)	
- Container Corporation of India	Not Ascertainable
- Others	17.00
Disputed Income Tax Claims (including Interest and Penalty to the extent ascertainable) not acknowledged as debts	11,764.49
Claim from Customs	367.26

Particulars	As at March 31, 2020
Disputed claims at District Consumer Redressal Forum related to fire at Punjab Conware CFS	46.23
Disputed Service Tax Claims (including penalty and excluding interest) in respect of Goods Transport Agency Services	382.32

In case of subsidiary company: Gateway Rail Freight Limited	
Northern Railway (Refer note (a))	148.94

(c) The Railway Authorities had deducted Rs. 148.94 Lakhs towards Siding & Shunting charges for financial year 2010-11, however letter has been received in April'13 from Railway Authorities that the deduction made by Railways is not justified and will be refunded back to the company. However till now the Company has not received the money, hence the same has been disclosed as 'Claims made by the parties not acknowledged as debts'. The matter is under arbitration.

(d) The Company has accounted for the benefits available under Service Exports from India Scheme (SEIS) amounting to Rs.10,068.78 lakhs for the financial years 2015-16 to 2017-18. During the year, the Company has received a notice dated November 11, 2019 from Additional Director General of Foreign Trade [ADGFT] questioning SEIS benefits for the aforesaid financial years.

The Company has submitted its response dated January 31, 2020 to ADGFT and backed by legal opinion, believes that the SEIS scrips for aforesaid financial years were correctly availed by the Company in terms of the provisions of FTP 2015-20 and accordingly no provision has been made in the books of accounts.

In case of subsidiary company: Gateway East India Private Limited	
Disputed Income Tax Claims (including Interest and Penalty to the extent ascertainable) not acknowledged as debts	1,094.73

In case of subsidiary company: Gateway Distriparks (Kerala) Limited

(e) Company entered into a joint venture with PACE CFS since it had an ICD license on 29-09-2007 for a period of 3 years. Company had given a security deposit of Rs 150 Lakhs to PACE as a part of the agreement and against which PACE CFS created an equitable mortgagee on the facilities viz lease land of 1.68 acres at Aroor with 25000sq ft building in the favour of company by depositing original title deeds.

The joint venture operation with Pace CFS Private Limited was terminated on 28.09.2010.

PACE CFS Private Ltd had initiated arbitration proceedings against the company claiming a sum of Rs. 137.17 Lakhs.

The Company has filed a recovery suit in response to suit filed by its joint venture partner in Sub Court Chertala for a total Sum of Rs.2085.00 Lakhs, being value of security deposit and interest thereon.

The learned Arbitrator by his award dated 25-08-2015 allowed the claim of M/s. Pace CFS in part and dismissed the counter claim of company. It was held that Ms. Pace CFS is entitled to an amount of Rs. 0.89 Lakhs /- towards minimum remuneration and that they are entitled to be adjusted against the deposit made. Challenging the award of the Arbitrator two applications have been filed before the District Court, Ernakulam as Arb. O.P. No. 1362/ 15 and 13631/15. Both the appeals have been admitted and the same has been posted for hearing.

The security deposit of Rs. 150.00 Lakhs given to Pace CFS Private Limited is considered as good and recoverable in spite of disputes between joint venture partner and based on legal advice management is of the opinion that no provision is required to be made in respect of the aforesaid case.

(f) Company had given a security deposit of Rs 150 Lakhs to PACE as a part of JV agreement against which PACE CFS created an equitable mortgagee on the facilities viz lease land of 1.68 acres at Aroor with 25000sq ft building in the favour of company by depositing original title deeds. The legal owner of the property, Mrs. Rajamani Amma, filed a suit seeking a declaration that the sale deeds have been collected by company from co- operative Bank, Kollam not to create any mortgage and that company is liable to return the title deeds. An Injunction is also sought against M/s. GDKL from proceeding against the property on the basis of equitable mortgage purported to have been created. The written statement has been field in the said case controverting the allegations in the plaint.

Mrs. Rajamani Amma died on 23-08-2014, whereby, an application was filed by one Rajan Pillai Foundation alleging that smt. Rajamani Amma had executed a Will making the foundation a legatee under the Will. The Munsiffs Court Cherthala allowed the application on 25-07-2016 without considering any of the issues. A Revision Petition was filed by company before the Honble High court of Kerala as C.R.P. 35612016. The revision was allowed in favour of company on 20-02- 2017. The suit is pending before the Cherthala Court.

During current year, In June 2019 quarter, witness hearing has been ordered against which one month stay has been issued. As per the managment, there will be no implication on the company.

(g) During 2016-17, Cochin port trust raised a demand for additional lease rent amounting to Rs. 90.18 lakhs for delay

Particulars	As at March 31, 2020
in completion of construction. As per the Cochin Port Trust, construction was completed on 05 December 2014 however the same was completed by 20-10-2012. The comany has filed a reply stating that the construction has been completed within time and no liability should arise. Further, no proceedings have been initiated by the Cochin Port Trust and the matter remains status quo. During current year, In Oct 2019, File has been placed to the Cochin Port Trust Chairman and he passed order in favour of the Company. The authority has decided to withdraw the additional lease rent of Rs 90 lakhs. Management is of the opinion that no provision is required to be made in respect of the aforesaid case.	
(h) The company had paid Rs. 695.97 Lakhs as upfront premium at the time of obtaining leasehold right on leasehold land. This leasehold land is used for the business of the compay. Company has capitalized the same as intangible assets as per Income Tax Act and claimed depreciation @25%. The Principal Commissioner of Income Tax ("PCIT') has initiated the revisionary proceedings under Section 263 of the Act in so far as it relates to allowance of the depreciation claimed on lease premium paid for acquisition of land under Section 32(1)(ii) of the Act disallowing the depreciation claimed. Company is carrying brought forward losses and depreciation of Rs. 350 lakhs and have 80IA exemption available, hence there will be no financial impact. Litigation is under process and management believes that demand is not tenable. ITAT has decided against the Company. Company has filled appeal against order of ITAT in High Court in Jan'19. During current year in June 2019 quarter, Case has been admitted and awaiting case listing dates. Management is of the opinion that no provision is required to be made in respect of the aforesaid case.	

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition and results of operations.

34. We have entered into in the past, and will continue to enter into, related party transactions.

In the ordinary course of business, we have entered into and continue to enter into transactions with certain related parties, such as the sale of tangible assets, and receipt of lease rent.

While we believe that all such transactions have been conducted on an arm's length basis, there can be no assurance that we could not have achieved more favourable terms, had such transactions been entered into with non-related parties. We cannot assure you that such transactions, individually or in the aggregate, will not materially and adversely affect our business, financial condition, results of operations and prospects. For details regarding our related party transactions during Fiscal 2020, in accordance with Ind AS 24, see "*Accounting Ratios and Capitalisation Statement*" on page 162.

35. Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.

We have declared and paid dividend in the past. Our Board approved and adopted a formal dividend policy on November 6, 2015, in accordance with the SEBI Listing Regulations. Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and further subject to approval by our Shareholders and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. As a result, we cannot assure you that we will be able to pay dividends in the future.

36. We are unable to trace a copy of the Form 32 which had been filed with the RoC, New Delhi in relation to the appointment of Prem Kishan Dass Gupta.

We are unable to trace a copy of the Form 32, the form for filing particulars of the appointment of directors, in relation to the appointment of Prem Kishan Dass Gupta as a first Director of our Company. While

information in relation to such appointment has been disclosed under "*Our Management*" on page 82 in this Letter of Offer, based on the Memorandum of Association and Articles of Association currently available with us, we may not be able to furnish any further document evidencing such appointment. Therefore, we cannot assure you that we have adequately reflected all such requisite disclosures, or that we have not inadvertently omitted any clarification or additional information that we may have been in a position to disclose, had we been able to trace the complete set of documentation in relation thereto. While we believe that this Form 32 had been filed with the RoC, New Delhi in a timely manner, we cannot assure you that we will not undergo any regulatory scrutiny in the future, with respect to our compliance with the applicable form filing and related requirements, in connection with the foregoing.

EXTERNAL RISK FACTORS

Risks Relating to India

37. A prolonged slowdown in economic growth in India or financial instability in other countries, particularly in light of the COVID-19 pandemic, could cause our business to suffer.

The current contraction of the Indian economy could adversely affect our business, our lenders and contractual counterparties, especially if such a contraction were to be prolonged. Prior to the outbreak of the COVID-19 pandemic, the Indian economy was widely acknowledged as being in a state of slowdown, due to the high rate of inflation, the increase in the fiscal deficit and the Government's borrowing program. The COVID-19 pandemic, along with mandatory lockdowns and other restrictions put in place by state and central Governments in response, have since had a severe disruptive impact on the Indian economy. In the aftermath of the pandemic, it is widely believed that the Indian GDP is likely to see a negative growth rate in Fiscal 2021. This is compounded by a sharp spike in unemployment rates and a widespread drop in household incomes. The pandemic has also brought severe stress into supply chains. Accordingly, the long-term impact of the pandemic is currently unclear. While the Government and the Reserve Bank of India have announced several measures to stimulate the Indian economy, there is no assurance that the Indian economy shall return to its earlier growth trajectory once the pandemic subsides, or at all.

In addition, the Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly those of emerging market countries in Asia. The COVID-19 pandemic has severely impacted the global economy, and as per the International Monetary Fund, may result in the most severe global economic downturn since the "Great Depression" in the 1930s. Across countries, various industries have been impacted sharply, including the logistics industry, consumer spending has shrunk sharply, and stock markets across the world have experienced unprecedented uncertainty and volatility. Major global economic centres, including the United States and the Eurozone are in recession as a result of the pandemic. While the long-term global economic impact of the COVID-19 pandemic is unclear, it is likely that there shall be a material impact on global financial markets, including reduced liquidity, significant volatility, widening of credit spreads and a lack of price transparency. In addition, investors' reactions to developments in one country may also have adverse effects on the economies of other countries, including the Indian economy. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in the Indian financial markets and, indirectly, in the Indian economy in general. Such worldwide financial instability could influence the Indian economy and could have a material adverse effect on our business, cash flows, financial condition and results of operations.

38. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease, with the most recent example being the global outbreak of COVID-19, or man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years, and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a

greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

39. Political instability or changes in the Government in India or in the Government of the states where we operate could cause us significant adverse effects.

The Central Government has traditionally exercised, and continues to exercise, a significant influence over many aspects of the Indian economy. Further, our business is also impacted by regulation and conditions in the various states in India where we operate. Our business, and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in central or state Government policies, taxation and other political, economic or other developments in or affecting India. Since 1991, successive Central Governments have pursued policies of economic liberalisation and financial sector reforms. Any slowdown in these demand drivers or change in Government policies may adversely impact our business and operations. Generally, a significant adverse change in the Central Government's policies could adversely affect our business, financial condition and results of operations and could cause the trading price of our Equity Shares to decline.

40. If there is a change in policies related to tax, duties or other such levies applicable to us, it may affect our profitability.

New or revised accounting policies or policies related to tax, duties or other such levies promulgated from time to time by relevant tax authorities may adversely affect our results of operations. We cannot assure you as to what action current or future Governments will implement regarding tax incentives or excise duty benefits. We may not be able to comply with the obligations and stipulations that would allow us to avail ourselves of such benefits or concessions, and consequently, we may lose such benefits and concessions.

41. We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could adversely affect our profitability.

The Competition Act regulates practices having an appreciable adverse effect on competition in any relevant market in India. The Competition Act aims to, among others, prohibit all agreements and transactions which may have an appreciable adverse effect on competition in India. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an appreciable adverse effect on competition is considered void and may result in the imposition of substantial monetary penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services, shares the market or source of production or provision of services by way of allocation of geographical area, type of goods or services or number of customers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition. The Competition Act also prohibits abuse of a dominant position by any enterprise.

All agreements entered into by us could be within the purview of the Competition Act. We cannot predict the impact of the provisions of the Competition Act on the agreements entered into by us at this stage. We are not currently party to any outstanding proceedings, nor have we received notice in relation to non-compliance with the Competition Act or the agreements entered into by us. However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations and prospects.

42. It may not be possible for you to enforce any judgment obtained outside India against us, our management or any of our respective affiliates in India, except by way of a suit in India on such judgment.

We are incorporated under the laws of India and a majority of our Directors and executive officers reside in India. All our assets, and a substantial portion of the assets of our Directors and officers, are also located in India. As a result, you may be unable to:

- effect service of process outside of India upon us and such other persons or entities; or

- enforce in courts outside of India judgments obtained in such courts against us and such other persons or entities.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Civil Procedure Code, on a statutory basis. Section 13 of the Civil Procedure Code provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon between the same parties or parties litigating under the same title, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognize the law of India in cases in which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. However, Section 44A of the Civil Procedure Code provides that a foreign judgment rendered by a superior court (within the meaning of that section) in any jurisdiction outside India which the Government has by notification declared to be a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a competent court in India. However, Section 44A of the Civil Procedure Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalty and does not include arbitration awards.

Among other jurisdictions, the United Kingdom of Great Britain and Northern Ireland, United Arab Emirates, Republic of Singapore and Hong Kong have been declared by the Government to be reciprocating territories for the purposes of Section 44A of the Civil Procedure Code, but the USA has not been so declared. A judgment of a court in a jurisdiction which is not a reciprocating territory may be enforced only by a fresh suit upon the judgment and not by proceedings in execution. The suit must be brought in India within three years from the date of the foreign judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with public policy of India. Further, any judgment or award in a foreign currency would be converted into Rupees on the date of such judgment or award and not on the date of payment. A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to repatriate outside India any amount recovered, and any such amount may be subject to income tax in accordance with applicable laws.

43. Our Company has prepared financial statements under Ind AS. Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP.

Our Audited Consolidated Financial Statements have been prepared in accordance with Ind AS, notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). No attempt has been made to reconcile any information given in this Letter of Offer to any other accounting principles or to base the information on any other accounting standards. Ind-AS differs from other accounting principles with which prospective investors may be familiar, such as Indian GAAP, IFRS and U.S. GAAP. Accordingly, the degree to which the Audited Consolidated Financial Statements included in this Letter of Offer will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS.

44. Any downgrading of India's debt rating by an international rating agency could adversely affect our business and the price of our Equity Shares.

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect our business, our future financial performance, our shareholders' funds and the price of our Equity Shares.

Risks Relating to the Equity Shares and this Issue

45. The trading price of our Equity Shares may be subject to volatility and you may not be able to sell your Equity Shares at or above the Issue Price.

The trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, changes

in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets in general experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could adversely affect the price of our Equity Shares.

46. Investors may be subject to Indian taxes arising out of capital gains on the sale of our Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of the Equity Shares are generally taxable in India. Any gain realized on the sale of the Equity Shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the securities transaction tax has been paid on the transaction (subject to section 112A of the Income-tax Act). The securities transaction tax will be levied on and collected by an Indian stock exchange on which the Equity Shares are sold. Any gain realized on the sale of the Equity Shares held for more than 12 months, which are sold other than on a recognized stock exchange and on which no securities transaction tax has been paid, will be subject to capital gains tax in India. Further, any gain realized on the sale of the Equity Shares held for a period of 12 months or less will be subject to capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. Additionally, in terms of the Finance Act, 2018, which has been notified on March 29, 2018 with effect from April 1, 2018, the tax payable by an assessee on the capital gains arising from transfer of long term capital asset (introduced as section 112A of the Income-tax Act) shall be calculated on such long term capital gains at the rate of 10%, where the long term capital gains exceed ₹ 1,00,000, subject to certain exceptions in case of a resident individuals and HUF. Further, the Finance Act, 2019 has made various amendments in the taxation laws and has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a Depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments have been notified on December 10, 2019 and have come into effect from July 1, 2020.

47. Investors will not have the option of getting the Allotment of Rights Equity Shares in physical form.

In accordance with the SEBI ICDR Regulations, the Rights Equity Shares shall be issued only in dematerialized form. Investors will not have the option of getting the Allotment of Rights Equity Shares in physical form. The Rights Equity Shares Allotted to the Applicants who do not have demat accounts or who have not specified their demat details, will be kept in abeyance till receipt of the details of the demat account of such Applicants. For details, see "*Terms of the Issue*" on page 181. This may impact the ability of our shareholders to receive the Rights Equity Shares in the Issue.

48. We will not distribute the Letter of Offer, Abridged Letter of Offer and Application Form to certain categories of overseas Shareholders.

In accordance with the SEBI ICDR Regulations and SEBI Rights Issue Circulars, our Company will send, only through e-mail, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other Issue material to the e-mail addresses of all the Eligible Equity Shareholders who have provided their Indian addresses to our Company. Further, this Letter of Offer will be provided, only through e-mail, by the Registrar on behalf of our Company or the Lead Manager to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. Other than as indicated above, the Issue materials will not be distributed to addresses outside India on account of restrictions that apply to circulation of such materials in overseas jurisdictions. However, the Companies Act, 2013 requires companies to serve documents at any address, which may be provided by the members as well as through e-mail. Presently, there is lack of clarity under the Companies Act, 2013 and the rules made thereunder with respect to distribution of Issue materials in overseas jurisdictions where such distribution may be prohibited under the applicable laws of such jurisdictions. While we have requested all the shareholders to provide an address in India and their e-mail addresses for the purposes of distribution of Issue materials, we cannot assure you

that the regulator or authorities would not adopt a different view with respect to compliance with the Companies Act, 2013 and may subject us to fines or penalties.

49. Fluctuations in the exchange rate between the Rupee and the U.S. dollar could have an adverse effect on the value of our Equity Shares, independent of our operating results.

Our Equity Shares are quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will be paid in Indian Rupees and subsequently converted into U.S. dollars for repatriation. Any adverse movement in exchange rates during the time it takes to undertake such conversion may reduce the net dividend to investors. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by shareholders. The exchange rate between the Indian Rupee and the U.S. dollar has changed substantially in the last two decades and could fluctuate substantially in the future, which may have an adverse effect on the value of our Equity Shares and returns from our Equity Shares, independent of our operating results.

50. You may not receive the Rights Equity Shares that you subscribe in the Issue until 15 days after the date on which this Issue closes, which will subject you to market risk.

The Rights Equity Shares that you may be Allotted in the Issue may not be credited to your demat account with the Depository Participants until approximately 15 days from the Issue Closing Date. You can start trading such Rights Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Rights Equity Shares allocated to you will be credited to your demat account, or that trading in the Rights Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

51. There is no guarantee that our Rights Equity Shares will be listed, or continue to be listed, on the Indian stock exchanges in a timely manner, or at all, and prospective investors will not be able to immediately sell their Rights Equity Shares on a Stock Exchange.

In accordance with Indian law and practice, final approval for listing and trading of our Rights Equity Shares will not be applied for or granted until after our Rights Equity Shares have been issued and Allotted. Such approval will require the submission of all other relevant documents authorizing the issuance of our Right Equity Shares. Accordingly, there could be a failure or delay in listing our Rights Equity Shares on the Stock Exchanges, which would adversely affect your ability to sell our Equity Shares.

52. Your ability to acquire and sell the Rights Equity Shares offered in the Issue is restricted by the distribution, solicitation and transfer restrictions set forth in this Letter of Offer.

No actions have been taken to permit a public offering of the Rights Equity Shares offered in the Issue in any jurisdiction except India. As such, our Rights Equity Shares have not and will not be registered under the U.S. Securities Act, any state securities laws or the law of any jurisdiction other than India. Further, your ability to acquire Rights Equity Shares is restricted by the distribution and solicitation restrictions set forth in this Letter of Offer. For further information, see "*Notice to Investors*" and "*Other Regulatory and Statutory Disclosures – Selling Restrictions*" on pages 8 and 177, respectively. You are required to inform yourself about and observe these restrictions. Our representatives, our agents and us will not be obligated to recognize any acquisition, transfer or resale of the Rights Equity Shares made other than in compliance with applicable law.

53. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely affect the trading price of our Equity Shares.

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the requirements specified by the RBI. If the transfer of shares is not in compliance with such requirements or falls under any of the specified exceptions, then prior approval of the RBI will be required. In addition, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no-objection or tax clearance certificate from the income tax authority. Additionally, the Indian government may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange

rates, where the Indian government experiences extreme difficulty in stabilizing the balance of payments or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the Indian government's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

54. Any future issuance of Equity Shares by us or sales of our Equity Shares by any of our significant shareholders may adversely affect the trading price of our Equity Shares.

Any future issuance of our Equity Shares by us could dilute your shareholding. Any such future issuance of our Equity Shares or sales of our Equity Shares by any of our significant shareholders may also adversely affect the trading price of our Equity Shares and could impact our ability to raise capital through an offering of our securities. We cannot assure you that we will not issue further Equity Shares or that the shareholders will not dispose of, pledge or otherwise encumber their Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

55. Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.

Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renouncees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation (the last day for which is [•]), such Renouncee will not be able to apply in this Issue with respect to such Rights Entitlements.

56. No market for the Rights Entitlements may develop and the price of the Rights Entitlements may be volatile.

No assurance can be given that an active trading market for the Rights Entitlements will develop on the Stock Exchanges during the Renunciation Period or that there will be sufficient liquidity in Rights Entitlements trading during this period. The trading price of the Rights Entitlements will not only depend on supply and demand for the Rights Entitlements, which may be affected by factors unrelated to the trading in the Equity Shares, but also on the quoted price of the Equity Shares, amongst others. Factors affecting the volatility of the price of the Equity Shares, as described herein, may magnify the volatility of the trading price of the Rights Entitlements, and a decline in the price of the Equity Shares will have an adverse impact on the trading price of the Rights Entitlements. The trading price of the Rights Entitlements may be subject to greater price fluctuations than that of the Equity Shares.

57. The market value of the Equity Shares may fluctuate due to the volatility of the Indian securities markets.

Indian securities markets may not be comparable to, the securities markets in certain countries with more developed economies and capital markets than India. Indian stock exchanges have, in the past, experienced fluctuations in the prices of listed securities. Indian stock exchanges may also have experienced problems which, if such or similar problems were to continue or recur, could affect the market price and liquidity of the securities of Indian companies, including the Equity Shares. In addition, the governing bodies of Indian stock exchanges have, from time to time, imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Further, from time to time, disputes may have occurred between listed companies, stock exchanges and other regulatory bodies, which in some cases may have a negative effect on market sentiment.

58. There may be less information available in the Indian securities markets than in more developed securities markets in other countries.

There is a difference between the level of regulation and monitoring of the Indian securities markets and that of the activities of investors, brokers and other participants in securities markets in more developed economies. SEBI is responsible for monitoring disclosure and other regulatory standards for the Indian securities market. SEBI has issued regulations and guidelines on disclosure requirements, insider trading and other matters. There may be, however, less publicly available information about Indian companies than is regularly made available by public companies in more developed countries, which could adversely affect the market for our Equity Shares. As a result, investors may have access to less information about our business, financial condition, cash flows and results of operation, on an ongoing basis, than investors in companies subject to the reporting requirements of other more developed countries.

59. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised by any bank or financial institution or other independent agency and may be subject to change based on various factors, some of which are beyond our control.

Our funding requirements and deployment of the Net Proceeds are based on internal management estimates based on current market conditions and have not been appraised by any bank or financial institution or other independent agency. Further, in the absence of such independent appraisal, our funding requirements may be subject to change based on various factors which are beyond our control. For details, see "*Objects of the Issue*" on page 68.

60. Rights of shareholders under Indian law may be more limited than under the laws of other jurisdictions.

Our Articles of Association and Indian law govern our corporate affairs. Legal principles relating to these matters and the validity of corporate procedures, Directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a corporate entity in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as one of our shareholders than as a shareholder of a bank or corporate entity in another jurisdiction. In accordance with the provisions of the Companies Act, the voting rights of an equity shareholder in a company shall be in proportion to the share of a person in the paid-up equity share capital of that company.

61. SEBI operates an index-based market-wide circuit breaker. Any operation of a circuit breaker may adversely affect a shareholder's ability to sell, or the price at which it can sell, our Equity Shares at a particular point in time.

We are subject to an index-based market-wide circuit breaker generally imposed by SEBI on Indian stock exchanges. This may be triggered by an extremely high degree of volatility in the market activity (among other things). Due to the existence of this circuit breaker, there can be no assurance that shareholders will be able to sell our Equity Shares at their preferred price or at all at any particular point in time.

62. Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date.

In terms of the SEBI ICDR Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of such Rights Equity Shares to the Applicants' demat account with its Depository Participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation or financial condition, or other events affecting the Applicant's decision to invest in the Rights Equity Shares, would not arise between the Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares. The Applicants shall not have the right to withdraw their applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Issue Closing Date, the shareholder will be required to purchase Rights Equity Shares at a price that will be higher than the actual market price for the Equity Shares at that time. Should that occur, the shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants' ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

63. The R-WAP payment mechanism facility proposed to be used for this Issue may be exposed to risks, including risks associated with payment gateways.

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, a separate web based application platform, i.e., the R-WAP facility (accessible at www.linkintime.co.in), has been instituted for making an Application in this Issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process. On R-WAP, the resident Investors can access and fill the Application Form in electronic mode and make online payment using the internet banking or UPI facility from their own bank account thereat. For details, see "*Terms of the Issue – Procedure for Application through the R-WAP*" on page 193. Such payment gateways and mechanisms are faced with risks such as:

- keeping information technology systems aligned and up to date with the rapidly evolving technology in the payment services industries;
- scaling up technology infrastructure to meet requirements of growing volumes;
- applying risk management policy effectively to such payment mechanisms;
- keeping users' data safe and free from security breaches; and
- effectively managing payment solutions logistics and technology infrastructure.

Further, R-WAP is a new facility which has been instituted due to challenges arising out of COVID-19 pandemic. We cannot assure you that R-WAP facility will not suffer from any unanticipated system failure or breakdown or delay, including failure on part of the payment gateway, and therefore, your Application may not be completed or rejected. These risks are indicative and any failure to manage them effectively can impair the efficacy and functioning of the payment mechanism for this Issue. Since Application process through R-WAP is different from the ASBA process, there can be no assurance that investors will not find difficulties in accessing and using the RWAP facility.

64. SEBI has recently, by way of circulars dated January 22, 2020 and May 6, 2020, streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars, and in this Letter of Offer.

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI circulars dated January 22, 2020 and May 6, 2020 and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. For details, see "*Terms of the Issue*" on page 181. In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) demat suspense escrow account (namely, [●]) opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense escrow account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares currently under dispute, including any court proceedings.

65. The Eligible Equity Shareholders holding Equity Shares in physical form will have no voting rights in respect of Rights Equity Shares until they provide details of their demat account and Rights Equity Shares are transferred to such demat account from the demat suspense escrow account thereafter.

The Rights Equity Shares will be credited to a demat suspense escrow account to be opened by our Company, in case of Allotment in respect of resident Eligible Equity Shareholders holding Equity Shares in physical form and who have not provided the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date. Such Eligible Equity Shareholders are required to send, among others, details of their demat accounts to our Company or the Registrar within six months from the Allotment Date. Unless and until such Eligible Equity Shareholders provide details of their demat account and the Rights Equity Shares are transferred from demat suspense escrow account to such demat accounts thereafter, they will have no voting rights in respect of Rights Equity Shares. For details, see "*Terms of the Issue*" on page 181.

66. The Eligible Equity Shareholders holding Equity Shares in physical form and who do not provide details of their demat accounts within six months of Allotment Date, may suffer loss in case of sale of their Rights Equity Shares by our Company at the prevailing market price.

The Rights Equity Shares will be credited to a demat suspense escrow account to be opened by our Company, in case of Allotment in respect of resident Eligible Equity Shareholders holding Equity Shares in physical form and who have not provided the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date. Such Eligible Equity Shareholders are required to send, among others, details of their demat accounts to our Company or the Registrar within six months from the Allotment Date. For details, see "*Terms of the Issue*" on page 181.

Our Company (with the assistance of the Registrar) shall, after verification of the details of such demat account by the Registrar, transfer the Rights Equity Shares from the demat suspense escrow account to the demat accounts of such Eligible Equity Shareholders. In case of non-receipt of such details of demat account, our Company shall conduct a sale of such Rights Equity Shares lying in the demat suspense escrow account on the floor of the Stock Exchanges at the prevailing market price and remit the proceeds of such sale (net of brokerage, applicable taxes and administrative and incidental charges) to the bank account mentioned by the resident Eligible Equity Shareholders in their respective Application Forms and from which the payment for Application Money was made. Proceeds of such sale (net of brokerage, applicable taxes and administrative and incidental charges) may be higher or lower than the Application Money paid by such Eligible Equity Shareholders. We cannot assure you that such proceeds by way of sale of such Rights Equity Shares will be higher than the Application Money paid by you, and that you shall not suffer a loss in this regard.

Further, in case, bank accounts of the aforesaid Eligible Equity Shareholders cannot be identified due to any reason or bounce back from such bank accounts, our Company may use payment mechanisms such as cheques, demand drafts etc. to remit the proceeds of sale of the Rights Equity Shares to such Eligible Equity Shareholders. If such bank account from which Application Money was received is closed or non-operational, the sale proceeds will be transferred to IEPF in accordance with practice on Equity Shares and as per applicable law.

67. Investors will be subject to market risks until our Rights Equity Shares credited to the investors' demat account are listed and permitted to trade.

Investors can start trading our Rights Equity Shares Allotted to them only after they have been credited to an investor's demat account, are listed and permitted to trade. Since our Equity Shares are currently traded on the Stock Exchanges, investors will be subject to market risk from the date they pay for our Rights Equity Shares to the date when trading approval is granted for the same. Further, there can be no assurance that our Rights Equity Shares allocated to an investor will be credited to the investor's demat account or that trading in such Rights Equity Shares will commence in a timely manner.

68. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of our Equity Shares.

Foreign investment in Indian securities is subject to regulation by Indian regulatory authorities. Under the FDI Policy, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, foreign investment up to 100% is permitted in our sector, subject to satisfaction of certain conditions. Also, under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are permitted (subject to certain exceptions) if they comply with, among other things, the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares does not comply with such pricing guidelines or reporting requirements or falls under

any of the exceptions referred to above, then prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate any such foreign currency from India will require a no objection or a tax clearance certificate from the income tax authority. We cannot assure you that any required approval from the RBI or any other Government agency can be obtained on any particular terms or at all.

69. Overseas shareholders may not be able to participate in our Company's future rights offerings or certain other equity issues.

If our Company offers or causes to be offered to holders of its Equity Shares rights to subscribe for additional Equity Shares or any right of any other nature, our Company will have discretion as to the procedure to be followed in making such rights available to holders of the Equity Shares or in disposing of such rights for the benefit of such holders and making the net proceeds available to such holders. For instance, our Company may not offer such rights to the holders of Equity Shares who have a registered address in the United States unless:

- a registration statement is in effect, if a registration statement under the US Securities Act is required in order for our Company to offer such rights to holders and sell the securities represented by such rights; or

- the offering and sale of such rights or the underlying securities to such holders are exempt from registration under the provisions of the US Securities Act.

Our Company has no obligation to prepare or file any registration statement. Accordingly, shareholders who have a registered address in the United States may be unable to participate in future rights offerings and may experience a dilution in their holdings as a result.

70. Holders of our Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.

Under the Companies Act, a company incorporated in India must offer holders of its equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares who have voted on such resolution. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, you may suffer future dilution of your ownership position and your proportional interests in us would be reduced.

SECTION III: INTRODUCTION

THE ISSUE

This Issue has been authorised by way of a resolution dated June 10, 2020, passed by our Board, pursuant to Section 62(1)(a)and other applicable provisions of the Companies Act, 2013. The following is a summary of the Issue and should be read in conjunction with, and is qualified in its entirety by, more detailed information in the section "*Terms of the Issue*" on page 181.

Rights Equity Shares being offered by our Company	Up to [●] Rights Equity Shares
Rights Entitlements*	[●] Rights Equity Share for every [●] fully paid up Equity Shares held on the Record Date
Record Date	[●]
Issue Price	₹ [●] per Rights Equity Share (including a premium of ₹ [●] per Rights Equity Share)
Face Value per Rights Equity Share	₹ 10
Dividend	Such dividend, in proportion to the amount paid-up on the Rights Equity Shares, as may be recommended by our Board and declared by our Shareholders, as per applicable law.
Issue Size	Up to ₹ [●]* * *Assuming full subscription.*
Equity Shares subscribed, paid–up and outstanding prior to the Issue	10,87,28,049 Equity Shares
Equity Shares outstanding after the Issue (assuming full subscription for and Allotment of the Rights Equity Shares)	[●] Equity Shares
Security codes for our Equity Shares, Rights Equity Shares and Rights Entitlements	ISIN: INE852F01015 BSE: 532622 NSE: GDL ISIN for Rights Equity Shares: [●] ISIN for Rights Entitlements:[●]
Terms of the Issue	See "*Terms of the Issue*" on page 181
Use of Issue Proceeds	See "*Objects of the Issue*" on page 68
Terms of Payment	The full amount is payable on application

**For Rights Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or is not in multiples of [●], the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlements. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Rights Equity Share each, if such Eligible Equity Shareholders have applied for additional Rights Equity Shares over and above their Rights Entitlements. For details in relation Fractional Entitlements, see "Terms of the Issue – Fractional Entitlements" beginning on page 187.*

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from our Audited Consolidated Financial Statements. Our summary financial information presented below, is in ₹ / ₹ lakhs and should be read in conjunction with the Audited Consolidated Financial Statements and the notes thereto included in the section, "*Financial Statements*" on page 86.

Statement of consolidated assets and liabilities as at March 31, 2020

(₹ in lakhs)

	As at March 31, 2020
ASSETS	
Non-current assets	
Property, plant and equipment	1,43,247.22
Capital work-in-progress	542.21
Goodwill	30,315.42
Other intangible assets	2,045.77
Right-of-use assets	20,379.12
Equity Investments in Associates and Joint venture	-
Financial assets	
i. Other financial assets	3,175.23
Income tax assets (net)	2,494.20
Deferred tax assets (net)	3,200.20
Other non-current assets	2,611.40
Total non-current assets	**2,08,010.77**
Current assets	
Contract Assets	815.96
Financial assets	
i . Investments	5,973.39
ii. Trade receivables	12,976.03
iii. Cash and cash equivalents	649.03
iv. Bank balances other than (iii) above	208.41
v. Other financial assets	126.31
Other current assets	799.27
Total current assets	**21,548.40**
Non-current assets classified as Asset held for sale	14,097.31
Total assets	**2,43,656.48**
EQUITY AND LIABILITIES	
Equity	
Equity share capital	10,872.80
Other equity	
Reserves and surplus	1,20,798.09
Equity attributable to owners	**1,31,670.89**
Non-controlling interests	1,064.30
Total equity	**1,32,735.19**
LIABILITIES	
Non-current liabilities	
Financial liabilities	
i. Borrowings	64,771.40
ii. Lease Liabilities	15,240.23
Provisions	132.65
Employee benefit obligations	1,111.68
Government Grants (EPCG)	363.93
Deferred tax liabilities (net)	384.29
Total non-current liabilities	**82,004.18**

	As at March 31, 2020
Current liabilities	
Contract Liabilities	795.94
Financial liabilities	
i. Borrowings	5,070.25
ii. Lease Liabilities	3,403.08
iii. Trade payables	
-total outstanding dues of micro and small enterprises	76.64
-total outstanding dues other than micro and small enterprises	9,070.94
iv. Other financial liabilities	6,782.50
Employee benefit obligations	1,605.01
Government Grants (EPCG)	134.89
Other current liabilities	1,977.86
Income Tax Liabilities (net)	-
Total current liabilities	**28,917.11**
Total liabilities	**1,10,921.29**
Total equities and liabilities	**2,43,656.48**

Statement of consolidated profit and loss for the year ended March 31, 2020

(₹ in lakhs)

	Year ended March 31, 2020
Continuing operations	
Revenue from operations	1,29,200.74
Other income	1,755.69
Total income	**1,30,956.43**
Expenses	
Operating expenses	81,975.50
Employee benefit expense	5,976.74
Depreciation and amortisation expense	13,328.56
Other expenses	9,907.71
Finance costs	10,262.93
Total expenses	**1,21,451.44**
Profit before exceptional items, share of net profits of investments accounted for using equity method and tax from continuing operations	**9,504.99**
Share of net profit of joint ventures accounted for using the equity method	-
Profit before exceptional items and tax from continuing operations	**9,504.99**
Exceptional items	808.39
Profit before tax from continuing operations	**10,313.38**
Income tax expense	
-Current tax	2,093.31
-Adjustment of tax relating to earlier periods	(263.84)
-Deferred tax	(2,456.47)
Total tax expense	**(627.00)**
Profit for the year from continuing operations	**10,940.38**
Discontinuing operations	
Share of net profit / (loss) from discontinuing operations of associate accounted for using the Equity method	(548.39)
Profit for the year	**10,391.99**
Other comprehensive income	
Items that will not be reclassified to profit or loss	
Remeasurements of post-employment benefit obligations	(15.93)
Income tax relating to the above	2.21
Other comprehensive income for the year, net of tax	**(13.72)**
Total comprehensive income for the year	**10,378.27**
Profit is attributable to:	**10,391.99**
Equity holders of the parent*	10,302.61
Non-controlling interests	89.38
Other comprehensive income is attributable to:	**(13.72)**
Equity holders of the parent*	(13.05)
Non-controlling interests	(0.67)
Total comprehensive income is attributable to:	**10,378.27**
Equity holders of the parent*	10,289.56
Non-controlling interests	88.71
Basic & Diluted Earnings Per Share for profit from continuing operations attributable to equity holders of the parent:* (Face value Rs 10 each)	9.98
Basic & Diluted Earnings/(loss) Per Share for profit from discontinuing operations attributable to equity holders of the parent:* (Face value Rs 10 each)	(0.50)
Basic & Diluted Earnings Per Share for profit from continuing and discontinuing operations attributable to equity holders of the parent:* (Face value Rs 10 each)	9.48

**For the purposes of the above, "parent" shall be understood to mean Gateway Distriparks Limited.*

Statement of consolidated cash flow for the year ended March 31, 2020

(₹ in lakhs)

	Year ended March 31, 2020
A. Cash flow from operating activities	
Profit before tax from continuing operations	10,313.38
Profit/(Loss) before tax from discontinued operations	(548.39)
Profit before tax	**9,764.99**
Adjustments to reconcile profit before tax to net cash flows:	
Depreciation of property, plant and equipment and right-of-use assets	13,063.23
Amortisation of intangible assets	265.33
Finance costs	10,262.93
Bad debts written off and provision for doubtful debts	287.51
Interest income on fixed deposit with bank & others	(199.52)
Loss/(gain) on sale/ disposal of property, plant and equipments (net)	43.67
Exceptional item	(808.39)
Net Share of net profit of associates and joint ventures accounted for using the equity method (net of dividend received)	-
Liabilities/Provisions no longer required written back	(442.85)
Write back of provision for accrued income no longer required (net)	(150.54)
Net gain on redemption of Investments	(472.40)
Government Grant (EPCG) amortisation	(134.89)
Unwinding of discount on security deposit	(4.23)
Working capital adjustments	
(Increase)/decrease in trade receivables	(526.86)
(Increase)/decrease in contract assets	(277.69)
(Increase)/decrease in other financial assets	(91.99)
(Increase)/decrease in other non-current assets	390.20
(Increase)/decrease in other current assets	594.17
Increase/(decrease) in contract liabilities	(427.42)
Increase/(decrease) in trade payables	2,154.48
Increase/(decrease) in other financial liabilities	(182.49)
Increase/(decrease) in Employee benefit obligations	(341.65)
Increase/(decrease) in other current liabilities	822.06
Cash generated from operations	**33,587.65**
Income taxes paid	(3,325.97)
Net cash flow from operating activities [A]	**30,261.68**
B. Cash flow from investing activities	
Purchase of property, plant and equipment/ intangible assets	(4,939.54)
Proceeds from sale of non-current investments	4,538.36
Acquisition of a subsidiary, net of cash acquired	-
Proceeds from sale of current investments	13,040.20
Purchase of current investments	(14,565.00)
Interest received	74.18
Net cash flow used in investing activities [B]	**(1,851.80)**
C. Cash flow from financing activities	
Repayment of borrowings	(11,775.17)
Proceeds from borrowings	1,996.68
Repayment of lease liabilities	(4,402.86)
Dividends paid	(9,785.52)
Dividend distribution tax	(1,013.45)
Interest paid	(8,645.00)
Net cash flow from/(used) in financing activities [C]	**(33,625.32)**
Net increase/(decrease) in cash and cash equivalents [A+B+C]	**(5,215.45)**
Cash and cash equivalents at the beginning of the financial year	794.23
Cash and cash equivalents at the end of the year	**(4,421.22)**

Reconciliation of Cash and Cash Equivalents with Statement of Cash Flow	Year ended March 31, 2020
Cash Flow statement as per above comprises of the following	
Cash and cash equivalents	649.03
Bank overdrafts	(5,070.25)
Balances as per statement of cash flows	**(4,421.22)**

GENERAL INFORMATION

Our Company was incorporated as 'Gateway Distriparks Limited' on April 6, 1994, at New Delhi, as a public limited company under the Companies Act, 1956 and a certificate of incorporation was granted to our Company by the RoC, New Delhi. Our Company was granted a certificate of commencement of business by the RoC, New Delhi on October 24, 1994. For details, including reasons for change in the registered office of our Company, see "*History and Corporate Structure*" on page 80.

Registered and Corporate Office, Corporate Identity Number and Registration Number of our Company

Gateway Distriparks Limited
Sector 6, Dronagiri
Tal: Uran, Dt: Raigad
Navi Mumbai, Maharashtra – 400 707
India
CIN: L74899MH1994PLC164024
Registration Number: 164024
E-mail: investor@gateway-distriparks.com
Website: www.gateway-distriparks.com

Address of the Registrar of Companies

Our Company is registered with the RoC, Mumbai which is situated at the following address:

Registrar of Companies
Everest, 5th Floor
100, Marine Drive
Mumbai, Maharashtra – 400 002
India

Board of Directors

The following table sets out the details of our Board as of the date of this Letter of Offer:

Name	Designation	DIN	Address
Prem Kishan Dass Gupta	Chairman and Managing Director	00011670	94, Sainik Farm, Khanpur, New Delhi – 110 062, India
Ishaan Gupta	Joint Managing Director	05298583	94, Sainik Farms, Khanpur, New Delhi – 110 062, India
Mamta Gupta	Non-Executive Director	00160916	94, Sainik Farm, Khanpur, New Delhi – 110 062, India
Samvid Gupta	Additional Director (Non-Executive Director)	05320765	94, Sainik Farms, Khanpur, New Delhi – 110 062, India
Shabbir Hakimuddin Hassanbhai	Independent Director	00268133	36, Keppel Bay Drive #05-78, Caribbean at Keppel Bay – 098 653, Singapore
Bhaskar Avula Reddy	Independent Director	06554896	1-60/B/6/E-7, Rolling Hills, Opposite Ramky Towers, Gachibowli, K.V. Rangareddy, Gachibowli, Telangana – 500 032, India
Arun Kumar Gupta	Independent Director	06571270	S – 131, First Floor, Greater Kailash – 2, New Delhi – 110 048, India
Shukla Wassan	Additional Director (Independent Director)	02770898	BLD-214, The Belaire, DLF City, Phase-V, Gurgaon, Haryana – 122 011, India

Company Secretary and Compliance Officer

Veena Nair
Sector 6, Dronagiri
Tal: Uran, Dt: Raigad
Navi Mumbai, Maharashtra – 400 707

India
Telephone: + 91 (11) 2956 1070, +91 (22) 2724 6500
E-mail: investor@gateway-distriparks.com

Lead Manager to the Issue

ICICI Securities Limited
ICICI Centre, H.T. Parekh Marg
Churchgate, Mumbai
Maharashtra – 400 020, India
Telephone: +91 (22) 2288 2460
Email: gdl.rights@icicisecurities.com
Investor Grievance Email: customercare@icicisecurities.com
Contact Person: Shekher Asnani / Arjun A Mehrotra
Website: www.icicisecurities.com
SEBI Registration No.: INM000011179

Statement of responsibilities of the Lead Manager

ICICI Securities Limited is the sole Lead Manager to the Issue, and accordingly, there is no inter se allocation of responsibilities in the Issue. The details of responsibilities of the Lead Manager are as follows:

S. No.	Activity
1.	Capital structuring with the relative components and formalities such as type of instrument, number of instruments to be issued, etc.
2.	Coordination for drafting and design of the Letter of Offer as per the SEBI ICDR Regulations, SEBI LODR Regulations and other stipulated requirements and completion of filings with the Stock Exchanges and SEBI. Drafting, design and distribution of the Abridged Letter of Offer, the Application Form and memorandum containing salient features of the Letter of Offer.
3.	Drafting, design and distribution of the Rights Entitlement Form.
4.	Selection of various agencies connected with the Issue, namely Registrar to the Issue, printers, advertisement agencies, Monitoring Agency and coordination of execution of related agreements.
5.	Assist drafting and approval of all publicity material including statutory advertisement, corporate advertisement, brochure, corporate films, etc.
6.	Formulating and Coordination of International and Domestic marketing strategy.
7.	Formulating retail strategy which will cover, inter alia, distribution of publicity and Issue materials including application form, brochure and Letter of Offer and coordination for queries related to retail investors.
8.	Formulating marketing strategy which will cover, inter alia, distribution of publicity and Issue materials including application form, brochure and this Letter of Offer.
9.	Co-ordination with stock exchanges and formalities for use of online software, bidding terminal, mock trading, etc.. Submission of 1% security deposit
10.	Post-Issue activities, which shall involve essential follow-up steps including follow-up with Bankers to the Issue and the SCSBs to get quick estimates of collection and advising the Company about the closure of the Issue, based on correct figures, finalisation of the basis of Allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-issue activity such as Registrar to the Issue, Bankers to the Issue, SCSBs, etc. and coordination for filing of media compliance report, if any, release of 1% security deposit

Indian legal counsel to the Issue

Khaitan & Co
12th Floor, Ashoka Estate
24 Barakhamba Road
New Delhi – 110 001
Telephone: +91 11 4151 5454

Special Purpose International Legal Counsel to the Lead Manager

Squire Patton Boggs Singapore LLP
10 Collyer Quay
#03-01/02 Ocean Financial Centre

Singapore 049315
Republic of Singapore
Telephone: +65 6922 8668

Registrar to the Issue

Link Intime India Private Limited
C-101, 1st Floor, 247 Park
Lal Bahadur Shastri Marg, Vikhroli (West)
Mumbai, Maharashtra - 400 083, India
Telephone: +91 (22) 4918 6173 / 6174 / 6200
E-mail id: gdl.rights@linkintime.co.in
Investor grievance email: gdl.rights@linkintime.co.in
Contact person: Sumeet Deshpande
Website: www.linkintime.co.in
SEBI registration number: INR000004058

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process or R-WAP process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), E-mail address of the sole / first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of R-WAP process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process), and copy of the e-acknowledgement (in case of R-WAP process). For details on the ASBA process and R-WAP process, see "*Terms of the Issue*" on page 181.

Expert

Our Company has not included any name in this Letter of Offer as an "expert", as defined under Section 2(38) of the Companies Act, 2013.

Bankers to the Issue

[*Name of the Banker*]
[*Address of the Banker*]
Telephone:[•]
E-mail: [•]
Contact Person:[•]
Website: [•]

Bankers to our Company

[*Name of the Banker*]
[*Address of the Banker*]
Telephone: [•]
E-mail: [•]
Contact Person: [•]
Website: [•]

Designated Intermediaries

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes as updated from time to time or at such other website as may be prescribed from time to time. Further, for a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA applications from the Designated

Intermediaries and updated from time to time, please refer to the above mentioned link or any such other website as may be prescribed by SEBI from time to time.

Issue Schedule

Last Date for credit of Rights Entitlements:	[●]
Issue Opening Date:	[●]
Last Date for On Market Renunciation[#]:	[●]
Issue Closing Date*:	[●]
Finalisation of Basis of Allotment (on or about):	[●]
Date of Allotment (on or about):	[●]
Date of credit (on or about):	[●]
Date of listing (on or about):	[●]

 # Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.
** Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, *i.e.*, [●] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts at least one day before the Issue Closing Date, *i.e.*, [●]. Further, in accordance with the SEBI Rights Issue Circulars, (a) the Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date; or (b) the Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period. For details, see "*Terms of the Issue*" on page 181.

Investors are advised to ensure that the Applications are submitted on or before the Issue Closing Date. Our Company, the Lead Manager or the Registrar will not be liable for any loss on account of non-submission of Applications on or before the Issue Closing Date. Further, it is also encouraged that the applications are submitted well in advance before Issue Closing Date, due to prevailing COVID-19 related conditions. For details on submitting Application, see "*Terms of the Issue*" on page 181.

The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar at www.linkintime.co.in after keying in their respective details along with other security control measures implemented thereat. For details, see "*Terms of the Issue*" on page 181.

Credit Rating

As this Issue is for an issuance of Equity Shares, there is no requirement for credit rating for this Issue.

Debenture Trustee

As this Issue is of Equity Shares, the appointment of a debenture trustee is not required.

Monitoring Agency

Our Company has appointed [●] as the monitoring agency, in accordance with Regulation 82 of the SEBI ICDR Regulations, to monitor the utilisation of Net Proceeds. The details of the Monitoring Agency are as follows:

[*Name of the Monitoring Agency*]
[*Address of the Monitoring Agency*]
Telephone: [●]
E-mail: [●]
Contact Person: [●]
Website: [●]

Appraising Entity

None of the purposes for which the Net Proceeds are proposed to be utilised have been financially appraised by any banks or financial institution or any other independent agency.

Minimum Subscription

Pursuant to the SEBI Circular dated April 21, 2020, bearing reference no. SEBI/HO/CFD/CIR/CFD/DIL/ 67/2020 granting relaxations from certain provisions of the SEBI ICDR Regulations, if our Company does not receive the minimum subscription of 75% of the Issue Size, our Company shall refund the entire subscription amount received within 15 days from the Issue Closing Date. However, if our Company receives subscription between 75% to 90% of the Issue Size, at least 75% of the Issue Size shall be utilized for the objects of this Issue other than general corporate purposes. If there is delay in the refund of the subscription amount beyond such period as prescribed by applicable laws, our Company and Directors who are "officers in default" will pay interest for the delayed period, as prescribed under applicable laws.

Further, our Promoters have confirmed their intention to apply for, and subscribe to, additional Rights Equity Shares and to any part of the unsubscribed portion in this Issue, subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR and the SEBI Listing Regulations.

Underwriting

This Issue is not underwritten.

Filing

This Letter of Offer is being filed with the Designated Stock Exchange, SEBI, and [•], as per the provisions of the SEBI ICDR Regulations. Further, in terms of the SEBI ICDR Regulations, our Company will simultaneously while filing this Letter of Offer with the Designated Stock Exchange, submit a copy of this Letter of Offer to SEBI, through an online filing through the SEBI intermediary portal at https://siportal.sebi.gov.in in terms of the circular (No. SEBI/HO/CFD/DIL1/CIR/P/2018/011) dated January 19, 2018 issued by the SEBI. Further, in light of the SEBI notification dated March 27, 2020, our Company will submit a copy of this Letter of Offer to the email address: cfddil@sebi.gov.in.

CAPITAL STRUCTURE

The share capital of our Company as on the date of this Letter of Offer is as provided below:

(in ₹ lakhs, except share data)

		Aggregate value at face value	Aggregate value at Issue Price
1	**AUTHORISED SHARE CAPITAL**		
	12,50,00,000 Equity Shares of ₹ 10 each	12,500.00	-
2	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THIS ISSUE**		
	10,87,28,049 Equity Shares of ₹ 10 each	10,872.80	-
3	**PRESENT ISSUE IN TERMS OF THIS LETTER OF OFFER**[(1)]		
	[●] Rights Equity Shares, each at a premium of ₹ [●] per Rights Equity Share, *i.e.*, at a price of ₹ [●] per Rights Equity Share	[●]	[●]
4	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THIS ISSUE**[(2)]		
	[●] Equity Shares of ₹ 10 each	[●]	-
SECURITIES PREMIUM ACCOUNT			
Before this Issue			34,594.59
After this Issue			[●]*

(1) *This Issue has been authorised by a resolution passed by our Board at its meeting held on June 10, 2020, pursuant to Section 62(1)(a) and other applicable provisions of the Companies Act, 2013.*

(2) *Assuming full subscription for and Allotment of the Rights Equity Shares.*

** Subject to finalisation of Basis of Allotment, Allotment and deduction of Issue expenses.*

Notes to the Capital Structure

1. **Shareholding pattern of our Company as per the last quarterly filing with the Stock Exchanges in compliance with the provisions of the SEBI Listing Regulations:**

(i) The shareholding pattern of our Company as on June 30, 2020, is as follows:

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV) +(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares(XII)		Number of Shares pledged or otherwise encumbered(XIII)		Number of equity shares held in dematerialized form (XIV)
								Number of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class X (Equity)	Class Y	Total								
(A)	Promoter & Promoter Group	6	32804998	0	0	32804998	30.17	32804998	0	32804998	30.17	0	30.17	0	0	30000	0.09	32804998
(B)	Public	35338	75923051	0	0	75923051	69.83	75923051	0	75923051	69.83	0	69.83	0	0	0	0	75922934
(C)	Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total	**35344**	**108728049**	**0**	**0**	**108728049**	**100.00**	**108728049**	**0**	**108728049**	**100.00**	**0**	**100.00**	**0**	**0.00**	**3000**	**0.09**	**108727932**

(ii) Statement showing shareholding pattern of the Promoters and Promoter Group as on June 30, 2020 is as follows:

(A)	Category & Name of the shareholders (I)	Nos. of shareholder (III)	No. of fully paid up equity shares held (V)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)= (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)(VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C2)	Number of Locked in shares(XII)		Number of Shares pledged or otherwise encumbered(XIII)		Number of equity shares held in dematerialized form (XIV)
								Number of Voting Rights			Total as a % of Total Voting rights			No.(a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class X(Equity)	Class Y	Total								
(1)	**Indian**	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(a)	Individuals/Hindu undivided Family	4	5604998	0	0	5604998	5.16	5604998	0	5604998	5.16	0	5.16	0	0	0	0	5604998
	Prem Kishan Dass Gupta	1	4415000	0	0	4415000	4.06	4415000	0	4415000	4.06	0	4.06	0	0	0	0	4415000
	Mamta Gupta	1	509998	0	0	509998	0.47	509998	0	509998	0.47	0	0.47	0	0	0	0	509998
	Samvid Gupta	1	350000	0	0	350000	0.32	350000	0	350000	0.32	0	0.32	0	0	0	0	350000
	Ishaan Gupta	1	330000	0	0	330000	0.3	330000	0	330000	0.3	0	0.3	0	0	0	0	330000
(b)	Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Any Other (specify)	2	27200000	0	0	27200000	25.02	27200000	0	27200000	25.02	0	25.02	0	0	30000	0.11	27200000
	i) Bodies Corporate	2	27200000	0	0	27200000	25.02	27200000	0	27200000	25.02	0	25.02	0	0	30000	0.12	27200000
	Prism International Private Limited	1	24900000	0	0	24900000	22.9	24900000	0	24900000	22.9	0	22.9	0	0	30000	0.12	24900000
	Perfect Communications Private Limited	1	2300000	0	0	2300000	2.12	2300000	0	2300000	2.12	0	2.12	0	0	0	0	2300000
	Sub-Total (A)(1)	6	32804998	0	0	32804998	30.17	32804998	0	32804998	30.17	0	30.17	0	0	30000	0.09	32804998
(2)	**Foreign**	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	Government	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

(A)	Category & Name of the shareholders (I)	Nos. of shareholder (III)	No. of fully paid up equity shares held (V)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)= (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)(VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C2)	Number of Locked in shares(XII)		Number of Shares pledged or otherwise encumbered(XIII)		Number of equity shares held in dematerialized form (XIV)
								Number of Voting Rights			Total as a % of Total Voting rights			No.(a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class X(Equity)	Class Y	Total								
(e)	Any Other (specify)																	
	Sub-Total (A)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**6**	**32804998**	**0**	**0**	**32804998**	**30.17**	**32804998**	**0**	**32804998**	**30.17**	**0**	**30.17**	**0**	**0.00**	**30000**	**0.09**	**32804998**

(iii) Statement showing shareholding pattern of the public shareholders of the total number of Equity Shares as on June 30, 2020 is as follows:

(B)	Category & Name of the shareholders (I)	Nos. of shareholder (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C2)	Number of Locked in shares(XII)		Number of Shares pledged or otherwise encumbered(XIII)		Number of equity shares held in dematerialized form (XIV)
								Number of Voting Rights			Total as a % of Total Voting rights			No.(a)	As a % of total Shares held (b)	No. (Not applicable) (a)	As a % of total Shares held (Not applicable) (b)	
								Class X(Equity)	Class Y	Total								
(1)	**Institutions**	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		0
(a)	Mutual Funds/UTI	5	20702096	0	0	20702096	19.04	20702096	0	20702096	19.04	0	19.04	0	0	0		20702096
	Icici Prudential Value Discovery Fund	1	9444665	0	0	9444665	8.69	9444665	0	9444665	8.69	0	8.69	0	0	0		9444665
	Mirae Asset Emerging Bluechip Fund	1	7974743	0	0	7974743	7.33	7974743	0	7974743	7.33	0	7.33	0	0	0		7974743
	Franklin Build India Fund	1	1300000	0	0	1300000	1.2	1300000	0	1300000	1.2	0	1.2	0	0	0		1300000
	Sbi Contra Fund	1	1197885	0	0	1197885	1.1	1197885	0	1197885	1.1	0	1.1	0	0	0		1197885
(b)	Venture Capital Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		0
(c)	Alternate Investment Funds	2	408974	0	0	408974	0.38	408974	0	408974	0.38	0	0.38	0	0	0		408974
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		0
(e)	Foreign Portfolio Investors	50	29248662	0	0	29248662	26.9	29248662	0	29248662	26.9	0	26.9	0	0	0		29248662
	Amansa Holdings Private Limited	1	9778635	0	0	9778635	8.99	9778635	0	9778635	8.99	0	8.99	0	0	0		9778635
	Kuwait Investment Authority Fund 225	1	3725598	0	0	3725598	3.43	3725598	0	3725598	3.43	0	3.43	0	0	0		3725598
	Eastspring Investments India Infrastructure Equity Open Limited	1	1802863	0	0	1802863	1.66	1802863	0	1802863	1.66	0	1.66	0	0	0		1802863
	Schroder International Selection Fund Asian Smaller Companies	1	1708170	0	0	1708170	1.57	1708170	0	1708170	1.57	0	1.57	0	0	0		1708170
	Mirae Asset India Mid Cap Equity Fund	1	1472981	0	0	1472981	1.35	1472981	0	1472981	1.35	0	1.35	0	0	0		1472981
	Tkp Investments Bv - Aegon Custody B.V. Re Mm Equity Small Cap Fund	1	1362042	0	0	1362042	1.25	1362042	0	1362042	1.25	0	1.25	0	0	0		1362042
	Schroder Small Cap Discovery Fund	1	1267372	0	0	1267372	1.17	1267372	0	1267372	1.17	0	1.17	0	0			1267372

(B)	Category & Name of the shareholders (I)	Nos. of shareholder (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C2)	Number of Locked in shares(XII)		Number of Shares pledged or otherwise encumbered(XIII)		Number of equity shares held in dematerialized form (XIV)
								Number of Voting Rights			Total as a % of Total Voting rights			No.(a)	As a % of total Shares held (b)	No. (Not applicable) (a)	As a % of total Shares held (Not applicable) (b)	
								Class X(Equity)	Class Y	Total								
	Mirae Asset India Small-Mid Cap Focus Equity Master Investment Trust	1	1219803	0	0	1219803	1.12	1219803	0	1219803	1.12	0	1.12	0	0	0		1219803
(f)	Financial Institutions/ Banks	4	7749376	0	0	7749376	7.13	7749376	0	7749376	7.13	0	7.13	0	0	0		7749376
	Life Insurance Corporation Of India	1	7701279	0	0	7701279	7.08	7701279	0	7701279	7.08	0	7.08	0	0	0		7701279
(g)	Insurance Companies	3	2552700	0	0	2552700	2.35	2552700	0	2552700	2.35	0	2.35	0	0	0		2552700
	General Insurance Corporation Of India	1	1320000	0	0	1320000	1.21	1320000	0	1320000	1.21	0	1.21	0	0	0		1320000
(h)	Provident Funds/ Pension Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		0
(i)	**Any Other (specify)**	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		0
	Sub-Total (B)(1)	64	60661808	0	0	60661808	55.79	60661808	0	60661808	55.79	0	55.79	0	0	0		60661808
(2)	**Central Government/ State Government(s)/ President of India**	1	1000	0	0	1000	0	1000	0	1000	0	0	0	0	0	0		1000
	Sub-Total (B)(2)	1	1000	0	0	1000	0	1000	0	1000	0	0	0	0	0	0		1000
(3)	**Non-institutions**	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		0
(a)	**Individuals**	33096	11760923	0	0	11760923	10.81	11760923	0	11760923	10.81	0	10.81	0	0	0		11760923
	i) Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	33054	8766438	0	0	8766438	8.06	8766438	0	8766438	8.06	0	8.06	0	0	0		8766438
	ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	42	2994485	0	0	2994485	2.75	2994485	0	2994485	2.75	0	2.75	0	0	0		2994485
(b)	NBFCs registered with RBI	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		0
(c)	Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		0
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		0
(e)	**Any Other (specify)**	2177	3499320	0	0	3499320	3.22	3499320	0	3499320	3.22	0	3.22	0	0	0		3499208

(B)	Category & Name of the shareholders (I)	Nos. of shareholder (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C2)	Number of Locked in shares(XII)		Number of Shares pledged or otherwise encumbered(XIII)		Number of equity shares held in dematerialized form (XIV)
								Number of Voting Rights			Total as a % of Total Voting rights			No.(a)	As a % of total Shares held (b)	No. (Not applicable) (a)	As a % of total Shares held (Not applicable) (b)	
								Class X(Equity)	Class Y	Total								
	i) Bodies Corporate	354	955954	0	0	955954	0.88	955954	0	955954	0.88	0	0.88	0	0		0	955842
	ii) Clearing Members	70	87457	0	0	87457	0.08	87457	0	87457	0.08	0	0.08	0	0		0	87457
	iii) Director or Director's Relative	1	471	0	0	471	0	471	0	471	0	0	0	0	0		0	471
	iv) Employees	9	960038	0	0	960038	0.88	960038	0	960038	0.88	0	0.88	0	0		0	960038
	v)HUF	863	516685	0	0	516685	0.48	516685	0	516685	0.48	0	0.48	0	0		0	516685
	vi) IEPF	1	15228	0	0	15228	0.01	15228	0	15228	0.01	0	0.01	0	0		0	15228
	vii) Non- resident Indian	878	962436	0	0	962436	0.89	962436	0	962436	0.89	0	0.89	0	0		0	962436
	viii) Trusts	1	1051	0	0	1051	0	1051	0	1051	0	0	0	0	0		0	1051
	Sub-Total (B)(3)	35273	15260243	0	0	15260243	14.04	15260243	0	15260243	14.04	0	14.04	0	0		0	15260126
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	**35338**	**75923051**	**0**	**0**	**75923051**	**69.83**	**75923051**	**0**	**75923051**	**69.83**	**0**	**69.83**	**0**	**0.00**		**0**	**75922934**

Details of shares which remain unclaimed with details of such number of shareholders, outstanding shares held in demat / unclaimed suspense account, voting rights which are frozen etc.	
No. of shareholders	**No of shares held**
1	112

(iv) Statement showing shareholding pattern of the non-Promoter and non-public shareholders of our Company as on June 30, 2020 is as follows:

(C)	Category & Name of the shareholders (I)	Nos. of shareholder (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)= (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)(VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) as a % of (A+B+C2)	Number of Locked in shares(XII)		Number of Shares pledged or otherwise encumbered(XIII)		Number of equity shares held in dematerialized form (XIV)
								Number of Voting Rights			Total as a % of Total Voting rights			No.	As a % of total Shares held	No. (Not applicable)	As a % of total Shares held (Not applicable)	
								Class X	Class Y	Total								
(1)	Custodian/DR Holder	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		0
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		0
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**		**0**

(v) Statement showing details of significant beneficial owners as on June 30, 2020 is as follows:

S. No	Details of the Significant Beneficial Owner(SBO) (I)		Details of the registered owner (II)		Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect*: (III)					Date of creation / acquisition of significant beneficial interest (IV)
	Name	Nationality	Name	Nationality	Shares (%)	Voting rights (%)	Rights on distributable (%) Dividend or any other Distribution	Exercise of control	Exercise of significant Influence	
1	-	-	-	-	-	-	-	-	-	-

2. Except as disclosed below, no Equity Shares have been acquired by our Promoters or members of the Promoter Group in the last one year immediately preceding the date of this Letter of Offer:

Name of the Promoter / member of the Promoter Group	Date of the transaction	Number of Equity Shares acquired	Nature of transaction
Promoter			
Perfect Communications Private Limited	March 24, 2020	21,745	Market purchase
	March 25, 2020	43,255	
	March 26, 2020	75,832	
	March 27, 2020	44,168	

3. Except as disclosed below, no Equity Shares held by our Promoters or members of the Promoter Group have been locked-in, pledged or encumbered as of the date of this Letter of Offer:

As on June 30, 2020, an aggregate of 30,000 Equity Shares held by our Promoters and members of our Promoter Group, representing 0.03% of the paid-up equity share capital of our Company and representing 0.09% of the aggregate holding of Equity Shares by our Promoters and Promoter Group, were pledged for the purposes of securing certain loans taken by one of our Promoters.

4. **Details of options and convertible securities outstanding as on the date of this Letter of Offer**

There are no outstanding options or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments convertible into our Equity Shares as on the date of this Letter of Offer.

5. **Subscription to the Issue by our Promoters and Promoter Group**

Our Promoters and Promoter Group, by way of their letters dated [●] (the "**Promoters and Promoter Group Letters**"), have confirmed (i) to subscribe, to the full extent of their Rights Entitlements and have also confirmed that they shall not renounce their Rights Entitlements; and (ii) to subscribe to Rights Equity Shares for the Rights Entitlements, if any, which are renounced in their favour. Further, our Promoters have confirmed their intention to apply for, and subscribe to, additional Rights Equity Shares and to any part of the unsubscribed portion in this Issue, subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR and the SEBI Listing Regulations.

The acquisition of Rights Equity Shares by our Promoters and members of our Promoter Group, over and above their Rights Entitlements, as applicable, or subscription to the unsubscribed portion of this Issue, shall not result in a change of control of the management of our Company. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

6. The ex-rights price of the Rights Equity Shares, as computed in accordance with Regulation 10(4)(b) of the SEBI Takeover Regulations is ₹ [●] per Equity Share.

7. All Equity Shares are fully paid-up and there are no partly paid-up Equity Shares outstanding as on the date of this Letter of Offer. The Rights Equity Shares, when issued, shall be fully paid-up. For details on the terms of this Issue, see "*Terms of the Issue*" on page 181.

8. At any given time, there shall be only one denomination of the Equity Shares.

9. **Details of the Shareholders holding more than 1% of the issued and paid-up Equity Share capital**

The table below sets forth details of shareholders of our Company holding more than 1% of the issued and paid-up Equity Share capital of our Company, as on June 30, 2020:

S.No	Name of Shareholder	Number of Equity Shares held	Percentage of Equity Shares held (%)
1.	Prism International Private Limited	2,49,00,000	22.90
2.	Amansa Holdings Private Limited	97,78,635	8.99
3.	Life Insurance Corporation of India	55,43,852	5.10
4.	Mirae Asset Emerging Bluechip Fund	53,31,552	4.90
5.	ICICI Prudential Value Discovery Fund	52,94,368	4.87
6.	Prem Kishan Dass Gupta	44,15,000	4.06
7.	Kuwait Investment Authority Fund 225	37,25,598	3.43
8.	Perfect Communications Private Limited	23,00,000	2.12
9.	Life Insurance Corporation of India P & Gs Fund	21,55,427	1.98
10.	Mirae Asset Tax Saver Fund	20,57,177	1.89
11.	Eastspring Investments India Infrastructure Equity Open Limited	18,02,863	1.66
12.	Schroder International Selection Fund Asian Smaller Companies	17,08,170	1.57
13.	ICICI Prudential Smallcap Fund	16,60,278	1.53
14.	Mirae Asset India Mid Cap Equity Fund	14,72,981	1.35
15.	TKP Investments Bv - Aegon Custody B.V. Re Mm Equity Small Cap Fund	13,62,042	1.25
16.	General Insurance Corporation of India	13,20,000	1.21
17.	Franklin Build India Fund	13,00,000	1.20
18.	Schroder Small Cap Discovery Fund	12,67,372	1.17
19.	Mirae Asset India Small-Mid Cap Focus Equity Master Investment Trust	12,19,803	1.12
20.	SBI Contra Fund	11,97,885	1.10
21.	ICICI Prudential Infrastructure Fund	11,66,072	1.07
Total		8,09,79,075	74.48

OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds from this Issue towards the following objects:

1. Repayment / prepayment, in full or in part, of certain borrowings availed by our Company; and
2. General corporate purposes.

Our objects, as stated in our Memorandum of Association, enable our Company to undertake (i) our existing activities; (ii) the activities for which the funds are being raised by our Company through this Issue; and (iii) the activities for which the borrowings proposed to be repaid/ prepaid from the Net Proceeds, were utilised.

Issue Proceeds

The details of the Issue Proceeds are set forth in the table below:

(in ₹ lakhs)

Particulars	Amount
Gross Proceeds from this Issue*	[●]
Less: Estimated Issue related expenses	[●]
Net Proceeds	[●]

**Assuming full subscription and Allotment of the Rights Equity Shares.*

Requirement of funds and utilisation of Net Proceeds

The proposed utilization of the Net Proceeds by our Company is set forth in the table below:

(in ₹ lakhs)

Particulars	Amount
Repayment / prepayment, in full or in part, of certain borrowings availed by our Company	[●]
General corporate purposes*	[●]
Total Net Proceeds**	[●]

**Subject to the finalization of the Basis of Allotment and the Allotment of the Rights Equity Shares. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds. Further, if our Company receives subscription between 75% to 90% of the Issue Size, at least 75% of the Issue Size shall be utilized for the objects of this Issue other than general corporate purposes.*

***Assuming full subscription and Allotment of the Rights Equity Shares.*

There are no material existing or anticipated transactions in relation to utilization of Net Proceeds between us and our Promoters, Directors, key managerial personnel or Associates.

Means of Finance

The funding requirements mentioned above are based on our Company's internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise these estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment, costs of commodities or interest rate fluctuations. We intend to finance the abovementioned objects from the Net Proceeds. Accordingly, our Company is not required to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue. Further, our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our management. If additional funds are required for the purposes mentioned above, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them.

Details of the objects of this Issue

The details in relation to objects of this Issue are set forth herein below.

1. Repayment / prepayment, in full or in part, of certain borrowings availed by our Company

Our Company has entered into various financing arrangements including borrowings in the form of term loans, cash credit facilities, letters of credit, and non-convertible debentures.

Our Company proposes to utilise an amount of ₹ [●] lakhs out of the Net Proceeds towards repayment / prepayment in part or full of the borrowings listed in the table below.

Our Company proposes to repay / prepay either fully or partly the following borrowings, subject to terms and conditions stated above:

S. No.	Name of the lender	Nature of borrowing and date of the document	Purpose	Amount sanctioned	Amount outstanding as at June 30, 2020	Rate of interest / coupon rate	Pre-payment / repayment penalty	Repayment date / schedule	Amount proposed to be repaid / prepaid
				(in ₹ lakhs)					
1.	Holders of the Sub-Series A1 NCDs	Rated, listed, secured, redeemable, non-convertible debentures of our Company of face value of ₹ 10.00 lakh bearing a coupon rate of 11.50% per annum Debenture trust deed dated March 27, 2019	Firstly, towards completion of the acquisition of compulsorily convertible preference shares held in GRFL. Thereafter, towards: (i) financing existing debt of our Company, (ii) setting aside of the debt service reserve amount, (iii) general corporate purposes, and (iv) other incidental costs of the issue, in accordance with applicable law.	25,000.00	11,500.00	11.50%	Nil	April 7, 2021	[●]
Total				25,000.00	11,500.00				[●]

**Amit Ray & Company, Independent Chartered Accountants, pursuant to their certificate dated [●], 2020 have confirmed that these borrowings have been utilized for the purposes for which they were availed, as provided in the relevant borrowing documents.*

2. General corporate purposes

Our Company intends to deploy the balance Net Proceeds towards general corporate purposes, subject to such utilization not exceeding 25% of the Issue Proceeds (or such amount as is left over after 75% of the Issue Size is utilised for the other objects of the Issue, in the event our Company receives subscription between 75% and 90% for the Issue), in compliance with applicable laws, to drive our business growth, including, amongst other things, (i) funding growth opportunities, including strategic initiatives; (ii) acquiring assets, such as plant and machinery, furniture and fixtures, and intangibles; (iii) working capital requirements; (iv) repayment / prepayment of loans; (v) servicing of borrowings including payment of interest; (vi) meeting of exigencies which our Company may face in the course of any business; and (vii) any other purpose as permitted by applicable laws and as approved by our Board or a duly appointed committee thereof.

Deployment of funds

(in ₹ lakhs)

Particulars	Amount proposed to be funded from Net Proceeds	Proposed schedule for deployment of the Net Proceeds at Application[#]
		Fiscal 2021
Repayment / prepayment, in full or in part, of certain borrowings availed by our Company	[●]	[●]
General corporate purposes	[●]	[●]
Total	[●]	[●]

The above-stated proposed deployment of funds from the Net Proceeds are based on internal management estimates based on current market conditions and have not been appraised by any bank or financial institution or other independent agency. Our management, in response to the competitive and dynamic nature of our industry, as well as on account of various factors beyond our control, such as market conditions, competitive environment, costs of commodities, interest or exchange rate fluctuations, will have the discretion to revise our business plan from time to time and consequently our funding requirement and deployment of funds may change. This may also include rescheduling the proposed utilization of Net Proceeds and increasing or decreasing expenditure for a particular project. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. In case of a shortfall in the Net Proceeds, our management may explore a range of options including utilizing our internal accruals or seeking debt from future lenders. Our management expects that such alternate arrangements would be available to fund any such shortfall. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount in the subsequent Fiscals.

Estimated Issue-related expenses

The total expenses of this Issue are estimated to be ₹ [●] lakhs. The break-up of the Issue expenses is as follows:

(unless otherwise specified, in ₹ lakhs)

S. No.	Particulars	Amount	Percentage of total estimated Issue expenditure (%)	Percentage of Issue Size (%)[#]
1.	Fee of the Lead Manager	[●]	[●]	[●]
2.	Brokerage, selling commission and upload fees	[●]	[●]	[●]
3.	Fee of the Registrar to the Issue	[●]	[●]	[●]
4.	Fee to the legal advisors, other professional service providers and statutory fee	[●]	[●]	[●]
5.	Advertising, marketing expenses, shareholder outreach, *etc.*	[●]	[●]	[●]
6.	Fees payable to regulators, including depositories, Stock Exchanges and SEBI	[●]	[●]	[●]
7.	Printing and distribution of stationery	[●]	[●]	[●]
8.	Other expenses (including miscellaneous expenses and stamp duty)	[●]	[●]	[●]
Total estimated Issue related expenses*		[●]	[●]	[●]

** Subject to finalisation of Basis of Allotment. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards general corporate purposes. All Issue related expenses will be paid out of the Gross Proceeds received at the time of receipt of the Initial Subscription Amount to the Rights Equity Shares.*

[#] Assuming full subscription.

Bridge Financing Facilities

Our Company has not availed any bridge loans from any banks or financial institutions as on the date of this Letter of Offer, which are proposed to be repaid from the Net Proceeds.

Interim Use of Net Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company intends and will deposit the Net Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board.

Monitoring utilization of funds from the Issue

Our Company has appointed [●] as the Monitoring Agency for this Issue. Our Board and the Monitoring Agency will monitor the utilization of Net Proceeds and the Monitoring Agency will submit its report to our Board in terms of Regulation 82 of the SEBI ICDR Regulations. Our Company will disclose the utilization of the Net Proceeds under a separate head along with details in our balance sheet(s) along with relevant details for all the amounts that have not been utilized and will indicate instances, if any, of unutilised Net Proceeds in our balance sheet for the relevant Fiscals post receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 82(4) of the SEBI ICDR Regulations and Regulation 32 of the SEBI Listing Regulations, our Company shall, within 45 days from the end of each quarter, publicly disseminate the report of the Monitoring Agency on our website as well as submit the same to the Stock Exchanges, including the statement indicating deviations, if any, in the use of proceeds from the objects stated above. Such statement of deviation shall be placed before our Audit Committee for review, before its submission to Stock Exchanges. The Monitoring Agency shall submit its report to our Company, on a quarterly basis, until at least 95% of the proceeds of this Issue, excluding the proceeds raised for general corporate purposes, have been utilized.

Pursuant to Regulation 32 of the SEBI Listing Regulations, our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated above and place it before our Audit Committee, until such time the full money raised through this Issue has been fully utilized. The statement shall be certified by the Statutory Auditors. Our Audit Committee shall review the report submitted by the Monitoring Agency and make recommendations to our Board for further action, if appropriate

Appraising entity

None of the objects of this Issue, for which the Net Proceeds will be utilized, have been appraised.

Strategic or financial partners

There are no strategic or financial partners to the objects of the Issue.

Interest of Promoters, Promoter Group and Directors, as applicable to the objects of the Issue

No part of the proceeds of this Issue will be paid by our Company to our Promoters, the members of our Promoter Group, or our Directors.

STATEMENT OF SPECIAL TAX BENEFITS

Statement of Possible Special Tax Benefits available to Gateway Distriparks Limited and its shareholders and its material subsidiary under the applicable laws in India

The Board of Directors
Gateway Distriparks Limited
Sector - 6, Dronagiri
Taluka - Uran, District Raigad
Navi Mumbai - 400 707
Maharashtra, India

Dear Sirs,

Statement of Possible Special Tax Benefits available to Gateway Distriparks Limited and its shareholders and its material subsidiary, Gateway Rail Freight Limited, under the Indian tax laws

1. We hereby confirm that the enclosed Annexures, prepared by Gateway Distriparks Limited ('the Company'), provides the possible special tax benefits available to the Company and to the shareholders of the Company, as stated in Annexure 1 and 2, and its material subsidiary, Gateway Rail Freight Limited ('the subsidiary company') as stated in Annexure 3 and 4, under:
   - the Income-tax Act, 1961 ('the Act') as proposed by the Finance Bill, 2020 applicable for the Financial Year 2020-21 relevant to the Assessment Year 2021-22, presently in force in India (Statement-1); and
   - the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 ("GST Act"), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act") as proposed by the Finance Bill 2020, i.e., applicable for the Financial Year 2020-21 relevant to the assessment year 2021-22, presently in force in India.

   Several of these benefits are dependent on the Company or its shareholders or its subsidiary company fulfilling the conditions prescribed under the relevant provisions of the Indian tax laws. Hence, the ability of the Company and / or its shareholders / or its subsidiary company to derive the special tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders or its subsidiary may or may not choose to fulfil.
2. The benefits discussed in the enclosed statements are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these statements are only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.
3. We do not express any opinion or provide any assurance as to whether:
   (i) the Company or its shareholders or its subsidiary company will continue to obtain these benefits in future;
   (ii) the conditions prescribed for availing the special tax benefits have been / would be met with; and
   (iii) the revenue authorities/courts will concur with the views expressed herein.
4. The contents of the enclosed Annexures are based on information, explanations and representations obtained from the Company and its subsidiary company and on the basis of their understanding of the business activities and operations of the Company and its subsidiary company.
5. This Statement is issued solely for inclusion in the letter of offer in connection with the proposed rights issue of equity shares of the Company and is not to be used, referred to or distributed for any other purpose.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

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per Vishal Sharma
Partner

Membership Number: 096766
UDIN: [●]
Place of Signature: Faridabad
Date: July [●], 2020

ANNEXURE 1 TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO GATEWAY DISTRIPARKS LIMITED ("THE COMPANY") AND ITS SHAREHOLDERS

I. UNDER THE INCOME-TAX ACT, 1961 (hereinafter referred to as 'the Act'), as amended by the Finance Act 2020, applicable for Financial Year 2020-21 relevant to Assessment Year 2021-22

1. Special tax benefits available to the Company under the Act

Lower corporate tax rate under Section 115BAA

A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 ("the Amendment Act, 2019") w.e.f. April 1, 2020 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.17% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/incentives (e.g. deduction under Section 10AA, 32(1)(iia), 33ABA, 35(2AB), 80-IA etc.)

The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax ("MAT") under Section 115JB. The CBDT has further issued Circular 29/2019 dated October 02, 2019 clarifying that since the MAT provisions under Section 115JB itself would not apply where a domestic company exercises option of lower tax rate under Section 115BAA, MAT credit would not be available. Corresponding amendment has been inserted under Section 115JAA dealing with MAT credit.

The Company has already exercised the above option to avail benefit of lower tax rate.

2. Special tax benefits available to Shareholders

There are no special direct tax benefits available to the shareholders of the Company.

NOTES:

1. The above statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

2. The above statement covers only certain special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This statement also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.

3. The above statement of possible special tax benefits is as per the current direct tax laws relevant for the assessment year 2021-22. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.

4. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.

5. The Company has evaluated and decided to exercise the option permitted under Section 115BAA of the Act for the purpose of computing its income-tax liability for the Financial Year 2019-20 and accordingly, the special direct tax benefits, available for Financial Year 2020-21, are captured to the extent the same are relevant to a Company exercising such option.

6. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

7. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are

subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

ANNEXURE 2 TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO GATEWAY DISTRIPARKS LIMITED ("THE COMPANY") AND ITS SHAREHOLDERS

I. Under the Central Goods And Services Tax Act, 2017/ Integrated Goods And Services Tax Act, 2017 relevant State Goods and Services Tax Act (SGST) read with rules, circulars, and notifications ("GST law")**, the Customs Act, 1962, Customs Tariff Act, 1975 ("Customs law")** ***(herein collectively referred as "indirect tax laws")***

1. Special indirect tax benefits available to the Company

There are no special indirect tax benefits available to the Company under GST law

2. Special indirect tax benefits available to Shareholders

The Shareholders of the Company are not entitled to any special indirect tax benefits under indirect tax laws

NOTES:

1. These benefits are dependent on the Company fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.

2. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

3. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

ANNEXURE 3 TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO GATEWAY RAIL FREIGHT LIMITED ("THE COMPANY") AND ITS SHAREHOLDERS

I. UNDER THE INCOME-TAX ACT, 1961 (hereinafter referred to as 'the Act'), as amended by the Finance Act 2020, applicable for Financial Year 2020-21 relevant to Assessment Year 2021-22

1. Special direct tax benefits available to the Company under the Act

A. Lower corporate tax rate under Section 115BAA

A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 ("the Amendment Act, 2019") w.e.f. April 1, 2020 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.17% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/incentives (e.g. deduction under Section 10AA, 32(1)(iia), 33ABA, 35(2AB), 80-IA etc.)

The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax ("MAT") under Section 115JB. The CBDT has further issued Circular 29/2019 dated October 02, 2019 clarifying that since the MAT provisions under Section 115JB itself would not apply where a domestic company exercises option of lower tax rate under Section 115BAA, MAT credit would not be available. Corresponding amendment has been inserted under Section 115JAA dealing with MAT credit.

Since, the Company is availing benefit under Section 80IA of the Income Tax Act and also has accumulated MAT Credit. Hence, the above option will not be beneficial for the Company.

B. Deductions from Gross Total Income

Section 80IA – Deduction in respect of profits from Infrastructure Facility

The Company is engaged in the business of Inter-model transportation of goods by rail and road, storage, warehousing and handling of containerized cargo. For the said business the Company is running its Rail Operation PAN India and having Inland Container Depots (ICDs) at Garhi (Gurugram), Viramgam (Gujarat), Piyala (Faridabad) and Sahnewal (Punjab).

The Company is entitled to claim 100% deduction of the profits earned in its two ICDs (ICD Piyala and ICD Sahnewal) under Section 80IA of the Act, for any ten consecutive assessment year out of fifteen years from the year in which the Company begins to operate its ICDs. In case of Rail operations, the Company is entitled to claim 100% deduction of the profits earned in rail operations for ten consecutive assessment year out of twenty years from the year in which company began it rail operations.

The Company started its Rail Operations from 1st June 2007 and started taking exemption under this section from AY 2018-19 and can take exemption up to AY 2027-28.

The Company started its Operation at ICD Ludhiana from 28th April 2009 and started taking deduction under this section from AY 2018-19 and can take exemption up to AY 2024-25. For ICD located at Faridabad, the Company started its operations from 28th October 2013, the company is eligible to take deduction for 10 years in a block of 15 years and Company is eligible for 80IA deduction from AY 2019-20 and can take up to AY 2028-29.

2. Special direct tax benefits available to Shareholders

There are no special direct tax benefits available to the shareholders of the Company.

NOTES:

1. The above statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

2. The above statement covers only certain special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This statement also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.

3. The above statement of possible special tax benefits is as per the current direct tax laws relevant for the assessment year 2021-22. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.

4. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.

5. The Company has evaluated and decided not to exercise the option permitted under Section 115BAA of the Act for the purpose of computing its income-tax liability for the Financial Year 2019-20.

6. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

7. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

ANNEXURE 4 TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO GATEWAY RAIL FREIGHT LIMITED ("THE COMPANY") AND ITS SHAREHOLDERS

I. Under the Central Goods And Services Tax Act, 2017/ Integrated Goods And Services Tax Act, 2017 relevant State Goods and Services Tax Act (SGST) read with rules, circulars, and notifications ("GST law")**, the Customs Act, 1962, Customs Tariff Act, 1975 ("Customs law")** ***(herein collectively referred as "indirect tax laws")***

1. Special indirect tax benefits available to the Company

- There are no special indirect tax benefits available to the Company under GST law

2. Special indirect tax benefits available to Shareholders

- The Shareholders of the Company are not entitled to any special tax benefits under indirect tax laws

NOTES:

1. These benefits are dependent on the Company fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.

2. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

3. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

SECTION IV: ABOUT OUR COMPANY

HISTORY AND CORPORATE STRUCTURE

Brief history of our Company

Our Company was incorporated as 'Gateway Distriparks Limited' on April 6, 1994, at New Delhi, as a public limited company under the Companies Act, 1956 and a certificate of incorporation was granted to our Company by the RoC, New Delhi. Our Company was granted a certificate of commencement of business by the RoC, New Delhi on October 24, 1994.

The Equity Shares of our Company were listed on the Stock Exchanges on March 31, 2005.

Changes to the address of our registered office

The details of changes in the registered office of our Company are set forth below:

Date of Change of Registered Office	Details of the Address of Registered Office	Reason(s) for Change
July 28, 2006	Registered office of our Company was changed from R-215, 1st Floor, Greater Kailash – I, New Delhi – 110 048, India to Sector 6, Dronagiri, Tal: Uran, Dt: Raigad, Navi Mumbai, Maharashtra – 400 707, India	Administrative convenience

Main objects of our Company

The main objects of our Company as contained in our Memorandum of Association are as follows:

1. *"To develop, equip, manage, acquire, establish or otherwise to acquire on case and bounded warehouses container freight station, container depot and transportation facilities, to provide bonded and general warehousing container repair, container storage, packing, unpacking and transport facilities for all kinds of goods, merchandise, commodities, link stock and all kinds of things and materials, machinery, equipment and vehicles.*

2. *To act as commission agent, consultant and liaison agent in respect of services referred to in sub clause (1) above and for the development and maintenance of these services.*

3. *To carry on business clearing and forwarding agent, shipping agents and cargo agents whether within or outside the territories of India or to appoint clearing agents, shipping agents and cargo agents on commission basis or on behalf of other parties."*

The main objects as contained in our Memorandum of Association enable our Company to carry on our existing businesses.

Major events and milestones

Our Company was originally incorporated as 'Gateway Distriparks Limited' on April 6, 1994 and was listed on the Stock Exchanges on March 31, 2005. The table below sets forth some of the major events and milestones of our Company:

Calendar year	Particulars
1994	Our Company was incorporated as a public limited company
1999	Commencement of operations at the Navi Mumbai – I CFS
2005	Listing of the Equity Shares on the Stock Exchanges
	Commencement of operations at the Visakhapatnam CFS
	Listing of global depository receipts issued by our Company on the Luxembourg Stock Exchange
2007	Our Company entered into an agreement with Punjab Conware and was handed over the Navi Mumbai – II CFS in its capacity as an operations and management contractor
	GRFL entered into an agreement with the Railway Administration, Northern Railway, acting for the President of India, for the operation of container trains on the railway network of the Indian Railways
2012	Commencement of operations at the Kochi CFS

Calendar year	Particulars
2015	Scheme of amalgamation with Gateway Distriparks South Private Limited sanctioned by the Madras High Court
2016	Commencement of operations at the Krishnapatnam CFS
2019	Acquisition of shares in GRFL and consequent increase in shareholding to 99.93% on a fully diluted basis
	Issuance of rated, listed, secured, redeemable, non-convertible debentures aggregating to ₹ 55,000.00 lakhs

Corporate structure of our Company

As of March 31, 2020, our Company has three Subsidiaries, one Associate, and one Joint Venture. Our Company does not have a holding company.

OUR MANAGEMENT

Board of Directors

Our Articles of Association provide that the minimum number of Directors shall be three and the maximum number of Directors shall be 12. The composition of our Board and the various committees of our Board is in conformity with Section 149 of the Companies Act, 2013 and the SEBI Listing Regulations. As on the date of this Letter of Offer, our Board of Directors comprises eight Directors including two Executive Directors, four Independent Directors (including one woman Independent Director), and two non-independent Non-Executive Directors.

Pursuant to the provisions of the Companies Act, 2013, at least two-third of the total number of Directors, excluding the Independent Directors, are liable to retire by rotation, with one-third of such number retiring at each annual general meeting. A retiring director is eligible for re-appointment. Further, an Independent Director may be appointed for a maximum of two consecutive terms of up to five consecutive years each.

The following table sets forth details regarding our Board of Directors as of the date of this Letter of Offer:

S. No.	Name, designation, date of birth, term, period of directorship, DIN, occupation and address	Age (in years)	Other directorships
1.	**Prem Kishan Dass Gupta** *Designation:* Chairman and Managing Director *Date of birth:* February 22, 1958 *Term:* Five years with effect from July 20, 2017 *Period of directorship:* Since April 6, 1994 *DIN:* 00011670 *Occupation:* Business *Address:* 94, Sainik Farm, Khanpur, New Delhi – 110 062, India	62	***Indian companies*** 1. Gateway Distriparks (Kerala) Limited 2. Gateway East India Private Limited 3. Gateway Rail Freight Limited 4. Perfect Communications Private Limited 5. Prestige Infracon Private Limited 6. Prism International Private Limited 7. Snowman Logistics Limited 8. Star Cineplex Private Limited ***Foreign companies*** Nil
2.	**Ishaan Gupta** *Designation:* Joint Managing Director *Date of birth:* July 22, 1988 *Term:* Five years with effect from February 8, 2017 *Period of directorship:* Since May 26, 2012 *DIN:* 05298583 *Occupation:* Business *Address:* 94, Sainik Farms, Khanpur, New Delhi – 110 062, India	31	***Indian companies*** 1. Gateway East India Private Limited 2. Gateway Rail Freight Limited 3. Perfect Communications Private Limited 4. Prism International Private Limited 5. Rocksolid Enterprises Private Limited 6. Snowman Logistics Limited ***Foreign companies*** Nil
3.	**Mamta Gupta** *Designation:* Non-Executive Director *Date of birth:* June 22, 1967 *Term:* Retirement by rotation *Period of directorship:* Since October 29, 2015	53	***Indian companies*** 1. Gateway Rail Freight Limited 2. Snowman Logistics Limited ***Foreign companies*** Nil

S. No.	Name, designation, date of birth, term, period of directorship, DIN, occupation and address	Age (in years)	Other directorships
	DIN: 00160916 *Occupation:* Business *Address:* 94, Sainik Farm, Khanpur, New Delhi – 110 062, India		
4.	**Samvid Gupta** *Designation:* Additional Director (Non-Executive Director) *Date of birth:* September 30, 1992 *Term:* Till the date of the next AGM* *Period of directorship:* Since March 12, 2020 *DIN:* 05320765 *Occupation:* Business *Address:* 94, Sainik Farms, Khanpur, New Delhi – 110 062, India	27	***Indian companies*** 1. Gateway Rail Freight Limited 2. Perfect Communications Private Limited 3. Prestige Infracon Private Limited 4. Prism International Private Limited 5. Snowman Logistics Limited 6. Star Cineplex Private Limited ***Foreign companies*** Nil
5.	**Shabbir Hakimuddin Hassanbhai** *Designation:* Independent Director *Date of birth:* November 10, 1946 *Term:* Five years with effect from September 22, 2016 *Period of directorship:* Since June 15, 1995 *DIN:* 00268133 *Occupation:* Business *Address:* 36, Keppel Bay Drive #05-78, Caribbean at Keppel Bay – 098 653, Singapore	73	***Indian companies*** 1. Gateway Distriparks (Kerala) Limited 2. Gateway East India Private Limited 3. Snowman Logistics Limited ***Foreign companies*** 1. Creative Arts & Culture Ltd. 2. Dynamic Colours Limited 3. Hassanbhai Realty Pte Ltd. 4. Indo Straits Trading Co. (Pte.) Ltd. 5. Intraco Limited 6. ITE Education Services Pte Ltd 7. Mendaki Social Enterprise Network Singapore Pte Ltd. 8. Zee Chin & Co Pte Ltd.
6.	**Bhaskar Avula Reddy** *Designation:* Independent Director *Date of birth:* February 12, 1953 *Term:* Five years with effect from May 1, 2016 *Period of directorship:* Since May 1, 2014 *DIN:* 06554896 *Occupation:* Business *Address:* 1-60/B/6/E-7, Rolling Hills, Opposite Ramky Towers, Gachibowli, K.V. Rangareddy, Gachibowli, Telangana – 500 032, India	67	***Indian companies*** 1. Apollo Corporate Services and Consultants Private Limited 2. Boulderhills Consultants Private Limited 3. Gateway Distriparks (Kerala) Limited 4. Snowman Logistics Limited ***Foreign companies*** Nil

S. No.	Name, designation, date of birth, term, period of directorship, DIN, occupation and address	Age (in years)	Other directorships
7.	**Arun Kumar Gupta** *Designation:* Independent Director *Date of birth:* March 24, 1961 *Term:* Five years with effect from April 27, 2016 *Period of directorship:* Since April 27, 2016 *DIN:* 06571270 *Occupation:* Business *Address:* S – 131, First Floor, Greater Kailash – 2, New Delhi – 110 048, India	59	***Indian companies*** 1. Gateway Rail Freight Limited 2. Silverskills Private Limited 3. Snowman Logistics Limited ***Foreign companies*** Nil
8.	**Shukla Wassan** *Designation:* Additional Director (Independent Director) *Date of birth:* December 18, 1959 *Term:* Till the date of the next AGM** *Period of directorship:* Since March 12, 2020 *DIN:* 02770898 *Occupation:* Professional *Address:* BLD-214, The Belaire, DLF City, Phase-V, Gurgaon, Haryana – 122 011, India	60	***Indian companies*** 1. India Glycols Limited 2. Snowman Logistics Limited ***Foreign companies*** 1. Bottlers Nepal Limited 2. Bottlers Nepal (Terai) Limited

** Pursuant to a resolution of our Board dated March 12, 2020, Samvid Gupta has been appointed as an Additional Director (Non-Executive Director) of our Company with effect from March 12, 2020 till the date of the next AGM.*
*** Pursuant to a resolution of our Board dated March 12, 2020, Shukla Wassan has been appointed as an Additional Director (Independent Director) of our Company with effect from March 12, 2020 till the date of the next AGM and, subject to the approval of the shareholders, for a term of two years with effect from March 12, 2020 up to March 11, 2022.*

Relationship between Directors

Except as stated below, none of our Directors are related to each other:

S. No.	Name of Director	Related to	Nature of relationship
1.	Prem Kishan Dass Gupta	Mamta Gupta	Spouse
2.	Prem Kishan Dass Gupta	Ishaan Gupta	Parent
3.	Prem Kishan Dass Gupta	Samvid Gupta	Parent
4.	Mamta Gupta	Ishaan Gupta	Parent
5.	Mamta Gupta	Samvid Gupta	Parent
6.	Ishaan Gupta	Samvid Gupta	Sibling

Confirmations

1. None of our Directors is or was a director of any company during the last five years immediately preceding the date of filing of this Letter of Offer, whose shares have been or were suspended from being traded on any stock exchanges, during the term of their directorship in such company.

2. None of our Directors is or was a director of any company which has been or was delisted from the stock exchanges, during the term of their directorship in such company, in the last 10 years immediately preceding the date of filing of this Letter of Offer.

Service contracts with our Directors for benefits upon termination

No service contracts have been entered into by any Director with our Company providing for benefits upon their termination of employment as of the date of this Letter of Offer.

Arrangement or understanding with major shareholders, customers, suppliers or others

There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which our Company has appointed a Director as of the date of this Letter of Offer.

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

S. No.	Particulars	Page No.
1.	The auditors' report and the audited consolidated financial statements as at and for the year ended March 31, 2020.	87

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S.R. BATLIBOI & CO. LLP
Chartered Accountants

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Sector - 42, Sector Road
Gurugram - 122 002, Haryana, India
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INDEPENDENT AUDITOR'S REPORT

To the Members of Gateway Distriparks Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of Gateway Distriparks Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate and joint venture comprising of the consolidated Balance sheet as at March 31 2020, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, associate and joint venture, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate and joint venture as at March 31, 2020, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements' section of our report. We are independent of the Group and associate and joint venture in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Emphasis of Matter- SEIS Benefits

We draw attention to Note 23(ii)(b) to the consolidated Ind AS financial statements wherein it has been stated that Gateway Rail Freight Limited, subsidiary company, has received a notice dated November 11, 2019 from Additional Director General of Foreign trade (ADGFT) questioning SEIS benefits received by the subsidiary company for financial years 2015-16 to 2017-2018 under the provisions of Foreign Trade (Development and Regulation) Act, 1992.
While the subsidiary company has submitted its response dated January 31, 2020 for the notice received from ADGFT and has obtained a legal opinion whereby the group believes that it has a good case and accordingly no provision has been considered in the books of accounts.

Our conclusion is not modified in respect of this matter.

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S.R. Batliboi & Co. LLP, a Limited Liability Partnership with LLP Identity No. AAB-4294
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Emphasis of Matter- Impact of outbreak of Coronavirus (Covid-19)

We draw your attention to Note 39 to the accompanying consolidated Ind AS financial statements, which describes the Group's assessment of the impact of the uncertainties related to outbreak of COVID-19 on the business operations of the Group and its associate and joint venture.

Our opinion is not modified in respect of this matter.

Emphasis of Matter- Recoverability of MAT credit

We draw attention to Note 12(d)(i) of the Ind AS financial statements, regarding recognition of Rs. 2,054.11 lakhs of MAT credit by Gateway East India Private Limited, subsidiary company based on its assessments. The management of the Company based on the future business plans believes that the Company will be able to utilize the MAT credit accordingly no provision has been made in the books of accounts.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated Ind AS financial statements. The results of audit procedures performed by us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

Key audit matters	**How our audit addressed the key audit matter**
Impairment of Goodwill *(as described in note 1(j) and note 4(i) of the consolidated Ind AS financial statements)*	
The Group's balance sheet includes Rs.30,315.42 lakhs of goodwill, representing 12% of total Group assets. In accordance with Ind AS, these balances are allocated to Cash Generating Units (CGUs) which are tested annually for impairment using discounted cash-flow models of each CGU's recoverable value compared to the carrying value of the assets. A deficit between the recoverable value and the CGU's net assets would result in impairment. The inputs to the impairment testing model which have the most significant impact on CGU recoverable value include: - Projected revenue growth, operating margins and operating cash-flows in the years 1-5; - Stable long-term growth rates till perpetuity; and	Our audit procedures included the following: • We have assessed the Group's methodology applied in determining the CGUs to which goodwill is allocated. • We assessed the assumptions around the key drivers of the cash flow forecasts including discount rates, expected growth rates and terminal growth rates used. • We also assessed the recoverable value by performing sensitivity testing of key assumptions used. • We discussed potential changes in key drivers as compared to previous year / actual performance with management in order to evaluate whether the inputs and assumptions used in the cash flow forecasts were suitable.

Key audit matters	How our audit addressed the key audit matter
- Business specific discount rates (pre-tax). The impairment test model includes sensitivity testing of key assumptions, including revenue growth, operating margin and discount rate. The annual impairment testing is considered a significant accounting judgement and estimate and a key audit matter because the assumptions on which the tests are based are highly judgmental and are affected by future market and economic conditions which are inherently uncertain, and because of the materiality of the balances to the financial statements as a whole.	• We tested the arithmetical accuracy of the models. • Checked the adequacy of the disclosures in the consolidated Ind AS financial Statements.
Litigation, arbitrations, claims and other contingencies *(as described in note 23 of the consolidated Ind AS financial statements)*	
As of March 31, 2020, the Group has disclosed contingent liabilities of Rs.13,820.97 lakhs relating to tax and legal claims. Taxation, arbitration and litigation exposures have been identified as a key audit matter due to the large number of complex tax and legal claims across the Group. Due to complexity of cases, timescales for resolution and need to negotiate with various authorities, there is significant judgement required by management in assessing the exposure of each case and thus a risk that such cases may not be adequately provided for or disclosed in the Ind AS financial statements. Accordingly, claims, litigations, arbitrations and contingent liabilities was determined to be a key audit matter.	Our audit procedures included the following: • Gained an understanding of the process of identification of claims, litigations, arbitrations and contingent liabilities, and evaluated the design and tested the operating effectiveness of key controls. • Obtained legal and tax cases summary and critically assessed management's position through discussions with the legal head, tax head and management, on both the probability of success in significant cases, and the magnitude of any potential loss. • Obtained confirmation, where appropriate, from relevant third-party legal counsel and conducted discussions with them regarding material cases. Evaluated the objectivity, independence, competence and relevant experience of third-party legal counsel. • Inspected external legal opinions, where appropriate and other evidence to corroborate management's assessment of the risk profile in respect of legal claims. • Engaged tax specialists to assess management's application and interpretation of tax legislation affecting the Group, and to consider the quantification of exposures and settlements arising from disputes with tax authorities. ▪ Checked the adequacy of the disclosures with regard to facts and circumstances of the legal and litigation matters
Revenue recognition *(as described in note 1(g) and note 14(a) of the consolidated Ind AS financial statements)*	
For the year ended 31 March 2020, the Group has recognized revenue from operations of Rs.129,200.74 lakhs.	• Our audit procedures included the following: • Assessed the Group's revenue recognition policy and its compliance in terms of Ind AS 115 'Revenue from contracts with customers'

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Key audit matters	How our audit addressed the key audit matter
Revenue from rendering of container handling services is recognized based on the container handled and accrued with reference to the throughput handled and the terms of agreements for such service where the recovery of consideration is probable. The tariff applied is the rate agreed with customers or estimated by management based on the latest terms of the agreement or latest negotiation with customers and other industry considerations as appropriate. Due to the large variety and complexity of contractual terms, as well as ongoing negotiations with customers, significant judgements are required to estimate the tariff rates applied. If the actual rate differs from the estimated rate applied, this will have an impact on the accuracy of revenue recognized in the current year and accrued as at year end. Revenue is also an important element of how the Group measures its performance, upon which the management is incentivized. The Group focuses on revenue as a key performance measure, which could create an incentive for revenue to be recognized before meeting the requirement of revenue recognition under Ind AS 115. Accordingly, due to significant risk associate and joint ventured with revenue recognition, it was determined to be a key audit matter in our audit of the Ind AS financial statement.	• Understood, evaluated and tested the operating effectiveness of key controls related to revenue recognition. • Performed sample tests of individual sales transaction and traced to sales invoices and other related documents to assess that the revenue has been recognized as per the tariff agreed/latest correspondence with the customers. • Selected sample of sales transactions made pre and post-year end and compared the period of revenue recognition to supporting documentation to ensure that sales and corresponding trade receivables are properly recorded in the correct period. • Checked the bank advices and credit notes on a sample basis for the net settlement and reviewed aged items for any disputed amounts. • We assessed the Group's revenue recognition accounting policies including those related to discounts and rebates and ensured that same follow Ind AS. • We inspected underlying documentation for any journal entries which were considered to be material related to revenue recognition.
Adoption of IND AS 116 effective 01 April 2019 *(as described in note 1(i), 1(ah) and note 37 of the consolidated Ind AS financial statements)*	
The Group has adopted IND AS 116 effective 1 April 2019 which replaced the previous standard IND AS 17 and specifies a new lease accounting model, where lessees are required to recognize a right of use assets and a lease liability arising from a lease on its balance sheet. The Group adopted the modified retrospective approach as per para C8(c)(ii) of IND AS 116-'Leases' as on the date of transition. As a result, as at 01 April 2019, the Group recognized a right of use asset of Rs. 20,065.18 lakhs (an amount equal to the lease liability, adjusted by prepaid and accrued lease payments). The assessment of the impact of the new standard is significant to our audit, as the balances recorded are material, the update of the accounting policy requires policy elections and the implementation process to identify and process all relevant data associate and joint ventured with the leases is complex. The measurement of the right of-use asset and lease liability is based on assumptions such as discount rates and the lease terms,	Our audit procedures in this area included the following: • Obtained an understanding and evaluated the Group's implementation process, including the review of the updated accounting policy and policy elections in accordance with IND AS 116. • We evaluated management assumptions, specifically the assumptions used to determine the discount rates, lease terms and measurement principals. • Tested the factual inputs and calculation of the right-of-use asset and lease liability calculated by the management for each material lease contract. • Obtained an understanding and evaluated the key controls associate and joint ventured with the relevant process for leases.

S.R. BATLIBOI & CO. LLP
GURUGRAM

Key audit matters	How our audit addressed the key audit matter
including termination and renewal options. Hence, this is considered a key audit matter.	• Assessed the application and adequacy of the Company's disclosures of the impact of the new standard in the consolidated financial statements.
Deferred tax assets with respect to carry forward tax losses in associate company *(as described in note 1(h) and 12(d) of the consolidated Ind AS financial statements)*	
As at March 31, 2020, the associate and joint venture company has recognized deferred tax assets on carry forward tax losses in its financial statements of Rs. 4,475.66 lakhs. Deferred tax assets are recognized on carried forward tax losses when it is probable that taxable profit will be available against which the tax losses can be utilized. The Company's ability to recognize deferred tax assets on carried forward tax losses is assessed by management at the end of each reporting period, taking into account forecasts of future taxable profits and the law and jurisdiction of the taxable items and assumptions. Given the degree of estimation based on the projection of future taxable profits, management's decision to create deferred tax assets on tax losses was identified to be a key audit matter.	Our audit procedures included the following: • Gained an understanding of the deferred tax assessment process and evaluated the design and tested the operating effectiveness of controls in respect of process of recognizing deferred tax on carried forward tax losses. • We evaluated the methodology applied by the Company with current accounting standards along with future business plan duly approved by board of directors. • Evaluated management's assumptions and estimates like projected revenue growth etc. in relation to the probability of generating future taxable income to support the recognition of deferred income tax asset with reference to forecast taxable income. • We checked the consistency of business plan with the latest management estimates as calculated during the budget process and the reliability of the process by which the estimates were calculated and assessed reasons for differences between projected and actual performances. • Tested the arithmetical accuracy of the model. • Checked the adequacy of the disclosures in the notes regarding the recognition of deferred tax assets based on unused tax losses.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this

other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associate and joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associate and joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associate and joint venture and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group and of its associate and joint venture are responsible for assessing the ability of the Group and of its associate and joint venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its associate and joint venture are also responsible for overseeing the financial reporting process of the Group and of its associate and joint venture.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and

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related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate and joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate and joint venture to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate and joint venture of which we are the independent auditors, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2020 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

(a) The consolidated Ind AS financial statements also include the Group's share of net profit of Rs. NIL for the year ended March 31, 2020, as considered in the consolidated Ind AS financial statements, in respect of one joint venture, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of this joint venture, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid joint venture, is based solely on the report of such other auditors.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

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Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and associate and joint venture, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

(d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) The matter described in Emphasis of Matter – SEIS benefits paragraph above, in our opinion, may have an adverse effect on the functioning of the Group.

(f) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, associate and joint venture company, none of the directors of the Group's companies, its associate and joint venture incorporated in India, is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;

(g) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company and its subsidiary companies, associate and joint venture company incorporated in India, refer to our separate Report in "Annexure 1" to this report;

(h) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, associate and joint venture, the managerial remuneration for the year ended March 31, 2020 has been paid / provided by the Holding Company, its subsidiaries, associate and joint venture incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, associate and joint venture, as noted in the 'Other matter' paragraph:

   i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and its associate and joint venture in its consolidated Ind AS financial statements – Refer note 23 to the consolidated Ind AS financial statements;

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ii. The Group and its associate and joint venture did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2020;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries and associate and joint venture incorporated in India during the year ended March 31, 2020.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Vishal Sharma
Partner
Membership Number: 96766
UDIN: 20096766AAAAAU8089
Place of Signature: Faridabad
Date: June 05, 2020

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF GATEWAY DISTRIPARKS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statement of Gateway Distriparks Limited as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of Gateway Distriparks Limited (hereinafter referred to as the "Holding Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Director of the Holding Company, its subsidiary companies, its associate company and joint venture, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies,

the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both, issued by the Institute of Chartered Accountants of India, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, its subsidiary companies, its associate company and joint venture, which are companies incorporated in India, have maintained in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

Our report under section 143(3)(i) of the Act on the adequacy and operative effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company, insofar as it relates to one joint venture company, which is company incorporated in India and to the extent applicable, is based on the corresponding report of the auditor of such joint venture incorporated in India.

For S.R. BATLIBOI & CO. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Vishal Sharma
Partner
Membership Number: 96766
UDIN: 20096766AAAAAU8089
Place of Signature: Faridabad
Date: June 05, 2020

GATEWAY DISTRIPARKS LIMITED
Consolidated Balance sheet as at 31 March 2020
(All amounts in Indian Rupees lakhs, unless otherwise stated)

	Notes	As at 31 March 2020	As at 31 March 2019
ASSETS			
Non-current assets			
Property, plant and equipment	3	1,43,247.22	1,49,572.94
Capital work-in-progress	3	542.21	159.59
Goodwill	4	30,315.42	32,276.47
Other intangible assets	4	2,045.77	2,311.06
Right-of-use assets	37	20,379.12	-
Equity investments in Associates and Joint venture	5(a)	-	14,648.36
Financial assets			
i. Other financial assets	5(c)	3,175.23	1,403.59
Income tax assets (net)	12(f)	2,494.20	1,530.43
Deferred tax assets (net)	12(d)	3,200.20	1,979.65
Other non-current assets	6	2,611.40	5,466.81
Total non-current assets		2,08,010.77	2,09,348.90
Current assets			
Contract Assets	5(g), 14	815.96	538.27
Financial assets			
i . Investments	5(b)	5,971.39	3,976.19
ii. Trade receivables	5(d)	12,976.03	12,736.68
iii. Cash and cash equivalents	5(e)	649.03	2,925.85
iv. Bank balances other than (iii) above	5(f)	208.41	71.95
v. Other financial assets	5(c)	126.31	1,662.35
Other current assets	6	799.27	1,393.44
Total current assets		21,548.40	23,304.73
Non-current assets classified as Asset held for sale	6(a)	14,097.31	-
Total assets		2,43,656.48	2,32,653.63
EQUITY AND LIABILITIES			
Equity			
Equity share capital	7(a)	10,872.80	10,872.80
Other equity			
Reserves and surplus	7(b)	1,20,798.09	1,21,307.50
Equity attributable to owners		1,31,670.89	1,32,180.30
Non-controlling interests	30	1,064.30	975.59
Total equity		1,32,735.19	1,33,155.89
LIABILITIES			
Non-current liabilities			
Financial liabilities			
i. Borrowings	8(a)	64,771.40	74,160.73
ii. Lease Liabilities	37	15,240.23	-
Provisions	9	132.65	156.05
Employee benefit obligations	11	1,111.68	1,032.17
Government Grants (EPCG)	13	363.93	498.81
Deferred tax liabilities (net)	12(d)	384.29	1,886.26
Total non-current liabilities		82,004.18	77,734.02
Current liabilities			
Contract Liabilities	8(e)	795.94	1,223.36
Financial liabilities			
i. Borrowings	8(b)	5,070.25	2,624.60
ii. Lease Liabilities	37	3,403.08	-
iii. Trade payables	8(c)		
-total outstanding dues of micro and small enterprises		76.64	131.06
-total outstanding dues other than micro and small enterprises		9,070.94	7,304.89
iv. Other financial liabilities	8(d)	6,782.50	6,933.38
Employee benefit obligations	11	1,605.01	2,010.24
Government Grants (EPCG)	13	134.89	134.89
Other current liabilities	10	1,977.86	1,132.41
Income Tax Liabilities (net)	12(f)	-	268.89
Total current liabilities		28,917.11	21,763.72
Total liabilities		1,10,921.29	99,497.74
Total equities and liabilities		2,43,656.48	2,32,653.63

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

In terms of our report of even date.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Vishal Sharma
Partner
Membership No.: 96766
Place: Faridabad
Date: 05 June 2020

For and on behalf of the Board of Directors
Gateway Distriparks Limited

Prem Kishan Dass Gupta
Chairman and Managing Director
DIN: 00011670
Place: New Delhi
Date: 05 June 2020

Arun Kumar Gupta
Director
DIN: 06571270
Place: New Delhi
Date: 05 June 2020

Sandeep Kumar Shaw
Chief Financial Officer
Place: Ghaziabad
Date: 05 June 2020

Veena Nair
Company Secretary
Place: Mumbai
Date: 05 June 2020

GATEWAY DISTRIPARKS LIMITED

Consolidated Statement of profit and loss for the year ended 31 March 2020

(All amounts in Indian Rupees lakhs, unless otherwise stated)

	Notes	Year ended 31 March 2020	Year ended 31 March 2019
Continuing operations			
Revenue from operations	14(a)	1,29,200.74	43,061.22
Other income	14(b)	1,755.69	1,278.01
Total income		1,30,956.43	44,339.23
Expenses			
Operating expenses	15	81,975.50	26,720.61
Employee benefit expense	16	5,976.74	2,363.58
Depreciation and amortisation expense	17	13,328.56	3,256.24
Other expenses	18	9,907.71	5,737.37
Finance costs	19	10,262.93	1,279.75
Total expenses		1,21,451.44	39,357.55
Profit before exceptional items, share of net profits of investments accounted for using equity method and tax from continuing operations		9,504.99	4,981.68
Share of net profit of joint ventures accounted for using the equity method	35	-	6,091.50
Profit before exceptional items and tax from continuing operations		9,504.99	11,073.18
Exceptional items	34	808.39	28,047.98
Profit before tax from continuing operations		10,313.38	39,121.16
Income tax expense			
-Current tax	12(a)	2,093.31	1,991.14
-Adjustment of tax relating to earlier periods	12(d)	(263.84)	-
-Deferred tax	12(a)	(2,456.47)	1,004.25
Total tax expense		(627.00)	2,995.39
Profit for the year from continuing operations		10,940.38	36,125.77
Discontinuing operations			
Share of net profit / (loss) from discontinuing operations of associate accounted for using the Equity method	35	(548.39)	393.66
Profit for the year		10,391.99	36,519.43
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations	11	(15.93)	(18.47)
Income tax relating to the above	12(a)	2.21	4.80
Other comprehensive income for the year, net of tax		(13.72)	(13.67)
Total comprehensive income for the year		10,378.27	36,505.76
Profit is attributable to:		10,391.99	36,519.43
Equity holders of the parent		10,302.61	36,512.85
Non-controlling interests		89.38	6.58
Other comprehensive income is attributable to:		(13.72)	(13.67)
Equity holders of the parent		(13.05)	(13.74)
Non-controlling interests		(0.67)	0.07
Total comprehensive income is attributable to:		10,378.27	36,505.76
Equity holders of the parent		10,289.56	36,499.11
Non-controlling interests		88.71	6.65
Basic & Diluted Earnings Per Share for profit from continuing operations attributable to equity holders of the parent: (Face value Rs 10 each)	27	9.98	33.22
Basic & Diluted Earnings/(loss) Per Share for profit from discontinuing operations attributable to equity holders of the parent: (Face value Rs 10 each)	27	(0.50)	0.36
Basic & Diluted Earnings Per Share for profit from continuing and discontinuing operations attributable to equity holders of the parent: (Face value Rs 10 each)	27	9.48	33.58

The above consolidated statement of profit and loss should be read in conjunction with the accompanying notes.

In terms of our report of even date.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Vishal Sharma
Partner
Membership No.: 96766
Place: Faridabad
Date: 05 June 2020

For and on behalf of the Board of Directors
Gateway Distriparks Limited

Prem Kishan Dass Gupta
Chairman and Managing Director
DIN: 00011670
Place: New Delhi
Date: 05 June 2020

Arun Kumar Gupta
Director
DIN: 06571270
Place: New Delhi
Date: 05 June 2020

Sandeep Kumar Shaw
Chief Financial Officer
Place: Ghaziabad
Date: 05 June 2020

Veena Nair
Company Secretary
Place: Mumbai
Date: 05 June 2020

GATEWAY DISTRIPARKS LIMITED
Consolidated Statement of Cash flow for the year ended 31 March 2020
(All amounts in Indian Rupees lakhs, unless otherwise stated)

	Notes	Year ended 31 March 2020	Year ended 31 March 2019
A Cash flow from operating activities			
Profit before tax from continuing operations		10,313.38	39,121.16
Profit/(Loss) before tax from discontinued operations		(548.39)	393.66
Profit before tax		9,764.99	39,514.82
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation of property, plant and equipment and right-of-use assets	17	13,063.23	3,221.19
Amortisation of intangible assets	17	265.33	35.05
Finance costs	19	10,262.93	1,279.75
Bad debts written off and provision for doubtful debts	18	287.51	403.40
Interest income on fixed deposit with bank & others	14(b)	(199.52)	(137.34)
Loss/(gain) on sale/ disposal of property, plant and equipments (net)	14(b) & 18	43.67	(97.71)
Exceptional item	34	(808.39)	(28,047.98)
Net Share of net profit of associates and joint ventures accounted for using the equity method (net of dividend received)	35	-	(1,264.93)
Liabilities/Provisions no longer required written back	14(b)	(442.85)	(301.93)
Write back of provision for accrued income no longer required (net)	14(b)	(150.54)	(95.20)
Net gain on redemption of investments	14(b)	(472.40)	(569.97)
Government Grant (EPCG) amortisation	14(b)	(134.89)	(51.79)
Unwinding of discount on security deposit	14(b)	(4.23)	-
Working capital adjustments			
(Increase)/decrease in trade receivables		(526.86)	246.89
(Increase)/decrease in contract assets		(277.69)	(69.96)
(Increase)/decrease in other financial assets		(91.99)	(1,242.79)
(Increase)/decrease in other non-current assets		390.20	273.16
(Increase)/decrease in other current assets		594.17	30.46
Increase/(decrease) in contract liabilities		(427.42)	1,034.06
Increase/(decrease) in trade payables		2,154.48	79.27
Increase/(decrease) in other financial liabilities		(182.49)	(62.98)
Increase/(decrease) in Employee benefit obligations		(341.65)	136.34
Increase/(decrease) in other current liabilities		822.06	(1,067.60)
Cash generated from operations		33,587.65	13,244.21
Income taxes paid		(3,325.97)	(1,120.41)
Net cash flow from operating activities [A]		30,261.68	12,123.80
B Cash flow from investing activities			
Purchase of property, plant and equipment/ intangible assets		(4,939.54)	(1,261.69)
Proceeds from sale of non-current investments		4,538.36	294.93
Acquisition of a subsidiary, net of cash acquired		-	(70,615.12)
Proceeds from sale of current investments		13,040.20	13,225.99
Purchase of current investments		(14,565.00)	1,945.60
Interest received		74.18	132.46
Net cash flow used in investing activities [B]		(1,851.80)	(56,277.83)
C Cash flow from financing activities			
Repayment of borrowings		(11,775.17)	(3,983.69)
Proceeds from borrowings		1,996.68	55,389.64
Repayment of lease liabilities	37	(4,402.86)	-
Dividends paid	7(b)(v)	(9,785.52)	(4,349.12)
Dividend distribution tax	7(b)(v)	(1,013.45)	(893.97)
Interest paid		(8,645.00)	(1,130.73)
Net cash flow from/(used) in financing activities [C]		(33,625.32)	45,032.13
Net increase/(decrease) in cash and cash equivalents [A+B+C]		(5,215.45)	878.10
Cash and cash equivalents at the beginning of the financial year		794.23	(83.87)
Cash and cash equivalents at the end of the year		(4,421.22)	794.23

GATEWAY DISTRIPARKS LIMITED
Consolidated Statement of Cash flow for the year ended 31 March 2020
(All amounts in Indian Rupees lakhs, unless otherwise stated)

Reconciliation of Cash and Cash Equivalents with Statement of Cash Flow		Year ended 31 March 2020	Year ended 31 March 2019
Cash flow statement as per above comprises of the following			
Cash and cash equivalents	5(e)	649.03	2,925.85
Bank overdrafts	8(b)	(5,070.25)	(2,131.62)
Balances as per statement of cash flows		(4,421.22)	794.23

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.
In terms of our report of even date.

For S.R. Ballyboe & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Vishal Sharma
Partner
Membership No.: 96766
Place: Faridabad
Date: 05 June 2020

For and on behalf of the Board of Directors
Gateway Disrepairs Limited

Prem Kashan Dess Gupta
Chairman and Managing Director
DIN: 00011670
Place: New Delhi
Date: 05 June 2020

Arun Kumar Gupta
Director
DIN: 06571270
Place: New Delhi
Date: 05 June 2020

Sandeep Kumar Shaw
Chief Financial Officer
Place: Ghaziabad
Date: 05 June 2020

Veena Nair
Company Secretary
Place: Mumbai
Date: 05 June 2020

GATEWAY DISTRIPARKS LIMITED

Consolidated Statement of changes in equity for the year ended 31 March 2020

(All amounts in Indian Rupees lakhs, unless otherwise stated)

(A) Equity share capital

	Notes	Number of Shares	Amount
As at 1 April 2018	7(a)	1,087.28	10,872.80
Changes in equity share capital			-
As at 31 March 2019	7(a)	1,087.28	10,872.80
Changes in equity share capital			-
As at 31 March 2020	7(a)	1,087.28	10,872.80

(B) Other equity

	Notes	Attributable to owners of Gateway Distriparks Limited						Non-controlling interests	Total
		Reserves and Surplus							
		Securities premium reserve	Capital Redemption Reserve	General Reserves	Debenture Redemption Reserve	Retained Earnings	Total Other Equity		
Balance as at 1 April 2018	7(b)	34,594.59	788.35	4,900.20	-	49,768.35	90,051.49	885.29	90,936.78
Profit for the year		-	-	-	-	36,512.85	36,512.85	6.58	36,519.43
Other Comprehensive Income, net of tax		-	-	-	-	(13.74)	(13.74)	0.07	(13.67)
Total comprehensive income for the year		-	-	-	-	36,499.11	36,499.11	6.65	36,505.76
Acquisition of stake in Joint venture and converted to subsidiary		-	-	-	-	-	-	83.65	83.65
Dividend paid		-	-	-	-	4,349.13	4,349.13	-	4,349.13
Transferred from surplus in Statement of Profit and Loss		-	-	-	55.00	(55.00)	-	-	-
Dividend distribution tax		-	-	-	-	893.97	893.97	-	893.97
Balance as at 31 March 2019	7(b)	34,594.59	788.35	4,900.20	55.00	80,969.36	1,21,307.50	975.59	1,22,283.09
Balance as at 1st April 2019		34,594.59	788.35	4,900.20	55.00	80,969.36	1,21,307.50	975.59	1,22,283.09
Profit for the year		-	-	-	-	10,302.61	10,302.61	89.38	10,391.99
Other Comprehensive Income, net of tax		-	-	-	-	(13.05)	(13.05)	(0.67)	(13.72)
Total comprehensive income for the year		-	-	-	-	10,289.56	10,289.56	88.71	10,378.27
Dividend paid		-	-	-	-	9,785.52	9,785.52	-	9,785.52
Dividend distribution tax		-	-	-	-	1,013.45	1,013.45	-	1,013.45
Balance as at 31 March 2020	7(b)	34,594.59	788.35	4,900.20	55.00	80,459.95	1,20,798.09	1,064.30	1,21,862.39

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

In terms of our report of even date.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Vishal Sharma
Partner
Membership No.: 96766
Place: Faridabad
Date: 05 June 2020

For and on behalf of the Board of Directors
Gateway Distriparks Limited

Prem Kishan Dass Gupta
Chairman and Managing Director
DIN: 00011670
Place: New Delhi
Date: 05 June 2020

Arun Kumar Gupta
Director
DIN: 06571270
Place: New Delhi
Date: 05 June 2020

Sandeep Kumar Shaw
Chief Financial Officer
Place: Ghaziabad
Date: 05 June 2020

Veena Nair
Company Secretary
Place: Mumbai
Date: 05 June 2020

Background

Gateway Distriparks Limited (the 'Company' or 'GDL') and its subsidiaries (collectively, the Group) & its associate and joint venture are engaged in business of Container Freight Stations / Inland Container Depots at various locations, transportation of cargo by containers on Indian Railways Network, road transportation of containers / cargo / chilled and frozen products and operating storage facilities at cold stores at various locations in India. The Company was incorporated on 6 April, 1994. The registered office of the company is located at Sector - 6, Dronagiri, Taluka - Uran, District Raigad, Navi Mumbai - 400 707.

The Company's equity shares are listed in Bombay Stock Exchange and National Stock Exchange.

The Container Freight Stations are located at Navi Mumbai, Chennai, Vishakhapatanam Kochi and Krishnapatnam. The Company's subsidiary (with effect from March 29, 2019) Gateway Rail Freight Limited (GRFL) operates Inland Container Depots, which are located at Garhi Harsaru (Gurgaon), Sahnewal (Ludhiana), Asaoti (Faridabad), Kalamboli (Navi Mumbai) and Virangam (Gujarat). The rakes carrying containers with cargo (Exim/ Domestic / Refrigerated / Empties) are operated on the Indian Railways network. Trailers are used to carry containers and cargo to the location of the premises of the customers. The Company's Associate Snowman Logistics Limited operates storage facilities at cold stores at various locations in India. Chilled and frozen products are stored on behalf of customers at these cold stores and are transported by refrigerated trucks to various locations in India.

The consolidated financial statements were approved for issue in accordance with a resolution of the directors on 05 June 2020.

Note 1 SIGNIFICANT ACCOUNTING POLICIES:

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the group consisting of Gateway Distriparks Limited (Parent Company), subsidiaries & its associate and joint venture.

(a) Basis of Preparation:

(i) Compliance With Ind AS

The consolidated financial statements of the Group have been prepared as a set of financial statement in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, (as amended from time to time).

(ii) Historical Cost Convention

The financial statements have been prepared on a historical cost basis, except for the following.

- Certain financial instruments that are measured at fair value;
- Define benefit plan-plan assets measured at fair value; and
- Assets held for sale-measured at lower of carrying value and fair value less cost to sell.

(b) Principles of consolidation and equity accounting

(i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

(ii) Associates

Associates are all entities over which the group has significant influence but not control or joint control. This is generally the case where the group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (see (iv) below), after initially being recognised at cost.

(iii) Joint arrangements

Under Ind AS 111 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. Gateway Distriparks Limited has joint ventures.

Joint ventures

Interests in joint ventures are accounted for using the equity method (see (iv) below), after initially being recognised at cost in the consolidated balance sheet.

(iv) Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the group's share of losses in an equity accounted investment equals or exceeds its interests in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in note 1(j) below.

(v) Changes in ownership interests

The group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

When the group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to statement of profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to statement of profit or loss where appropriate.

(c) Current and non-current classification

The group presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:
a. Expected to be realised or intended to be sold or consumed in normal operating cycle
b. Held primarily for the purpose of trading.
c. Expected to be realised within twelve months after the reporting period, or
d. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:
a. It is expected to be settled in normal operating cycle
b. It is held primarily for the purpose of trading
c. It is due to be settled within twelve months after the reporting period, or
d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The group has identified twelve months as its operating cycle.

(d) Financial Guarantee Contracts:

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs, because the specified debtor fails to make a payment when due, in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109, and the amount recognised less cumulative amortisation

(e) Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the group. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chairman and Managing Director of the group. The group has identified one reportable segment "Container Freight Station" i.e. based on the information reviewed by CODM. Refer note 24 for segment information presented.

(f) Foreign currency translation:

(i) Functional and presentation currency

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Indian rupee (Rs.) which is the Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance cost. All other foreign exchange gains and losses are presented in the Statement of profit and loss on a net basis.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation difference on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in statement of profit and loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments classified as FVOCI are recognised in other comprehensive income.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period. With respect to long-term foreign currency monetary items, the group has adopted the following policy:

a) Long Term foreign currency monetary item taken upto 31 March 2016 on depreciable assets:

- Foreign exchange difference on account of long term foreign currency loan on a depreciable asset, are adjusted in the cost of the depreciable asset, which would be depreciated over the balance life of the asset

b)Long Term foreign currency monetary item taken after 01 April 2016 on depreciable assets:

- Foreign exchange difference on account of a depreciable assets, are included in the Statement of profit and Loss.

A monetary asset or liability is termed as a long-term foreign currency monetary item, if the asset or liability is expressed in a foreign currency and has a term of 12 months or more at the date of origination of the asset or liability.

(g) Revenue Recognition.

The Group is principally engaged in a single segment viz. Inter-Modal Container Logistics, based on the nature of services, risks, returns and the internal business reporting system

Ind AS 115 "Revenue from Contracts with Customers" provides a control-based revenue recognition model and provides a five step application approach to be followed for revenue recognition

- Identify the contract(s) with a customer
- Identify the performance obligations
- Determine the transaction price
- Allocate the transaction price to the performance obligations
- Recognise revenue when or as an entity satisfies performance obligation

Revenue from contracts with customers is recognised when control of the services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those services. The Group has generally concluded that it is the principal in its revenue arrangements, except for the agency services, because it typically controls the services before transferring them to the customer.

Revenue excludes amounts collected on behalf of third parties

Rendering of services :

(i) Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, value added taxes and amounts collected on behalf of third parties.

(ii) The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefit will flow to the entity and specific criteria have been met for each of the Group activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(iii) Income from Container handling, storage and transportation are recognised on proportionate completion of the movement and delivery of goods to the party/designated place.

(iv) Income from Ground Rent is recognised for the period the container is lying in the Container Freight Station. However, in case of long standing containers, the income from Ground Rent is not accrued for a period beyond 60 days as on the basis of past history the collectability is not reasonably assured.

(v) Income from auction sales is recognised when the Group auctions long-standing cargo that has not been cleared by customs. Revenue and expenses for Auction sales are recognised when auction is completed after obtaining necessary approvals from appropriate authorities. Auction sales include recovery of the cost incurred in conducting auctions, accrued ground rent and handling charges relating to long-standing cargo. Surplus, out of auctions, if any, after meeting all expenses and the actual ground rent, is credited to a separate account 'Auction Surplus' and is shown under the head 'Contract Liabilites'. Unclaimed Auction Surplus, if any, in excess of period specified under the Limitations Act is written back as 'Income' in the following financial year.

Variable consideration

If the consideration in a contract includes a variable amount, group estimates the amount of consideration to which it will be entitled in exchange for transferring the service to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The Group recognizes changes in the estimated amount of variable consideration in the period in which the change occurs. Some contracts for the sale of service provide customers with volume rebates and pricing incentives, which give rise to variable consideration.

The Group provides retrospective volume rebates and pricing incentives to certain customers once the number of cargo imported/ handled during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the Group applies the most likely amount method for contracts with a single-volume threshold and the expected value method for contracts with more than one volume threshold. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The Group then applies the requirements on constraining estimates of variable consideration and recognises a refund liability for the expected future rebates.

Contract balances

Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section financial instruments - initial recognition and subsequent measurement.

Contract assets

A contract asset is initially recognised for revenue earned from services because the receipt of consideration is conditional on successful completion of the service. Upon completion of the services and acceptance by the customer, the amount recognised as contract assets is reclassified to trade receivables.
Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets and contract assets in section m(iii).

Contract liabilities

A contract liability is the obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract

Cost to obtain a contract

The Group pays sales commission to its selling agents for each contract that they obtain for the Group. The Group has elected to apply the optional practical expedient for costs to obtain a contract which allows the Group to immediately expense sales commissions (included in advertisement and sales promotion expense under other expenses) because the amortization period of the asset that the Group otherwise would have used is one year or less.

Costs to fulfil a contract i.e. freight, insurance and other selling expenses are recognized as an expense in the period in which related revenue is recognised.

Critical judgements

The Group's contracts with customers include promises to transfer service to the customers. Judgement is required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as schemes, incentives, cash discounts, etc. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.

Estimates of rebates and discounts are sensitive to changes in circumstances and the Group's past experience regarding returns and rebate entitlements may not be representative of customers' actual returns and rebate entitlements in the future.

Costs to obtain a contract are generally expensed as incurred. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

Other revenue streams

Export Benefits

Export Entitlements in the form of Service Exports from India Scheme (SEIS) and other schemes are recognized in the statement of profit and loss when the right to receive credit as per the terms of the scheme is established in respect of exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

Dividend

Dividend is recognised when the Group's right to receive the payment is established.

Interest Income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

(h) Income Tax:

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the country where the company and its subsidiaries and associate generate taxable income. Management periodically evaluates position taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferrred tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities are not recognised for the temporary differences between the carrying amount and tax bases of investments in subsidiaries, associate and interest in joint arrangements where the group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associate and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.
Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date

Deferred income tax is not recognised on initial recognition as well as on the impairment of goodwill which is not deductible for tax purposes or on the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit (tax loss).

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the assets and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

MAT

"Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax for the year. The deferred tax asset is recognised for MAT credit available only to the extent that it is probable that the Group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Group recognizes MAT credit as an asset, it is created by way of credit to the statement of profit and loss and shown as part of deferred tax asset. The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period."

Policy when the entities operates under tax holiday scheme:

In the situations where one or more entities in the group are entitled to a tax holiday under the Income-tax Act, 1961 enacted in India or tax laws prevailing in the respective tax jurisdictions where they operate, no deferred tax (asset or liability) is recognized in respect of temporary differences which reverse during the tax holiday period, to the extent the concerned entity's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of temporary differences which reverse after the tax holiday period is recognized in the year in which the temporary differences originate. However, the group restricts recognition of deferred tax assets to the extent it is probable that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the temporary differences which originate first are considered to reverse first.

(l) Leases:

Policy applicable from 1st April 2019

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group's lease asset classes primarily comprise of lease for land and building. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are amortised on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (j) Impairment of non-financial assets.

ii) Lease Liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii)Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

"Lease liabilities" and "Right of Use" asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Policy applicable upto 31st March 2019

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Group is classified as a finance lease. Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases.

Operating Lease - as a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the group as lessee are classified as operating leases. Payments made under operating leases (net of any incentive received from the lessor) are charged to profit or loss on a straight line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(j) Impairment of assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group's of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. Impairment losses including impairment on inventories are recognised in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the Group operates, or for the market in which the asset is used

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

(k) Cash and Cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdraft. Overdraft are shown within borrowing in current liabilities in the balance sheet.

(l) Trade Receivables

Trade Receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

(m) Fair Value Measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
(i)In the principal market for the asset or liability, or
(ii)In the absence of a principal market, in the most advantageous market for the asset or liability
The principal or the most advantageous market must be accessible by the Group.
The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.
A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.
The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.
All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:
-Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
-Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
-Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to fair value measurement as a whole) at the end of each reporting period.
For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(n) Investments and other financial assets

(i) Classification

The group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through Statement of profit and loss) and

- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For the assets measured at fair value, gain and losses will either be recorded in profit or loss or other comprehensive income. For investment in debt instrument, this will depend on the business model in which the investment is held.

The group reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Debt Instruments

Subsequent measurement of debt instruments depends on the group's business model for managing the asset and cash flow characteristics of the asset. There are three measurement categories into which the group classifies its debt instruments.

1. Amortised Cost: Assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in statement on profit and loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

2. Fair value through other comprehensive income (FVTOCI): Assets that are held for the collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to statement of profit and loss. Interest income from these financial assets is included in other income using the effective interest rate method.

3. Fair Value through profit or loss (FVTPL): Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of hedging relationship is recognised in its profit or loss and presented net in the statement of profit and loss in the period in which it arises. Dividend income from these financial assets is included in other income.

(iii) Impairment of financial assets and contract assets

The group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables and other contractual rights to receive cash or other financial assets.

In accordance with Ind AS 109, the Group assesses on a forward-looking basis the expected credit loss associated with its assets carried at amortised cost and FVTOCI debt instruments. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.
For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.
ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).
The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.
The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

(iv) Derecognition of financial assets

A financial assets is derecognised only when

-- The group has transferred the right to receive cash flows from the financial assets or

-- retains the contractual rights to receive the cash flows of the financial assets, but assumes a contractual obligation to pay cash flows to one or more recipients.

Where the entity has transferred an asset, the group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the group has not retained control of the financial asset. Where the group retains control of the financial asset the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(v) Income recognition

(i) Interest: Interest income is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate.

(ii) Dividend: Dividend income is recognised when the right to receive dividend is established.

(o) Financial Liabilities

(i) Classification

The Group classifies its financial liabilities in the following measurement categories:
-- those to be measured subsequently at fair value through the Statement of Profit and Loss, and
-- those measured at amortised cost

(ii) Measurement

1. Financial liabilities at amortised cost- Financial liabilities at amortised cost represented by borrowings, trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost.
2. Financial liabilities at fair value through profit and loss- Financial liabilities at fair value through profit and loss are measured at fair value with all changes recognized in the statement of profit and loss.

(iii) Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities.

The following table shows various reclassification and how they are accounted for:

Original classification	Revised classification	Accounting treatment
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in Statement of profit and loss.
FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to P&L at the reclassification date.

(p) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the assets and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

(q) Property, Plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Capital work in progress is stated at cost, net of accumulated impairment loss, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate assets is derecognised when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred. The management review the useful life of the assets at each reporting date

Depreciation methods, estimated useful lives and residual value

Depreciation on additions/ deletions to Tangible Assets is calculated on pro-rata basis from the month of such additions/ deletions. The Group provides depreciation on straight-line method at the rates specified under Schedule II to the Companies Act, 2013, except for:

- Reach Stackers and forklifts (included in Other Equipments) are depreciated over a period of ten years, based on the technical evaluation;

- Additions/ construction of Building, Electrical Installations, Furniture and Fixtures and Office Equipments at Punjab Conware CFS is being amortised over the balance period of the Operations and Management Agreement of the CFS with effect from 1 July, 2007;

Gains and losses on disposal are determined by comparing proceeds with carrying amount. These are included in Statement of profit and loss.

The Group has elected to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements on transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

(r) Intangible Assets

Intangible assets purchased are measured at cost or fair value as of the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any. Intangible assets of the group consist of computer software, Rail licence and Private Freight Terminal Licence fees which is amortised under straight line method over a period of 3, 20 and 30 years respectively.

Goodwill

Goodwill on acquisitions of subsidiaries is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for ieternal management purposes, which in our case are the operating segments.

(s) Trade and other Payables

These amounts represent liabilities for goods and services provided to the group prior to the end of financial year which are unpaid. The amounts are unsecured. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at fair value and subsequently measured at amortised cost using effective interest method.

(t) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction cost) and redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest rate method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

The fair value of the liability portion of the zero coupon redeemable preference shares is determined using a market rate for an equivalent instrument. This amount is recorded as liability on amortised cost basis until extinguished on redemption of preference shares. The reminder of the proceeds is attributable to the equity portion of the compound instrument. This is recognized and included in shareholders' equity, net of income tax effects, and not subsequently remeasured.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in statement of profit and loss.

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

(u) Borrowing Cost:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying assets are capitalised during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

(v) Provisions:

Provisions are recognised when the group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provision are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre -tax rate that reflects current market assessments of the time value of money and the risk specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

(w) Employee Benefits:

(i) Short term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees service up to the end of reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurement as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

(iii) Post employment obligation

The group operates the following post-employment schemes:

1.) Defined benefit plans such as gratuity; and

2.) Defined contribution plan such as provident fund and employee state insurance corporation.

Gratuity Obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflow by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligations.

The net interest cost is calculated by applying the discount rate to the net balance of defined benefit obligations and fair value of plan assets. This cost is included in employee benefit expenses in the statement of profit and loss .

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in Statement of profit and loss as past service cost.

Defined Contribution Plans

The group pays provident fund contribution to publicly administered provident funds as per local regulations. The group has no further payment obligations once the contribution have been paid. The contribution are accounted for as defined contribution plans and the contribution are recognised as employee benefit expense when they are due.

(x) Earnings per Share:

(i) Basic earnings per share

Basic earning per share is calculated by dividing:

1) The profit attributable to the owner of the group

2) by the weighted average number of equity share outstanding during the financial year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figure used in the determination of basic earnings per share to take into account:

1) the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

2) the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(y) Contributed Equity

Equity shares are classified as Equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(z) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

(aa) Business combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

(ab) Non-current assets held for sale and discontinued operations

Non-current assets and disposal group are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

The group treats sale of the asset or disposal group to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset (or disposal group),
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of de-recognition.

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations,
- Is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations

Non-current assets are not depreciated or amortised while they are classified as held for sale.

Non-current assets and disposal group classified as held for sale are presented separately from the other assets in the balance sheet.

(ac) Exceptional Items

When items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the group for the year, the nature and amount of such items is disclosed separately as Exceptional items.

(ad) Rounding of amounts

All amounts disclosed in the financial statements and notes have been round off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated

(ae) Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. when the grant related to PPE are recognised as Deferred income under non-current /current liability and" recognised as income over life of assets.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset.

(af) Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

(ag) Onerous contracts

If the Group has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

(ah) Changes in accounting policies and disclosures

New and amended standards

The Group applied Ind AS 116 Leases for the first time. The nature and effect of the changes as a result of adoption of this new accounting standard is described below.

Ind AS 116 Leases

Ind AS 116 supersedes Ind AS 17 Leases including its appendices (Appendix C of Ind AS 17 Determining whether an Arrangement contains a Lease, Appendix A of Ind AS 17 Operating Leases-Incentives and Appendix B of Ind AS 17 Evaluating the Substance of Transactions Involving the Legal Form of a Lease). The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the balance sheet.

Lessor accounting under Ind AS 116 is substantially unchanged from Ind AS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in Ind AS 17. Therefore, Ind AS 116 does not have an impact for leases where the Group is the lessor.

The Group adopted Ind AS 116 using the modified retrospective method of adoption, with the date of initial application on 1 April 2019. The Group elected to use the transition practical expedient to not reassess whether a contract is, or contains, a lease at 1 April 2019. Instead, the Group applied the standard only to contracts that were previously identified as leases applying Ind AS 17 and Appendix C of Ind AS 17 at the date of initial application. The Group also elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option (short-term leases), and lease contracts for which the underlying asset is of low value (low-value assets).

Refer note 37 for detailed impact on adoption of Ind AS 116 "Leases" on the financial statements of the Group.

Upon adoption of Ind AS 116, the Group applied a single recognition and measurement approach for all leases for which it is the lessee, except for short-term leases and leases of low-value assets. The Group recognised lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

In accordance with the modified retrospective method of adoption, the Group recorded the lease liabilities at the present value of the remaining lease payments discounted at the incremental borrowing rate as on the date of transition and has measured the right-of-use assets were recognised based on the amount equal to the lease liabilities, adjusted for any related prepaid and accrued lease payments previously recognised.

Appendix C to Ind AS 12 Uncertainty over Income Tax Treatment

The appendix addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of Ind AS 12 Income Taxes. It does not apply to taxes or levies outside the scope of Ind AS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Appendix specifically addresses the following:

- Whether an entity considers uncertain tax treatments separately
- The assumptions an entity makes about the examination of tax treatments by taxation authorities
- How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates
- How an entity considers changes in facts and circumstances

The Group determines whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments and uses the approach that better predicts the resolution of the uncertainty. In determining the approach that better predicts the resolution of the uncertainty, the Group has considered, for example, (a) how it prepares its income tax filings and supports tax treatments; or (b) how the entity expects the taxation authority to make its examination and resolve issues that might arise from that examination.

The Group determined, based on its tax compliance, that it is probable that its tax treatments will be accepted by the taxation authorities.

The Appendix did not have an impact on the standalone financial statements of the Group.

Other Amendments

A number of other minor amendments to existing standards also became effective on April 01, 2019 and have been adopted by the Group. The adoption of these new accounting pronouncements did not have a significant impact on the accounting policies, methods of computation or presentation applied by the Group.

The Group has not early adopted any amendment, standard or interpretation that has been issued but is not yet effective.

2 CRITICAL ESTIMATES AND JUDGEMENTS:

The Preparation of financial statements require the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgements are:

--Estimation of current tax expense and deferred tax

The calculation of the group's tax charge necessarily involves a degree of estimation and judgement in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process. The final resolution of some of these items may give rise to material profits/losses and/or cash flows. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.(Refer Note 12)

Recognition of deferred tax assets

The recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. To determine the future taxable profits, reference is made to the latest available profit forecasts. (Refer Note 12).

-- Estimation of Provisions, Contingent Liabilities & Contingent Assets

The group exercises judgement in measuring and recognising provisions and the exposures to contingent liabilities which is related to pending litigation or other outstanding claims. Judgement is necessary in assessing the likelihood that a pending claim will succeed, or a liability will arise, and to quantify the possible range of the financial settlement. Because of the inherent uncertainty in this evaluation process, actual liability may be different from the originally estimated as provision. (Refer Note 23).

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefit is probable.

--Impact assessment of Covid 19- Refer note 39

-- Estimated useful life of tangible and intangible assets

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of group's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. For the relative size of the group's tangible and intangible assets (Refer Note 3 & 4).

-- Estimation of defined benefit obligation

The present value of the defined benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for post employments plans include the discount rate. Any changes in these assumptions will impact the carrying amount of such obligations.

The group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the defined benefit obligations. In determining the appropriate discount rate, the group considers the interest rates of government bonds of maturity approximating the terms of the related plan liability. Refer note 11 for the details of the assumptions used in estimating the defined benefit obligation.

-- Impairment of trade receivables

Trade receivables are typically unsecured and are derived from revenue earned from customers. Credit risk has been managed by the group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the group grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the group uses expected credit loss model to assess the impairment loss or gain. The group uses a provision matrix and forward-looking information and an assessment of the credit risk over the expected life of the financial asset to compute the expected credit loss allowance for trade receivables. (Refer Note 21)

-- Estimated fair value of financial instruments

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Management uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. For details of the key assumptions used and the impact of changes to these assumptions refer Note 20.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the group and that are believed to be reasonable under the circumstances.

Note 3: Property, plant and equipment

	Freehold Land (Refer Note 3(iv))	Lease-hold Improvements - Land	Building (Refer Note 3(iv))	Plant and Machinery	Electrical Installations and Equipment	Furniture and Fittings	Office Equipment	Computer Hardware	Other Equipment (Refer Note 3(v), 3 (vi) and 3(vii))	Vehicles (Refer Note 3(viii))	Total	Capital work-in-progress (Refer Note 3(ii))
Gross Block												
As at 1 April 2018	3,133.56	373.05	20,595.71	1,335.38	2,123.62	675.19	125.12	354.52	4,581.29	4,502.64	37,800.08	47.20
Additions	-	-	541.99	0.81	88.56	3.92	21.70	21.42	11.55	396.82	1,086.77	-
Acquisition of subsidiary (Refer Note 33)	70,602.35	-	22,076.72	719.97	1,175.53	741.20	161.90	105.03	24,325.61	2,065.25	1,21,973.56	159.59
Disposals/ transfer	69.73	-	-	-	-	-	-	-	-	102.02	171.75	(47.20)
As at 31 March 2019	**73,666.18**	**373.05**	**43,214.42**	**2,056.16**	**3,387.71**	**1,420.31**	**308.72**	**480.97**	**28,918.45**	**6,862.69**	**1,60,688.66**	**159.59**
As at 1 April 2019												
Opening gross carrying amount	73,666.18	373.05	43,214.42	2,056.16	3,387.71	1,420.31	308.72	480.97	28,918.45	6,862.69	1,60,688.66	159.59
Additions/ transfer	1,518.90	-	141.41	38.96	36.40	23.17	11.68	24.89	877.52	1,884.76	4,557.69	3,584.32
Disposal of subsidiary (Refer Note 32(b))	101.65	-	1,667.57	-	137.88	16.47	2.71	5.61	27.77	508.24	2,467.90	-
Disposals/ transfer	-	-	-	-	-	-	-	2.58	191.53	67.69	261.80	(3,201.70)
As at 31 March 2020	**75,083.43**	**373.05**	**41,688.26**	**2,095.12**	**3,286.23**	**1,427.01**	**317.69**	**497.67**	**29,576.67**	**8,171.52**	**1,62,516.65**	**542.21**
Accumulated Depreciation												
As at 1 April 2018	-	16.96	3,030.23	201.45	599.32	275.09	56.74	248.59	1,635.87	1,905.37	7,969.62	-
Depreciation charge during the year	-	16.96	1,321.09	6.79	113.48	49.91	25.30	58.88	784.10	844.68	3,221.19	-
Disposals/ transfer	-	-	-	-	-	-	-	-	-	75.09	75.09	-
As at 31 March 2019	**-**	**33.92**	**4,351.32**	**208.24**	**712.80**	**325.00**	**82.04**	**307.47**	**2,419.97**	**2,674.96**	**11,115.72**	**-**
As at 1 April 2019												
Opening accumulated depreciation	-	33.92	4,351.32	208.24	712.80	325.00	82.04	307.47	2,419.97	2,674.96	11,115.72	-
Depreciation charge during the year	-	27.79	2,395.05	66.23	341.00	203.81	70.72	98.29	4,651.87	1,216.06	9,070.82	-
Disposal of subsidiary (Refer Note 32(b))	-	-	302.10	-	67.67	7.51	1.55	5.24	21.79	319.65	725.51	-
Disposals/ transfer	-	-	-	-	-	-	-	2.58	157.92	31.10	191.60	-
As at 31 March 2020	**-**	**61.71**	**6,444.27**	**274.47**	**986.13**	**521.30**	**151.21**	**397.94**	**6,892.13**	**3,540.27**	**19,269.43**	**-**
Net carrying amount 31 March 2020	**75,083.43**	**311.34**	**35,243.99**	**1,820.65**	**2,300.10**	**905.71**	**166.48**	**99.73**	**22,684.54**	**4,631.25**	**1,43,247.22**	**542.21**
Net carrying amount 31 March 2019	**73,666.18**	**339.13**	**38,863.10**	**1,847.92**	**2,674.91**	**1,095.31**	**226.67**	**173.50**	**26,498.48**	**4,187.73**	**1,49,572.94**	**159.59**

Notes:

(i) Contractual obligations - Refer to note 25 for disclosure of contractual commitments for the acquisition of property, plant and equipment

(ii) Capital work-in-progress - Capital work-in-progress as at 31 March 2020 mainly comprises cost on yard development at ICD Piyala of Rs. 294.02 lakhs.

(iii) Assets pledged as Security for borrowings - Refer note 29 for information on property, plant and equipment, pledged as security by the Group.

(iv) Title of freehold land and building (constructed thereon) situated at Chennai and at Asaoti are yet to be transferred in the name of the Group.

	Freehold land - Chennai	Building - Chennai	Freehold land - Asaoti
Gross Block as at March 31, 2020	110.17	2,259.40	20.34
Gross Block as at March 31, 2019	110.17	2,259.40	20.34
Net Block as at March 31, 2020	110.17	1,088.84	20.34
Net Block as at March 31, 2019	110.17	1,167.09	20.34

(v) Other Equipments include Reach Stackers of gross carrying amount is Rs. 9,918.46 lakhs (31 March 2019- Rs. 7,460.34 lakhs) and having Net Book Value Rs. 4,275.09 lakhs (31 March 2019- Rs. 5,104.37 lakhs).

(vi) Other Equipments include grant received under Export promotion Capital Goods Scheme (EPCG) for imported Reach Stackers of Rs. 892.36 lakhs (31 March 2019- Rs. 892.36 lakhs) and having net book value of Rs. 498.82 lakhs (31 March 2019- Rs. 633.71 lakhs).

(vii) Certain railway sidings are constructed on land not owned by the Group.

(viii) Motor Vehicles include Trailors of gross carrying amount is Rs. 11,729.27 lakhs (31 March 2019 Rs. 4,503.70 lakhs) and having Net Books Value Rs. 3,702.16 lakhs (31 March 2019- Rs. 2,386.09 lakhs).

Note 4: Intangible assets

	Goodwill (Refer Note (i) below)	Rail License Fees [Refer Note (iii) below]	PFT Licence Fees [Refer Note (iv) below]	Computer Software (Refer Note (ii) below)	Total
Deemed Cost					
As at 1 April 2018	2,410.77	-	-	126.26	2,537.03
Acquisition of subsidiary (Refer Note 33)	29,865.70	2,041.67	265.28	-	32,172.65
As at 31 March 2019	32,276.47	2,041.67	265.28	126.26	34,709.68
As at 1 April 2019	32,276.47	2,041.67	265.28	126.26	34,709.68
Additions	-	-	-	-	-
Disposal of subsidiary (Refer Note 32(b))	(1,961.05)	-	-	-	(1,961.05)
As at 31 March 2020	30,315.42	2,041.67	265.28	126.26	32,748.63
Accumulated amortisation					
As at 1 April 2018	-	-	-	87.10	87.10
Amortisation charge for the year	-	1.37	0.05	33.63	35.05
As at 31 March 2019	-	1.37	0.05	120.73	122.15
As at 1 April 2019	-	1.37	0.05	120.73	122.15
Amortisation charge for the year	-	250.00	10.00	5.29	265.29
As at 31 March 2020	-	251.37	10.05	126.02	387.44
Net carrying amount 31 March 2020	30,315.42	1,790.30	255.23	0.24	32,361.19
Net carrying amount 31 March 2019	32,276.47	2,040.30	265.23	5.53	34,587.53

Note:

(i) Goodwill impairment test

Goodwill is tested for impairment at least annually in accordance with the Group's procedure for determining the recoverable value of such assets. The recoverable value was determined using value-in-use (VIU). The VIU is determined as the discounted value of future cash flows by using cash flow projections approved by the senior management for the next five years and is based on internal forecasts, considering the current economic conditions, growth rates and anticipated future economic conditions.

Appropriate terminal growth rates of 4%-5% (March 31, 2019: 4%-5%) and discount rate of 13%-15% (March 31, 2019: 17.5%) are used to forecasted cash flows where the rates are consistent with forecasts included in industry reports and reflects the specific risks relating to the segment in which group operate. Based on the above, no impairment was identified as of 31 March 2020 and 31 March 2019 as the recoverable value of the segment exceeded the carrying values.

The management believes that any possible changes in the key assumptions would not cause the carrying amount to exceed the recoverable amount of cash generating unit.

Key assumptions used for value in use calculations

The calculation of value in use is most sensitive to the following assumptions.

Gross margins - Gross margins are based on average values achieved in the three years preceding the beginning of the budget period. These are increased over the budget period for anticipated efficiency improvements.

Discount rates - Discount rates represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest-bearing borrowings the Group is obliged to service. Segment-specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data. Adjustments to the discount rate are made to factor in the specific amount and timing of the future tax flows in order to reflect a pre-tax discount rate.

(ii) Computer software consists of cost of ERP licenses and development cost. Useful life of Computer software is estimated to be 3 years, based on technical obsolescence of such assets.

iii) Rail License Fees aggregating Rs. 2041.67 Lakhs (March 31, 2019: Rs. 2,041.67 lakhs) paid to Railway Administration towards Concession Agreement is amortised over the remaining period of contract from the date of acquisition. Balance useful life of Rail License Fees as at March 31, 2020 is 7 years (31-March-19: 8 years).

iv) Private Freight Terminal (PFT) Licence fees aggregating Rs. 265.28 Lakhs (March 31, 2019: Rs. 265.28 Lakhs) paid to Railway Administration is amortised over the remaining period of contract from the date of acquisition. Balance useful life of PFT as at March 31, 2020 is ranging between 25 to 27 years (31-March-19: 26 to 28 years).

Note 5(a) Equity Investments in Associates and Joint Venture

	31-March-2020		31-March-2019	
	Current	Non- Current	Current	Non- Current
A. Unquoted Equity Instruments:				
Investment in Joint Venture Company:				
50,997 Equity Shares (31 March 2019: 50,997) of Rs. 10 each held in Container Gateway Limited (CGL)	-	5.10	-	5.10
Less: Impairment in the value of investment	-	5.10	-	5.10
Total (A)	-	-	-	-
B. Quoted Equity Instruments:				
Investment in Associate Company:				
As at 31 March 2019- 47,254,119, Equity Shares of Rs. 10 each fully paid in Snowman Logistics Limited (refer note 6(a), 32 (b) & 35)	-	-	-	14,648.36
Market Value as on 31 March 2019 is Rs. 22,092.98 lakhs				
Total Equity Investments in Associates	-	-	-	14,648.36

Note 5(b) Current investments

	31-March-2020		31-March-2019	
	Current	Non- Current	Current	Non- Current
Quoted investment in Mutual Fund at FVPL (fully paid)				
Nil units (31 March 2019: 189,961 units) ICICI Prudential Liquid Plan Direct Growth	-	-	525.08	-
260,349 units (31-March-19: Nil units) ICICI Prudential Saving Fund - Direct Plan Growth	1,016.33	-	-	-
Nil units (31 March 2019: 178,849 units) Aditya Birla Sunlife Liquid Fund -Growth-Direct Plan	-	-	537.33	-
31,786 units (31 March 2019: 20,375 units) Kotak Low Duration Fund Direct-Growth	820.48	-	484.32	-
Nil units (31 March 2019: 7,411 units) Franklin India Liquid Fund Super Institutional Plan Direct Growth	-	-	207.42	-
3,491,451 units (31-March-19: Nil units) Franklin India Savings Fund -Retail Option Direct Growth	1,323.71	-	-	-
37,884 units (31-March-19 : 33,451 units) UTI Money Market Fund - Institutional Plan - Direct Plan - Growth	859.11	-	706.68	-
259,659 units (31-March-19: 401,410) Aditya Birla Sun Life Money Manager Fund - Growth -Direct Plan	703.48	-	1,010.35	-
194,114 units (31-March-19: 194,114 units) ICICI Prudential Money Market Fund - Direct Plan Growth	542.09	-	505.01	-
25,088 units (31-March-19: Nil units) Nippon India Low Duration Fund -Direct Plan Growth Option	708.19	-	-	-
Total Current investments	5,973.39	-	3,976.19	-

	31-March-2020		31-March-2019	
	Current	Non-current	Current	Non-current
Aggregate amount of quoted investments	5,973.39	-	3,976.19	14,648.36
Market value of above quoted investments	5,973.39	-	3,976.19	22,092.98
Aggregate amount of unquoted investments	-	-	-	-

Note 5(c) Other financial assets

	31-March-2020		31-March-2019	
	Current	Non-Current	Current	Non-current
Security deposits (Refer note below)*	2.50	757.71	46.04	725.55
Bank deposits with original maturity period more than 12 months**	80.77	1,970.60	59.31	356.61
Margin money balances	-	177.26	-	302.86
Interest accrued on fixed deposits with banks	39.27	120.72	16.08	18.57
Advances recoverable in Cash (unsecured, considered good)	3.77	148.94	153.35	-
Insurance claim receivable	-	-	106.19	-
Accrued Export Incentive (Service Exports from India Scheme - SEIS)	-	-	1,281.38	-
Total other financial assets	126.31	3,175.23	1,662.35	1,403.59

*Security Deposit includes the deposit given by subsidiary company to PACE CFS amounting to Rs. 154 Lakhs is under litigation (Refer Note 23).

**Non Current Deposit of Rs.1,630 lakhs (March 31, 2019: Nil) is kept towards Debt service reserve account for non-convertible debentures issued by the Company.

Note 5(d) Trade receivables

	31-March-2020	31-March-2019
Unsecured Trade receivables	14,530.74	14,231.00
Provision for expected credit loss	(1,554.71)	(1,494.32)
Total Trade receivables	12,976.03	12,736.68

Breakup of securities details	31-March-2020	31-March-2019
Secured, considered good	-	-
Unsecured, considered good	12,976.03	12,736.68
Trade receivables which have significant increase in credit risk	1,554.71	1,494.32
Less: Provision for expected credit loss	(1,554.71)	(1,494.32)
Trade receivables - credit impaired	-	-
Total trade receivables	12,976.03	12,736.68

No trade or other receivable are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade or other receivable are due from firms or a private company respectively in which any director is a partner, a director or a member.

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

The provision for the impairment of trade receivables has been made basis the expected credit loss method and other cases based on management judgement.

Note 5(e) Cash and Cash equivalents

	31-March-2020	31-March-2019
Balance with banks		
-In current accounts	576.50	1,223.83
Bank deposits with original maturity of 3 months or less *	50.42	1,585.00
Cheques on hand	2.57	100.08
Cash on hand	19.54	16.94
Total cash and cash equivalents	649.03	2,925.85

* Rs. Nil (2019: Rs 1,585 lakhs) deposited with HDFC Bank under Debt service reserve account for non-convertible debentures issued by the Gateway Distriparks limited.

Changes in liabilities arising from financial activities

	Current borrowings	Non-Current borrowings (including current maturities)	Lease liabilities (Current & Non-Current)
As at April 1, 2018	960.81	13,790.29	-
Acquisition of subsidiary (Refer Note 33)	1,033.21	15,259.91	-
Cash flow (net)	630.58	50,775.37	-
Other	-	718.49	-
As at March 31, 2019	2,624.60	80,544.06	-
Recognition on April 01, 2019 due to adoption of Ind AS 116	-	-	17,049.67
Addition on account of new leases during the year	-	-	4,306.35
Cash flow (net)	2,445.65	(9,290.00)	(4,402.86)
Interest expenses	-	-	1,690.14
As at March 31, 2020	5,070.25	71,254.06	18,643.30

Note 5(f) Bank balances other than 5(e) above

	31-March-2020	31-March-2019
Deposits with original maturity of more than 3 months but less than 12 months	131.61	3.46
Earmarked balances with banks:		
- in unclaimed Dividend Accounts	76.80	68.49
Total bank balances other than 5(e) above	208.41	71.95

Note 5(g) Contract Assets

	31-March-2020	31-March-2019
-Unsecured, Considered good	815.96	538.27
-Unsecured, Considered doubtful	71.76	78.04
	887.72	616.31
Less: Provision for expected credit loss	(71.76)	(78.04)
	815.96	538.27

Contract Assets relate to ongoing services for which the Company has entered into agreement with customer wherein the Company has identified its performance obligations in contract as per Ind AS 115 "Revenue from contract with customers". The Company's right to receive consideration is conditional upon satisfaction of these performance obligation. Contract Assets are in the nature of unbilled receivables which arises when Company satisfies performance obligation but does not have unconditional rights to consideration.

The performance obligation in respect of services being provided by the Company, are satisfied over a period of time and upon acceptance of the customer. Billing and payment is made upon delivery of services.

Note 6: Other assets

	31-March-2020		31-March-2019	
	Current	Non-current	Current	Non-current
Capital Advance				
Unsecured, considered good	-	1,788.80	-	1,789.57
Unsecured, considered doubtful	-	52.31	-	52.31
Less: Considered Doubtful	-	(52.31)	-	(52.31)
	-	1,788.80	-	1,789.57
Advances to suppliers	251.26	-	752.44	-
Balances with statutory authorities:	-	-	-	-
-Customs Duty paid under protest (Refer note 23)	-	367.26	-	521.16
-Income tax paid under protest	-	28.00	-	28.00
- Duty paid under protest (State Consumer Dispute Redressal Forum -SCDRF)	-	46.23	-	46.23
-Service tax paid under protest	-	6.22	-	6.22
-Input credit receivable	67.52	-	98.06	-
Receivable from related party (refer note 26)	0.59	-	-	-
Prepaid expenses	479.90	374.89	542.94	3,075.63
Total other assets	799.27	2,611.40	1,393.44	5,466.81

Note 6(a) Assets held for sale

	31-March-2020		31-March-2019	
	Current	Non- Current	Current	Non- Current
A. Quoted Equity Instruments:				
Investment in Associate Company:				
As at March 2020, 67,254,119 Equity Shares of Rs. 10 each fully paid in Snowman Logistics Limited (refer note 32 (b) & 35)	14,648.36	-	-	-
Add: Group share of net loss for the year	(551.05)	-	-	-
Market Value as on 31 March 2020 is Rs. 21,218.67 lakhs				
Total	14,097.31	-	-	-

Note 7: Equity share capital and other equity

Note 7(a) Equity share capital

Authorised equity share capital	31-March-2020	31-March-2019
	Numberof shares	Amount
As at 31 March 2019- Equity shares of Rs. 10 each	1,250.00	12,500.00
As at 31 March 2020- Equity shares of Rs. 10 each	1,250.00	12,500.00
Issued, subscribed and fully paid up capital		
	Numberof shares	Amount
As at 31 March 2019- Equity shares of Rs. 10 each	1,087.28	10,872.80
As at 31 March 2020- Equity shares of Rs. 10 each	1,087.28	10,872.80

(i) Movements in equity share capital

	Number of shares	Equity share capital (par value)
As at 1 April 2018	1,087.28	10,872.80
Increase during the year	-	-
As at 31 March 2019	1,087.28	10,872.80
Increase during the year	-	-
As at 31 March 2020	1,087.28	10,872.80

Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(II) Details of shareholders holding more than 5% shares in the company

	31-March-2020		31 March 2019	
Name of Shareholder	Number of shares	% holding	Number of shares	% holding
Promoters and Promoter Group:				
Prism International Private Limited	2,49,00,000	22.90	2,49,00,000	22.90
Perfect Communications Private Limited	23,00,000	2.12	18,05,000	1.66
Mr. Prem Kishan Dass Gupta	44,15,000	4.06	44,15,000	4.06
Mrs. Mamta Gupta	5,09,998	0.47	5,09,998	0.47
Mr. Ishaan Gupta	3,30,000	0.30	3,30,000	0.30
Mr. Samvid Gupta	3,50,000	0.32	3,50,000	0.32
Others:				
ICICI Prudential Mutual Fund	96,42,160	8.87	83,92,751	7.72
Amansa Holdings Private Limited	97,78,635	8.99	94,33,238	8.68
Life Insurance Corporation Of India	77,01,279	7.08	77,01,279	7.08
Mirae Asset Funds	73,79,499	6.79	54,25,348	4.99

As per records, including register of shareholders/members and other declaration received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

Note 7(b) Reserve and surplus

	31-March-2020	31-March-2019
Securities premium reserve	34,594.59	34,594.59
Capital redemption reserve	788.35	788.35
General reserve	4,900.20	4,900.20
Debenture redemption reserve	55.00	55.00
Retained earnings	80,459.95	80,969.36
Total reserves and surplus	1,20,798.09	1,21,307.50

(i) Securities premium reserve

	31-March-2020	31-March-2019
Opening balance	34,594.59	34,594.59
Proceeds received	-	-
Closing Balance	34,594.59	34,594.59

(ii) Capital redemption reserve

	31-March-2020	31-March-2019
Opening balance	788.35	788.35
Appropriations during the year	-	-
Closing Balance	788.35	788.35

(iii) General reserve

	31-March-2020	31-March-2019
Opening balance	4,900.20	4,900.20
Transfer from retained earnings	-	-
Appropriations during the year	-	-
Closing Balance	4,900.20	4,900.20

(iv) Debenture Redemption Reserve

	31-March-2020	31-March-2019
Opening balance	55.00	-
Transfer from retained earnings	-	55.00
Appropriations during the year	-	-
Closing Balance	55.00	55.00

(v) Retained earnings

	31-March-2020	31-March-2019
Opening balance	80,969.36	49,768.35
Profit for the year	10,302.61	36,512.85
Remeasurements of post-employment benefit obligation, net of tax	(13.05)	(13.74)
Transfer to debenture redemption reserve	-	(55.00)
Dividends paid	(9,785.52)	(4,349.13)
Dividend distribution tax	(1,013.45)	(893.97)
Closing Balance	80,459.95	80,969.36

Nature and purpose of other reserves:

(i) Securities premium reserve:

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

(ii) Capital redemption reserve:

Capital redemption reserve is used to record the amount of nominal value of the shares bought back by the Company. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

(iii) General reserve:

Transfer to General reserve are made from retained earnings of the Company. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

(iv) Debenture Redemption Reserve

Transfer to Debenture Redemption Reserve (DRR) are made from retained earnings of the Company. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Company has created DRR in accordance with requirement of section 71 of the Companies Act 2013 till March 2019 however pursuant to a Ministry of Corporate Affairs notification dated August 16, 2019 amending Section 71 of the Companies Act, 2013 and Rule 18 (7) of the Companies (Share Capital and Debentures) Rules, 2014, the Company is not required to maintain DRR for debentures issued and accordingly no amount is transferred during the year in DRR .

Employee Stock Option Plan:

ESOP 2013 Scheme

The Shareholders at the Extra Ordinary General Meeting held on March 8, 2013, approved the new ESOP 2013 Scheme for eligible Directors and employees of the Company and its Subsidiary Companies. Under the Scheme, options for 2,000,000 shares would be available for being granted to eligible employees of the Company and options for 500,000 shares would be available for being granted to employees of the Subsidiary Companies. Each option (after it is vested) will be exercisable for one Equity share of Rs. 10. The options would be issued at an exercise price, which would be at a 20% discount to the latest available closing market price (at a stock exchange as determined by the Remuneration & ESOP Committee) on the date prior to the date on which the Remuneration & ESOP Committee finalises the specific number of options to be granted to the employees. Vesting of the options shall take place over a maximum period of 5 years with a minimum vesting period of 1 year from the date of grant. The specific employees and their eligibility for the entitlement of ESOP would be determined by the Remuneration & ESOP committee of the Company however the same is still not notified.

Note 8: Financial liabilities

Note 8 (a) Non-current borrowings

	31-March-2020	31-March-2019
Secured		
From Banks		
Vehicle Finance Loan from Bank (Refer note 8(a)(i),(ii) and 8(b)(i),(ii),(x))*	3,533.11	2,430.73
Term Loan from Bank (Refer note 8(a)(iii), (v) and 8(b)(iii), (vi), (vii),(viii), (ix))*	16,264.40	21,634.21
Rated Listed Secured Redeemable Non-Convertible Debentures (Refer note 31)	49,752.40	54,655.73
Term Loan from Financial Institution (Refer note 8(a)(iv) and 8(b)(iv))	238.94	524.06
Redeemable Preference shares issued by subsidiary company (Refer note 8(b)(v))	1,520.07	1,427.09
Total Non-Current borrowings	71,308.92	80,671.82
Less: Current maturities of Non-current borrowings (included in note 8(d))	(6,482.66)	(6,383.33)
Less: Interest accrued but not due (included in note 8(d))	(54.86)	(127.76)
Total Non-Current borrowings	64,771.40	74,160.73

*Includes interest accrued but not due.

Note 8(b) Current borrowings

	31-March-2020	31-March-2019
Secured		
From Banks		
Cash Credit and Bank overdraft from Bank (Refer note 8(a)(vii))	5,070.25	2,131.62
Buyers Credit from Bank with original maturity with less 1 year (Refer Note 8(a)(vi), 8(b)(xi))	-	492.98
Total current borrowings	5,070.25	2,624.60

(a) Nature of Security:

(i) Vehicle Finance Loan from HDFC Bank of Rs. 3,526.05 lakhs (31 March 2019: Rs. 2,413.58 lakhs) are secured by way of hypothecation of the Group's Commercial Vehicles acquired from vehicle loan.

(ii) Vehicle Finance Loan from Federal Bank of Rs. 0.57 lakhs (31 March 2019: Rs. 2.66 lakhs) are secured by hypothecation of subsidiary company's assets (forklifts).

(iii) Term loan from HDFC Bank of Rs. 4,524.34 lakhs (31 March 2019 Rs. 6,637.50 lakhs) are secured by first and exclusive charge on all the immoveable assets, book debts and moveable fixed assets of the Parent Company.

(iv) Term Loan from Kerala State Industrial Development Corporation (KSIDC) Rs. 238.95 Lakhs (31 March 2019- Rs. 524.06 Lakhs) is secured by first charge on the fixed assets of the subsidiary company and Corporate Guarantee of Gateway Distriparks Limited & Chaklat Agencies Private Limited.

(v) Term Loan from HDFC Bank amounting to Rs. 11,627.58 Lakhs (March 31, 2019: Rs. 14,863.25 Lakhs) is secured by first exclusive charge on all the assets (fixed and current, present and future) of the subsidiary company and Corporate Guarantee by Gateway Distriparks Limited, the Holding Company.

(vi) Buyers' Credit from HDFC Bank amounting to Rs. Nil (March 31, 2019 Rs. 492.98 Lakhs) was secured by first exclusive charge on all the assets (fixed and current, present and future) of subsidiary company.

(vii) In case of The Company (Gateway Distriparks Limited):
Cash Credit from HDFC Bank Limited amounting to Rs. 1,362.97 lakhs (31 March 2019- Rs. 728.02 lakhs) is secured by first exclusive charge on book debts, immovable fixed assets (JNPT CFS property and structures thereon) and movable fixed assets of the Parent Company.

In case of subsidiary company (Gateway East India Private Limited)
Cash Credit from HDFC Bank amounting to Rs. 692.13 lakhs (March 31, 2019 Rs. 863.37 lakhs) is secured by first exclusive charge on stock in trade, book debts and receivables, plant & machinery consisting of reach stackers, movable assets of the Subsidiary Company and Corporate Guarantee of Gateway Distriparks Limited, the Parent Company.

In case of subsidiary company (Gateway Rail Freight Limited)
Overdraft of Rs 3,015.25 lakhs (March 31, 2019 Rs 540.23) from bank is payable on demand. Outstanding overdraft carry an average interest rate of MCLR + 25 bps and is secured by first exclusive charge on all assets.

(viii) The carrying amount of financial and non-financial assets pledged as security for non current borrowings are disclosed in note 29.

(b) Terms of Repayment:

(i) Vehicle Finance Loan from HDFC Bank are repayable in 35/46/48/58/59/60 equal monthly instalments along with interest ranging from 8.31% per annum to 10.25% per annum on reducing monthly balance.

(ii) Vehicle Finance Loan from Federal Bank is repayable in 36 monthly instalments with interest rate ranging from 8.5% to 8.72% during financial year 2017-2020.

(iii) Term Loans from HDFC Bank are repayable in equal quarterly instalments between 11 January, 2014 to 2 March, 2024 along with interest of Bank's MCLR + 0.25% per annum on reducing quarterly balance.

(iv)Principal amount on KSIDC Loan repayable in 32 quarterly instalments commencing from May 2014 with interest rate of 8.90% p.a. (31 March 2019-9.75% p.a.). Interest is payable on quarterly basis.

(v) The preference shares are redeemable in 10 instalments as per resolution of the Board of Directors of the subsidiary company dated 5 June 2014 and 3 February 2016. The estimated interest payable up to the date of Balance Sheet calculated @ 9% is disclosed as Long Term Liability on Redeemable Preference Shares.

(vi) 1) The Term Loan 1 from HDFC Bank is repayable in 24 quarterly instalments within 8 years with 2 years moratorium from the date of each drawdown.
Term Loan of Rs. 3,400.00 Lakhs taken on April 15, 2015 is repayable in instalments of Rs. 145.83 Lakhs starting from July 2017 with interest @ Base rate + 400bps. w.e.f 01 December, 2016, interest rate benchmark has been revised to MCLR + 25 bps. Interest for current year is in the range of 8.75% - 8.95% p.a.

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(vii) The Term Loan 2 from HDFC Bank is repayable in 24 Quarterly instalments within 8 years with 2 years moratorium from the first drawdown.
a) Term Loan of Rs. 1,000.00 Lakhs taken on December 22, 2014 is repayable in instalments of Rs. 41.67 Lakhs started from March 2017 with interest @ Base rate + 40bps. w.e.f 01 December, 2016, interest rate benchmark has been revised to MCLR + 25 bps. Interest for current year is in the range of 8.55% - 8.95% p.a.
b) Term Loan of Rs. 1,000.00 Lakhs taken on January 19, 2015 is repayable in instalments of Rs. 41.67 Lakhs started from March 2017 with interest @ Base rate + 40bps. w.e.f 01 December, 2016, interest rate benchmark has been revised to MCLR + 25 bps. Interest for current year is in the range of 8.55% - 8.95% p.a.
c) Term Loan of Rs. 1,500.00 Lakhs taken on January 11, 2016 is repayable in instalments of Rs. 62.50 Lakhs started from March 2017 with interest @ Base rate + 40bps. w.e.f 01 December, 2016, interest rate benchmark has been revised to MCLR + 25 bps. Interest for current year is in the range of 8.55% - 8.95% p.a.
d) Term Loan of Rs. 1,000.00 Lakhs taken on February 10, 2016 is repayable in instalments of Rs. 41.67 Lakhs started from March 2017 with interest @ Base rate + 40bps. w.e.f 01 December, 2016, interest rate benchmark has been revised to MCLR + 25 bps. Interest for current year is in the range of 8.55% - 8.95% p.a.
e) Term Loan of Rs. 1,000.00 Lakhs taken on March 15, 2016 is repayable in instalments of Rs. 41.67 Lakhs started from March 2017 with interest @ Base rate + 40bps. w.e.f 01 December, 2016, interest rate benchmark has been revised to MCLR + 25 bps. Interest for current year is in the range of 8.55% - 8.95% p.a.
f) Term Loan of Rs. 770.00 Lakhs taken on May 07, 2016 is repayable in instalments of Rs. 32.08 Lakhs started from March 2017 with interest @ Base rate + 40bps. w.e.f 01 December, 2016, interest rate benchmark has been revised to MCLR + 25 bps. Interest for current year is in the range of 8.55% - 8.95% p.a.

(viii) The Term Loan 4 from HDFC Bank is repayable in 24 quarterly instalments within 8 years with 2 years moratorium from the date of each drawdown.
a) Term Loan of Rs. 1,000.00 Lakhs taken on March 31, 2016 is repayable in instalments of Rs. 41.67 Lakhs starting from June 2018 with interest @ Base rate + 40bps. w.e.f 01 December, 2016, interest rate benchmark has been revised to MCLR + 25 bps. Interest for current year is in the range of 8.55% - 8.95% p.a.
b) Term Loan of Rs. 7,000.00 Lakhs taken on July 28, 2016 is repayable in instalments of Rs. 291.67 Lakhs starting from October 2018 with interest @ Base rate + 40bps. w.e.f 01 December, 2016, interest rate benchmark has been revised to MCLR + 25 bps. Interest for current year is in the range of 8.55% - 8.95% p.a.
c) Term Loan of Rs. 644.00 Lakhs taken on August 11, 2016 is repayable in instalments of Rs. 26.83 Lakhs starting from November 2018 with interest @ Base rate + 40bps. w.e.f 01 December, 2016, interest rate benchmark has been revised to MCLR + 25 bps. Interest for current year is in the range of 8.55% - 8.95% p.a.

(ix) The Term Loan 5 from HDFC Bank is repayable in 24 Quarterly instalments within 8 years with 2 years moratorium from the first drawdown.
Term Loan of Rs. 10 Crore taken on August 11, 2016 is repayable in instalments of Rs. 41.67 Lakhs started from March 2017 with interest @ Base rate + 40bps. w.e.f 01 December, 2016, interest rate benchmark has been revised to MCLR + 25 bps. Interest for current year is in the range of 8.55% - 8.95% p.a.

(x)The Vehicle Loan from HDFC Bank is repayable in 46 and 35 Monthly instalments.
a) Vehicle Loan of Rs. 376.26 Lakhs taken on February 23, 2018 is repayable in instalments of Rs. 963,540 starting from April 2018.
b) Vehicle Loan of Rs. 1,796.07 Lakhs taken on November 2019 is repayable in instalments of Rs. 58,29,365 starting from January 2020.

(xi) Buyers' Credit of Rs. 492.98 Lakhs was repaid in July 2019. The interest rate was LIBOR + 0.30%.

Note 8(c) Trade payables

	31-March-2020	31-March-2019
Total Outstanding dues of micro and small enterprises	76.64	131.06
Total Outstanding dues other than micro and small enterprises	9,070.94	7,304.89
Total trade payables	9,147.58	7,435.95

Trade payables are non interest bearing and are normally settled in the range of 30 to 90 days terms.

Note 8(d) Other financial liabilities

	31-March-2020	31-March-2019
Current maturities of Non-current borrowings -Vehicle finance loan	1,256.94	3,964.03
Current maturities of Non-current borrowings - Term loan from a Bank	5,000.72	2,194.30
Current maturities of Non-current borrowings - Financial Institution	225.00	225.00
Security Deposits*	53.17	47.40
Payables for equity shares acquired in subsidiary Gateway Rail Freight Limited	-	35.33
Unclaimed Dividend **	76.80	68.49
Payables for capital assets	115.01	271.07
Interest accrued but not due on loans and borrowings	54.86	127.76
Total other current financial liabilities	6,782.50	6,933.38

*Security deposits are non interest bearing

** There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

Note 8(e) Contract Liabilities

	31-March-2020	31-March-2019
Advances received from customers	740.05	1,167.47
Auction Surplus	55.89	55.89
Total	795.94	1,223.36
Current	795.94	1,223.36
Non-Current	-	-

The Group has entered into a agreement/arrangement for providing of services. The Group has identified the performance obligations and recognized the same as contract liability where the Group has obligation to deliver the services to a customer for which the Group has received consideration.

Note 9: Provisions

	31-March-2020		31-March-2019	
	Current	Non-current	Current	Non-current
Contingencies	-	132.65	-	156.05
Total Provisions	-	132.65	-	156.05

Break-up of provision for contingencies:

	31-March-2020		31-March-2019	
	Indirect Tax Matters	Other Matters	Indirect Tax Matters	Other Matters
Opening Balance	146.75	9.30	146.75	9.30
Add: Provision made	-	-	-	-
Less: Amounts reversed	(23.30)	(0.10)	-	-
Total	123.45	9.20	146.75	9.30

Represents estimates made for probable liabilities arising out of pending assessment proceedings with various Government Authorities. The timing of the outflow with regard to the said matter depends on the exhaustion of remedies available to the Company under the law and hence, the Company is not able to reasonably ascertain the timing of the outflow.

Note 10: Other current liabilities

	31-March-2020	31-March-2019
Statutory dues	1,977.86	1,132.41
Total Other current liabilities	1,977.86	1,132.41

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Note 11: Employee benefit obligations

	31-March-2020		31 March 2019	
	Current	Non-current	Current	Non-current
Compensated absences	86.28	303.06	95.74	317.56
Gratuity (Refer note below)	64.63	808.62	59.47	714.61
Directors Commission	1,167.77	-	1,577.15	-
Employee benefits payable	286.33	-	277.88	-
Total employee benefit obligations	1,605.01	1,111.68	2,010.24	1,032.17

(a) Compensated absences

The leave obligation cover the company liability for sick and earned leave.

(b) Post employment benefit obligations

(i) Gratuity

The gratuity plan of the Group is both funded and non funded. Funded gratuity is administered by TATA AIA Life Insurance Company Limited. The group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied by the number of years of service.

(ii) Defined contribution plans

The Group makes contributions to Provident Fund, which are defined contribution plan, for qualifying employees. Under the schemes, the Group is required to contribute a specified percentage of the payroll costs to fund the benefits. The Group recognised Rs.234.48 lakhs (Year ended March 31, 2019: Rs. 94.56 lakhs) for provident fund contributions and Rs. 10.68 lakhs (Year ended March 31,2019: Rs. 7.02 lakhs) for contribution to ESIC in the statement of profit and loss. The contributions payable to these plans by the Group are at rates specified in the rules of the schemes. 2

Disclosures relating to defined benefit obligatioos are:

(a) Balance sheet amount (Gratuity)

The amounts recognised in the Balance sheet and movements in the net defined benefits obligation over the period are as follows:

	Present value of obligation-Unfunded (A)	Present value of obligation-Funded (B)	Fair value of plan assets (C)	Net amount D=(B)-(C)	Total A + D
1 April 2018	173.40	126.18	6.60	119.58	292.98
Current service cost	15.71	12.59	-	12.59	28.30
Interest expense/(income)	14.83	9.87	0.52	9.35	24.18
Total amount recognised in profit and loss	30.54	22.46	0.52	21.94	52.48
Remeasurements	-	-	-	-	-
Return on plan assets, excluding amount included in interest expense/(income)	-	-	0.08	(0.08)	(0.08)
(Gain)/loss from change in demographic assumptions	(0.01)	-	-	-	(0.01)
(Gain)/loss from change in financial assumptions	1.84	3.04	-	3.04	4.88
Experience (gains)/losses	14.66	(0.98)	-	(0.98)	13.68
Total amount recognised in other comprehensive income	16.49	2.06	0.08	1.98	18.47
Employer contributions	-	-	10.00	(10.00)	(10.00)
Benefit payments	(19.76)	(11.08)	(11.08)	-	(19.76)
31 March 2019	200.66	139.62	6.12	133.50	334.16
Increase in liability on account of acquisition of Subsidiary (refer note 33)	439.92	-	-	-	439.92
Total as on 31 March 2019	640.58	139.62	6.12	133.50	774.08

	Present value of obligation-Unfunded (A)	Present value of obligation-Funded (B)	Fair value of plan assets (C)	Net amount D=(B)-(C)	Total A + D
1 April 2019	640.58	139.62	6.12	133.50	774.08
Current service cost	71.12	14.73	-	14.73	85.85
Interest expense/(income)	49.46	10.52	0.46	10.06	59.52
Total amount recognised in profit and loss	120.58	25.25	0.46	24.79	145.37
Remeasurements	-	-	-	-	-
Return on plan assets, excluding amount included in interest expense/(income)	-	-	(1.02)	1.02	1.02
(Gain)/loss from change in demographic assumptions	(6.52)	-	-	-	(6.52)
(Gain)/loss from change in financial assumptions	(0.10)	8.21	-	8.21	8.11
Experience (gains)/losses	13.88	(0.56)	-	(0.56)	13.32
Total amount recognised in other comprehensive income	7.26	7.65	(1.02)	8.67	15.93
Employer contributions	-	-	14.00	(14.00)	(14.00)
Benefit payments	(48.11)	(14.11)	(14.11)	-	(48.11)
31 March 2020	720.30	158.40	5.45	152.96	873.27

(b) The net liability disclosed above relates to funded and unfunded plans are as follows:

	31 March 2020	31 March 2019
Present value of funded obligations	158.40	139.62
Fair value of plan assets	(5.45)	(6.12)
Deficit of funded plan	152.95	133.50
Unfunded plans	720.30	200.66
Deficit of gratuity plan	873.25	334.16
Add: Amount acquired on acquisition of subsidiary	-	439.92
Deficit of gratuity plan	873.25	774.08

	31 March 2020	31 March 2019
Current Portion	64.63	59.47
Non-current portion	808.62	714.61
Total	873.25	774.08

(c) Fair value of plan assets at the balance sheet date for defined benefit obligations:

	31 March 2020	31 March 2019
Insurer managed funds	5.45	6.12
Total	5.45	6.12

(d) Significant estimates: Actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

	31 March 2020	31 March 2019
Discount rate	6.82-6.86%	7.54-8.25%
Salary growth rate	8-8.5%	8-8.25%
Attrition rate	4-9%	5-13.95%

(e) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

			Impact on defined benefit obligation			
	Change in assumptions		Increase in assumptions		Decrease in assumptions	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Discount rate	1%	1%	(72.04)	(62.56)	83.44	78.85
Salary growth rate	1%	1%	81.34	76.91	(72.22)	(62.26)
Attrition rate	1%	1%	(9.65)	(8.90)	10.78	10.38

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

(f) The major categories of plan assets are as follows:

	31 March 2020	31 March 2019
Insurance Fund	5.45	6.12

(g) Risk Exposure

These plans typically expose the Group to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

(i) Investment risk

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit.

(ii) Interest risk

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

(iii) Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

(iv) Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

(h) The Group has both funded and unfunded gratuity plan. For funded plan, the Group makes contributions to recognised funds in India. The Group does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

(i) **Defined benefit liability and employers contributions**

Expected contributions to post employment benefits for the year ended March 31, 2021 are Rs. 30.41 lakhs for the funded plan.

The weighted average duration of the projected benefit obligation is 9 years (31 March 2019- 7 years) for the funded plan. The weighted average duration of the projected benefit obligation is 9 years (31 March 2019- 9 years) for the CFS at Chennai, 10 years (31 March 2019- 10 years) for Punjab Conware CFS, 10 years (31 March 2019-10 years) at Gateway Distriparks (Kerala) Limited and 10 years for Gateway East India Private Limited (31 March 2019- 8 years) and 12 years for Gateway Rail Freight Limited (31 March 2019- 13 years) .The expected maturity analysis of undiscounted gratuity is as follows:

(j) Unfunded

	31 March 2020	31 March 2019
1st Following Year	30.14	30.63
2nd Following Year	37.42	23.95
3rd Following Year	61.25	30.39
4th Following Year	61.67	66.16
5th Following Year	58.81	123.37
Sum of Years 6 To 10	513.97	389.78

Funded

	31 March 2020	31 March 2019
1st Following Year	11.57	11.58
2nd Following Year	7.17	6.75
3rd Following Year	7.54	11.12
4th Following Year	13.38	7.18
5th Following Year	12.65	12.24
Sum of Years 6 To 10	78.18	71.83
Sum of Years 11 and above	166.10	170.44

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Note 12: Current and deferred tax

Note 12(a) Tax and deferred tax movement

	31-March-2020	31-March-2019
(a) Income tax expense		
Current tax		
Current tax on profits for the year	2,093.31	1,991.14
Total current tax expense	2,093.31	1,991.14
Deferred tax		
Decrease / (increase) in deferred tax assets	(1,220.55)	410.92
(Decrease)/ increase in deferred tax liabilities	(1,501.97)	1,374.17
Increase on account of acquisition of subsidiary (refer note 12(e) & 33)	-	(785.64)
Total deferred tax expense/(benefit)	(2,722.52)	999.45
Income tax expense	(629.21)	2,990.59
Disclosed under		
Statement of Profit and Loss	(627.00)	2,995.39
Other Comprehensive Income	(2.21)	(4.80)
	(629.21)	2,990.59

Note 12(b)(i) Reconciliation of tax expense and accounting profit multiplied by India's tax rates:

	31-March-2020	31-March-2019
Profit from continuing and discontinuing operations after exceptional items and before tax	9,764.99	39,514.82
Statutory income tax rate	25.17%	34.94%
Statutory income tax	2,457.85	13,808.06
Differences due to:		
Expenses not deductible for tax purposes	243.60	63.86
Temporary difference reversed during the tax holiday period	57.74	34.96
Non-taxable income	(2,665.48)	(12,067.26)
Adjustment of tax relating to earlier periods	(263.84)	-
Assets created on long term capital loss on sale of subsidiary company	(265.23)	-
Change in income tax rate from 34.94% to 25.17% (GDL)	(132.83)	-
Tax effect on carry forward loss and unabsorbed depreciation	(3.40)	78.35
Reversal of MAT credit of subsidiary company	-	333.78
Others	(57.62)	48.54
Total tax expense	(629.21)	2,990.59

Note 12(b)(ii) Tax losses:

	31-March-2020	31-March-2019
Unused tax losses for which no deferred tax asset has been recognised	-	1,741.44
Potential tax benefit	-	448.42

The unused tax losses were incurred by a subsidiary company which has been sold during the year (Refer note 32(a)).

As on 31 March, 2019, subsidiary company has business losses and unabsorbed depreciation which will expire as follow:

Net operating losses	
2020	77.26
2021	43.90
2024	160.77
Unabsorbed depreciation (Indefinitely)	1,459.52

Note 12(b)(iii)

Pursuant to the introduction of Section 115BAA of the Indian Income Tax Act, 1961 by the Taxation Laws (Amendment) Ordinance, 2019 which is effective April 01, 2019, the Group has re-measured its deferred tax balances based on the expected timing of exercising of the option.

Note 12(c)

No aggregate amounts of current and deferred tax have arisen in the reporting periods which have not been recognised in statement of profit and loss or other comprehensive income but directly debited/ (credited) to equity.

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Note 12(d)

(i) Deferred tax assets

	31-March-2020	31-March-2019
Deferred Tax Liabilities		
Temporary difference between book and tax depreciation	1,554.48	74.46
Right-of-use assets	1,237.27	-
Accrual of income subject to tax only on realisation	64.40	-
Total deferred tax liabilities	2,856.15	74.46
Deferred Tax Assets		
MAT Credit Entitlement*	3,979.31	2,054.11
Adjustment of tax relating to earlier periods	263.84	-
Carry Forward Loss and Unabsorbed Depreciation	32.46	-
Employee Benefits	35.01	-
Lease liabilities	1,600.03	-
Provision for doubtful debts/advances	145.70	-
Accrual for expenses allowable as tax deduction only on payment	-	-
Total deferred tax assets	6,056.35	2,054.11
Net deferred tax assets	3,200.20	1,979.65

*Gateway East India Private Limited (GEIPL), Gateway Rail Freight Limited (GRFL) and Gateway Distriparks (Kerala) Limited (GDKL), subsidiary companies are claiming deduction under section 80IA of the Income Tax Act, 1961 @ 100% on the profits from their business and profession. Subsidiary companies have recognised MAT credit aggregating to Rs. 3,979.31 lakhs as at March 31, 2020 (March 31, 2019: Rs 2054.11 lakhs) which represents that portion of the MAT Liability, the credit of which would be available based on the provision of Section 115JAA of the Income Tax Act, 1961. The group management based on the future projections, business plans and all viable options is confident that there would be sufficient taxable profits in the future to utilise the MAT credit within the stipulated period from the date of origination.

Breakup of MAT Credit Entitlement

	31-March-2020	31-March-2019
Gateway East India Private Limited - subsidiary company	2,054.11	2,054.11
Gateway Rail Freight Limited - subsidiary company	1,807.18	-
Gateway Distriparks (Kerala) Limited - subsidiary company	118.02	-
Total	3,979.31	2,054.11

(ii) Deferred tax liabilities

	31-March-2020	31-March-2019
Deferred Tax Liabilities		
Temporary difference between book and tax depreciation	352.49	2,616.86
Right-of-use assets	727.00	-
Dividend Distribution tax on Reserves of Associates	559.17	569.55
Accrual of income subject to tax only on realisation	65.33	104.15
Total deferred tax liabilities	1,703.99	3,290.56
Deferred Tax Assets		
MAT Credit Entitlement*	-	647.18
Carry Forward Loss and Unabsorbed Depreciation	-	162.79
Sale of assets to Associate	26.99	26.99
Employee Benefits	109.09	173.76
Lease liabilities	769.35	
Provision for Doubtful Debts/ Advances	107.01	320.82
Accrual for expenses allowable as tax deduction only on payment	307.26	72.76
Total deferred tax assets	1,319.70	1,404.30
Net deferred tax assets / (liabilities)	(384.29)	(1,886.26)

*Breakup of MAT Credit Entitlement

	31-March-2020	31-March-2019
Gateway Rail Freight Limited - subsidiary company	-	529.53
Gateway Distriparks (Kerala) Limited - subsidiary company	-	117.65
Total	-	647.18

As at March 31, 2020, the associate company, Snowman logistics limited, has recognised deferred tax assets on carry forward tax losses of Rs. 4,475.66 lakhs (March 31, 2019: Rs. 5,325.98 lakhs) on the basis of probability of future taxable profits which will be adjusted against the tax losses.

Note 12(e) Movement in deferred tax liabilities/assets

	31-March-2020	31-March-2019
As at 1 April	(93.39)	(1,878.47)
Deferred Tax acquired on acquisition of GRFL (refer note 33)	-	785.64
Charged/(credited):		
- to profit or loss (including adjustment of tax relating to earlier periods)	(2,720.31)	1,004.25
- to other comprehensive income	(2.21)	(4.80)
As at 31 March	(2,815.91)	(93.39)
Balance comprises of:		
Deferred Tax Liabilities (Refer 12(d) (ii))	(384.29)	(1,886.26)
Deferred Tax Assets (Refer 12(d) (i))	3,200.20	1,979.65
As at 31 March	2,815.91	93.39

Note 12(f)

(1) Current tax Assets / Liability

	31-March-2020	31-March-2019
Opening balance	1,261.54	841.72
Less: Current tax payable for the year	2,093.31	2,066.30
Less: Refund received (net of provision reversed)	-	253.28
Add: Taxes paid	3,325.97	2,739.40
Closing balance	2,494.20	1,261.54

(2) Disclosures for asset/liability and current tax expense

	31-March-2020	31-March-2019
a) Balance Sheet		
Shown under Income tax Assets	2,494.20	1,530.43
Shown under Income tax Liability	-	268.89
Closing balance	2,494.20	1,261.54
b) Statement of Profit and Loss [also refer note 12(a) above]		
Current tax expense	2,093.31	1,991.14
Closing balance	2,093.31	1,991.14

Note 13: Government Grant

	31-March-2020	31-March-2019
As at 1 April	633.71	243.49
Addition on account of acquisition of GRFL	-	442.00
Released to Statement of Profit & Loss	(134.89)	(51.79)
As at 31 March	498.82	633.70
Non- Current	363.93	498.81
Current	134.89	134.89
Total	498.82	633.70

Note: Government grants have been received for the purchase of certain items of property, plant & equipment. There are no unfulfilled conditions or contingencies attached to these grants.

Note 14(a): Revenue from operations

	31-March-2020	31-March-2019
(A) Revenue from Contracts with Customers		
Container Handling, Transport, Storage and Ground Rent Income	1,23,204.99	41,551.56
Auction Sales	173.00	93.48
Total Revenue from Contracts with Customers (A)	1,23,377.99	41,645.04

I. Geographical markets

	31-March-2020	31-March-2019
Sale of Services - India	1,23,377.99	41,645.04
Total Revenue from Contracts with Customers	1,23,377.99	41,645.04

II. Timing of Revenue Recognition

	31-March-2020	31-March-2019
Services transferred over time	1,23,377.99	41,645.04
Total Revenue from Contracts with Customers	1,23,377.99	41,645.04

III. Contract Balances

	31-March-2020	31-March-2019
Trade Receivables	12,976.03	12,736.68
Contract Asset	815.96	538.27
Contract Liabilities	795.94	1,223.36

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

Contract assets relates to revenue earned from container ground storage & handling service. As such, the balances of this account vary and depend on the number of containers available at CFS at the end of the year.

Contract liabilities include short-term advances received to render container handling & transportation services.

IV. Reconciliation of Revenue as per Contract Price and as recognized in the Statement of Profit and Loss

	31-March-2020	31-March-2019
Revenue as per Contract Price	1,27,791.11	42,512.66
Less: Discounts and Incentives	4,413.12	867.62
Total Revenue from Contracts with Customers	1,23,377.99	41,645.04

V. Performance Obligation

The performance obligation in respect of services being provided by the Company, are satisfied over a period of time and upon acceptance of the customer. Container will be not cleared from the CFS till the acceptance is provided by the customer for the amount to be receivable for the underlying container. Contracts can be cancelled however the customer are liable to pay the amount of handling and rent for the services which they have availed till the date of cancellation. Payment is generally due upon delivery of services and acceptance of customer. Payments are generally due within 30 to 90 days.

(B) Other Operating Revenues

	31-March-2020	31-March-2019
Export Incentive (SEIS)*	5,481.50	1,281.38
Rent	341.25	134.80
Total Other Operating Revenue (B)	5,822.75	1,416.18

* As at 31 March 2020, the Company has recognised Service Export from India Scheme (SEIS) income under the Foreign Trade Policy of Government of India amounting to Rs.5,481.50 lakhs pertaining to FY 2016-17 to 2018-19. As at 31 March, 2019, Company has recognised SEIS income of Rs.1281.38 lakhs pertaining to FY 2015-16.

Total Revenue from Operations (A + B)	1,29,200.74	43,061.22

Note 14(b): Other income

	31-March-2020	31-March-2019
Interest		
- From bank on fixed deposits	40.59	-
- From financial assets at amortised cost	157.88	33.72
- On income tax refund	67.78	-
- From others	1.05	103.62
Net gain on redemption of investments or measured at FVPL	284.09	569.97
Net gain on financial asset measured at FVPL	188.31	-
Unwinding of discount on security deposit	4.23	-
Premium receivable on redemption and unwinding of discount on investment measured at amortized cost	0.02	-
Government Grant (EPCG) (Refer note below)	134.89	51.79
Liabilities/provisions no longer required written back	442.85	301.93
Write back of provision for doubtful receivables and accrued income no longer required (net)	150.54	95.20
Sale of scrap	19.86	-
Foreign Exchange Gain (net)	11.76	-
Miscellaneous Income	251.48	15.38
Gain on sale of disposal of assets	0.36	106.40
Total other income	1,755.69	1,278.01

Note: Government grants have been received for the purchase of certain items of property, plant and equipment. There are no unfulfilled conditions or contingencies attached to these grants.

Note 15: Operating expenses

	31-March-2020	31-March-2019
Incentives and Commissions	5,042.79	6,397.69
Transportation Charges	68,102.05	9,506.49
Labour Charges	4,743.06	4,156.81
Equipment Hire Charges	290.47	296.58
Surveyors' Fees	563.44	483.32
Sub-Contract Charges	3,175.90	3,790.07
Auction Expenses	16.99	53.04
Purchase of Pallets	40.80	43.57
Fees on Operations and Management of Punjab Conware's Container Freight Station	-	1,993.04
Total operating expenses	81,975.50	26,720.61

Note 16: Employee benefit expense

	31-March-2020	31-March-2019
Salaries, allowances and bonus	5,366.31	2,062.81
Contribution to provident and other funds	245.16	101.58
Staff welfare expenses	160.03	84.23
Leave encashment	59.87	62.48
Gratuity (Refer note 11)	145.37	52.48
Total Employee benefit expense	5,976.74	2,363.58

Note 17: Depreciation and amortisation expense

	31-March-2020	31-March-2019
Depreciation on Property, Plant and Equipment (Refer note 3)	9,070.83	3,221.19
Depreciation of Right-of-use assets (Refer note 37)	3,992.40	-
Amortisation of Intangible Assets (Refer note 4)	265.33	35.05
Depreciation and amortisation expense	13,328.56	3,256.24

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Note 18: Other expenses

	31-March-2020	31-March-2019
Power and fuel	1,854.42	842.39
Rent	138.42	381.06
Rates and taxes	696.74	377.55
Repairs and maintenance:		
- Building/ Yard	406.85	330.41
- Plant and Equipment	962.17	418.61
- Others	522.42	167.92
Insurance	814.30	242.92
Directors' sitting fees	116.00	83.66
Customs staff expenses	184.21	27.57
Printing and stationery	129.41	59.53
Travelling and conveyance	655.52	245.41
Motor car expenses	65.24	50.83
Communication	130.40	57.45
Advertising expenses		
Security charges	1,301.60	719.22
Legal and professional fees	745.90	747.94
Corporate social responsibility expenditure (Refer note 18(b))	295.76	126.93
Auditors' remuneration (Refer note 18(a))	84.78	83.96
Bad debts	37.43	21.47
Provision for doubtful debts and advances and ground rent	250.08	381.93
Loss on sale/ disposal of property plant and equipment	44.03	8.69
Bank charges	78.23	16.74
Miscellaneous	393.80	345.18
Total Other expenses	9,907.71	5,737.37

18(a) Details of payments to auditors

	31-March-2020	31-March-2019
Payment to auditors		
As auditors:		
a) Audit fees	40.00	42.50
b) Limited review	39.00	34.50
In other capacity:		
a) Other services	1.50	1.50
b) Reimbursement of out-of-pocket expenses	4.28	5.45
Total	84.78	83.96

Note 18(b) Corporate social responsibility expenditure

	31-March-2020	31-March-2019
Amount required to be spent as per section 135 of the act	294.09	126.74
Amount spent during the year on		
(i) Construction / acquisition of an asset	180.90	-
(ii) on purposes other than (i) above	114.86	126.93

Note 19: Finance costs

	31-March-2020	31-March-2019
Interest and finance charges on financial liabilities at amortised cost	8,572.43	1,237.75
Interest on lease liabilities (Refer note 37)	1,690.14	-
Interest on income tax	0.36	42.00
Total Finance costs	10,262.93	1,279.75

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Note 20 Fair Value Measurements

(a) Financial instrument by category

	31-March-2020			31 March 2019		
Financial Assets	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised Cost
Other financial assets- Non Current	-	-	3,175.23	-	-	1,403.59
Investment in Mutual Funds	5,973.39	-	-	3,976.19	-	-
Contract Assets	-	-	815.96	-	-	538.27
Trade Receivables	-	-	12,976.03	-	-	12,736.68
Cash and Cash equivalent	-	-	649.03	-	-	2,925.85
Other Bank Balances	-	-	208.41	-	-	71.95
Other financial assets- Current	-	-	126.31	-	-	1,662.35
Total Financial Assets	5,973.39	-	17,950.97	3,976.19	-	19,338.69
Financial Liabilities						
Borrowings- Non Current (including current maturities)	-	-	71,254.06	-	-	80,544.06
Borrowings- Current	-	-	5,070.25	-	-	2,624.60
Lease Liabilities (Current and Non-Current)	-	-	18,643.31	-	-	-
Trade Payables	-	-	9,147.58	-	-	7,435.95
Other financial liabilities	-	-	299.84	-	-	550.05
Total Financial Liabilities	-	-	1,04,415.04	-	-	91,154.66

(i) Fair Value hierarchy

This section explains the judgements and estimates made in determining the fair value of the financial instruments that are (a) recognised and measured fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels as prescribed in the accounting standards. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value- recurring fair value measurement 31 March 2020	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Financial Instrument at FVPL					
Mutual Fund - Growth Plan	5(b)	5,973.39	-	-	5,973.39
Total Financial Assets		5,973.39	-	-	5,973.39

Financial assets and liabilities measured at amortised cost for which fair values are disclosed at 31 March 2020	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Security deposits	5(c)	-	-	760.21	760.21
Margin money balances	5(c)	-	-	177.26	177.26
Bank deposits with original maturity period more than 12 months	5(c)	-	-	1,970.60	1,970.60
Interest accrued on fixed deposits with Banks	5(c)	-	-	120.72	120.72
Total Financial Assets		-	-	3,028.79	3,028.79
Financial Liabilities					
Borrowings (including current maturities)	8(a)	-	-	71,254.06	71,254.06
Borrowings- Current	8(b)	-	-	5,070.25	5,070.25
Total Financial Liabilities		-	-	76,324.31	76,324.31

Financial assets and liabilities measured at fair value- recurring fair value measurement 31 March 2019	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Financial instrument at FVPL					
Mutual Fund - Growth Plan	5(b)	3,976.19	-	-	3,976.19
Total Financial Assets		3,976.19	-	-	3,976.19

Financial assets and liabilities measured at amortised cost for which fair values are disclosed at 31 March 2019	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Security deposits	5(c)	-	-	771.59	771.59
Margin money balances	5(c)	-	-	302.86	302.86
Bank deposits with original maturity period more than 12 months				356.61	356.61
Interest accrued on fixed deposits with Banks	5(c)	-	-	18.57	18.57
Total Financial Assets		-	-	1,449.63	1,449.63
Financial Liabilities					
Borrowings (including current maturities)	8(a)	-	-	80,544.06	80,544.06
Borrowings- Current	8(b)	-	-	2,624.60	2,624.60
Total Financial Liabilities		-	-	83,168.66	83,168.66

Except for those financial assets/liabilities mentioned in the above table, the group considers that the carrying amounts recognised in the financial statements approximate their fair values. For financial assets that are measured at fair value, the carrying amounts are equal to the fair values.

Level 1 - Level 1 Hierarchy includes financial instruments measured using quoted price. This includes listed equity instruments ,traded bonds mutual fund that have quoted price. The mutual funds are valued using the closing NAV.

Level - 2 The fair value of financial instruments that are not traded in an active market (for example trade bond, over-the-counter derivatives) is determined using valuation technique which maximise the use of observable market data and rely as little as possible on entity -specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level-2.

Level -3 If one or more of the significant inputs is not based on observable market data, the instrument is include in level 3.

There are no transfers between level 1 and level 2 during the year.

The fair values of investment in margin money and non current borrowings were calculated based on cash flows discounted at current lending rate/ borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, includings own credit risk.

(ii) Valuation technique used to determine fair value

Specific valuation technique used to value financial instruments include:

1) The mutual funds are valued using closing NAV available in the market.
2) The fair value of the remaining financial instruments is determined using discounted cash flow analysis.

(iii) Fair value of financial assets and liabilities measured as amortised cost

	Notes	31-March-2020		31 March 2019	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets					
Security deposits	5(c)	760.21	761.61	771.59	767.60
Total Financial Assets		760.21	761.61	771.59	767.60
Financial Liabilities					
Borrowings (including current maturities)	8(a)	71,754.06	67,605.47	80,544.06	79,345.46
Borrowings- Current	8(b)	5,070.25	5,070.25	2,624.60	2,624.60
Total Financial Liabilities		76,324.31	72,675.72	83,168.66	81,970.06

The carrying amounts of investments, trade receivables, cash and cash equivalent, other bank balances, other financial asset, trade payables and other financial liabilities are considered to be the same as their fair values, due to their short-term nature.

(b) Significant estimates

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

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Note 21 Financial Risk Management

The Group's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The Group's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations.
The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Group is exposed to market risk, liquidity risk and credit risk.

The Groups senior management oversees the management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Group are accountable to the Board of Directors and the Audit Committee. This process provides assurance to the Group's senior management that the Group's financial risk taking activities are governed by appropriate policies and procedures and that the financial risks are identified, measured and managed in accordance with the Group policies and Group risk objective. In the event of crisis caused due to external factors such as by the recent pandemic "COVID-19", the management assesses the recoverability of its assets, maturity of its liabilities to factor it in cash flow forecast to ensure that there is enough liquidity in these situations through internal and external source of funds.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalent, trade receivable, financial assets measured at amortised cost.	Aging analysis and credit rating	Diversification of bank deposit and credit limits
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecast	Availability of bank credit lines and borrowings facilities (cash credit)
Market risk -interest rate	Long-term borrowings at variable rates	Sensitivity Analysis	Monitoring and shifting benchmark interest rates*
Market risk -Security price	Investment in mutual fund	Sensitivity Analysis	Portfolio diversification

* There is no shifting of benchmark interest rates during the year

(A) Credit Risk

Credit risk is the risk that counterparty will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities, including deposits with bank and financial institution and other financial instruments.

An impairment analysis is performed at each reporting date on trade receivables by lifetime expected credit loss method based on provision matrix. Other factors of default are determined by considering the business environment in which the Group operates and other macro-economic factors. The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as: adverse changes in business, changes in the operating results of the counterparty, change to the counterparty's ability to meet its obligations etc. Financial assets are written off when there is no reasonable expectation of recovery.

(i) Credit Risk Management

Financial instruments and cash deposits

The Group maintains exposure in cash and cash equivalents, term deposits with banks and investments in mutual funds. The Group has diversified portfolio of investment with various number of counter-parties which have good credit ratings, good reputation and hence the risk is reduced. Individual risk limits are set for each counter-party based on financial position, credit rating and past experience. Credit limits and concentration of exposures are actively monitored by the Group. For banks and financial institutions, only high rated banks/institutions are accepted.
The Group's maximum exposure to credit risk as at 31 March 2020 and 31 March 2019 is the carrying value of each class of financial assets as disclosed in note 5.

Trade receivables and other financial assets

Trade receivables are typically unsecured and are derived from revenue earned from customers. Other financial assets are unsecured receivables. It comprises of margin money with the bank, utility deposits with the government authorities and accrued income on containers lying at the warehouse/yard but have not been invoiced.

Credit risk has been managed by the Group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Group uses expected credit loss model to assess the impairment loss or gain. The Group uses a provision matrix and forward-looking information and an assessment of the credit risk over the expected life of the financial asset to compute the expected credit loss allowance for trade receivables and other financial assest. There are no significant credit risk pertaining to margin money and utility deposits of the Trade Receivables balance as at 31 March 2020, the top 5 customers of the Group represent the balance of Rs. 5719.38 lakhs (31 March 2019- Rs. 5,817.23 lakhs). There are no customer who represent more than 5% of total balance of Trade Receivables.

Total maximum credit exposure on trade receivable as at 31 March 2020 is Rs. 14,530.74 lakhs (31 March 2019 is Rs. 14,231.00 lakhs).

The amount of Trade receivable outstanding as at 31 March 2020 & 31 March 2019 is as follows:

	0-30 days	30-60	60-90	90-180	180-365	More than 365 days	Total
March 31, 2020	6,562.76	4,301.45	1,332.12	937.98	259.44	1,136.99	14,530.74
March 31, 2019	6,807.16	3,701.85	1,228.46	1,132.34	307.89	1,053.30	14,231.00

(ii) Reconciliation of loss allowances provision - Trade Receivables and contract asset

	Trade receivables	Contract Assets
Loss Allowances on 1 April 2018	601.77	2.04
Bad debt written off	(367.53)	-
Increase on account of Acquisition of Subsidiary	951.26	77.05
Provision provided/(reversed) for the year	308.82	(1.05)
Loss Allowances on 31 March 2019	1,494.32	78.04
Bad debt written off	(37.43)	-
Provision provided/(reversed) for the year	97.82	(6.28)
Loss Allowances on 31 March 2020	1,554.71	71.76

(8) Liquidity Risk

Liquidity risk is the risk that the group will not be able to meet its financial obligations as they become due. The group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. Also, the group has unutilized credit limits with banks.

(ii) Financing arrangements

The group had access to the following undrawn borrowing facilities at the end of the reporting period:

	31-March-2020	31 March 2019
Floating Rate		
Expiring within one year (Bank overdraft, term loan & other facilities)	5,531.52	8,848.52
Expiring beyond one year(Bank loans)	-	-
Total	5,531.52	8,848.52

These Working capital facilities are payable on demand and available for a period of 12 months and can renewed by the bank thereafter.

(ii) Maturities of financial liabilities

The tables below analyse the group's financial liabilities into relevant maturity grouping based on their contractual maturities for all non- derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balance due within 12 months equal their carrying balances as the impact of discounting is not significant.

31 March 2020

	Less than 1 Year	1 - 2 Years	2 Year and Above	Total
Non - Derivative				
Borrowings	10,957.73	27,349.27	40,688.32	78,995.32
Trade payables	9,147.58	-	-	9,147.58
Other Financial Liabilities	299.84	-	-	299.84
Lease liabilities (undiscounted value)	4,903.02	4,611.81	18,242.26	27,757.09
Total Non derivative liabilities	25,308.17	31,961.08	58,930.58	1,16,199.83

31 March 2019

	Less than 1 Year	1 - 2 Years	2 Year and Above	Total
Non - Derivative				
Borrowings	17,147.67	12,782.28	83,142.21	1,13,072.16
Trade payables	7,435.95	-	-	7,435.95
Other Financial Liabilities	605.94	-	-	605.94
Lease liabilities (undiscounted value)	-	-	-	-
Total Non derivative liabilities	25,189.56	12,782.28	83,142.21	1,21,114.05

The possibility of payment arising from financial guarantee given on behalf of jointly controlled entity is remote.

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S.R. BATLIBOI & CO. LLP

(C) Market Risk

(i) Foreign currency risk

(a) Foreign currency exposure

	31-March-2020 EUR (lakh)	31-March-2019 EUR (lakh)
Financial liabilities		
Buyers Credit	-	492.98
Net exposure to foreign currency	-	492.98

(b) Foreign currency exposure

Particulars	31-March-2020	31 March 2019
Eur Sensitivity		
Rs./EUR-Increase by 10% (31 March 2019-Nil)	-	(31.43)
Rs./EUR-Decrease by 10% (31 March 2019-Nil)	-	31.43

(ii) Cash Flow and fair value interest rate risk

The Group's main interest rate risk arises from long-term borrowings with variable rates, which expose the group to cash flow interest rate risk.

(a) Interest Rate risk exposure

The exposure of the group's borrowings to interest rate changes at the end of the reporting period are as follows.

Particulars	31-March-2020	31 March 2019
Variable Rate Borrowings	18,207.02	23,359.67
Fixed Rate Borrowings	58,117.29	59,808.99
Total Borrowings	76,324.31	83,168.66

(b) Sensitivity

Profit or loss and equity is sensitive to higher /lower interest expense from variable rate borrowings as a result of changes in interest rates. Impact on profit after tax of increase/ decrease of 100 basis points in interest is as follows:

	Increase / (Decrease)	
	31-March-2020	31 March 2019
Interest Rate - increase by 100 basis point*	(135.43)	(160.52)
Interest Rate - decrease by 100 basis point*	135.43	160.52

* Holding all other variable constant

(iii) Price risk

(a) Exposure

The group's exposure to investments arises from investmeot held by the group in mutual funds and classified in the balance sheet as fair value through profit or loss. To manage its price risk arising from investments in mutual funds, the group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the group.

(b) Sensitivity

Particulars	Impact on profit after tax	
	31-March-2020	31 March 2019
Net Asset Value - Increase 10% (31 March 2019 10%)*	388.69	258.68
Net Asset Value - Decrease 10% (31 March 2019 10%)*	(388.69)	(258.68)

*Profit & equity for the period would increase/ decrease as a result of gains/ losses on investments classified at fair value through profit or loss.

Note 22 Capital Management

The group considers the following components of its Balance Sheet to be managed capital:

Total equity as shown in the balance sheet includes retained profit and share capital.

The group aim to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders. The capital structure of the group is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The capital components of the group is as given below:

Particulars	31-March-2020	31 March 2019
Total Equity	1,32,735.19	1,33,155.89
Debt (including current and non current borrowings)	76,324.31	83,168.66
Cash and Cash equivalents (Note 5(e))	649.03	2,925.85
Debt/Equity Ratio	0.58	0.62
Gearing Ratio	0.57	0.60

(i) Loan covenants

Under the terms of the major borrowing facilities, the Group is required to comply with the following financial covenants:

(a) Total debt/TNW not to exceed 1.05 times;
(b) Debt to EBIDTA ratio not to exceed 3.35 times
(c) Until the ocurence of A1 redemption event, GDL, GRFL and reference entities and other subsidiaries shall not without prior written approval of Debenture trustee, incur, in aggregate additional indebtedness in excess of Rs. 125 Crores

The Group has complied with these covenants. As at March 31, 2020, compliance of covenants are as follows:

(a) Total Debt / TNW 0.57 (31 March 2019: 0.62)
(b) Debt Service coverage ratio is 1.87 (31 March 2019: 5.02)
(c) GDL, GRFL and reference entities and other subsidiaries have not incurred in aggregate additional indebtedness in excess of Rs. 125 Crores

In case of Holding Company - Gateway Distriparks Limited

Under the terms of the major borrowing facilities, the Holding Company is required to comply with the following financial covenants:

(a) Debt Service Coverage Ratio should not fall below 1.25 times;
(b) Total debt/ Total net worth (TNW) not to exceed 1 time.
(c) Until the occurrence of A1 redemption event, the Company shall not incur any additional debtedness (except working capital debt) in excess of Rs. 35 Crores.

The Holding Company has complied with these covenants. The ratios are as follows:

(a) Debt Service coverage ratio was 1.75 times (31 March 2019: 2.92 times);
(b) Total Debt / TNW is 0.79 (31 March 2019: 0.85)
(c) The Company has not incurred any additipnal indebtedness.

In case of subsidiary company - Gateway Rail Freight Limited

Under the terms of the major borrowing facilities, the subsidiary company is required to comply with the following financial covenants:
(a) Total Outside Liabilities to Total Net worth should be maximum 1
(b) Minimum DSCR of 1.13 times
(c) Fixed Asset Cover ratio should be greater than 1.9 times
(d) Financial projections to be met with 10% variations

The subsidiary company has complied with these covenants. The ratios are as follows:
(a) Total Outside Liabilities to Total Net worth should be maximum 0.57
(b) DSCR is 3.11 times
(c) Fixed Asset Cover ratio is 5.89 times
(d) Achieved budget with 10% increment

(ii) Dividends

	31-March-2020	31 March 2019
(i) Dividend Interim Dividend paid during Financial Year 2019-20-Rs. 4.50 per fully paid equity share for year ended 31 March 2020 and final dividend of Rs. 4.50 per fully paid equity share for the year ended 31 March 2019 (Interim Dividend paid during Financial Year 2018-19-Rs. Nil per fully paid equity share for year ended 31 March 2019 and final dividend of Rs. 4 per fully paid equity share for the year ended 31 March 2018)	9,785.52	4,349.12
(ii) Dividend not recognised at the end of the reporting period In addition to the above dividends, since the year end, the Company has not declared any dividend on fully paid equity share for the Financial Year 2019-20 (For Financial Year 2018-19 - Rs. 4.5 per fully paid equity share)	-	4,892.76

Note 23 Contingent Liabilities

(i) The Group had contingent liabilities at 31 March 2020 and 31 March 2019 in respect of:

	31-March-2020	31 March 2019
Guarantees excluding financial guarantees:		
Bank Guarantees and Continuity Bonds executed in favour of The President of India through the Commissioners of Excise and Customs and Sales Tax	5,06,374.47	4,69,269.44
Bank Guarantee and Continuity Bonds issued in favour of Punjab State Container and Warehousing Corporation Limited in respect of Operations and Management Contract of their CFS at Dronagiri Node, Nhava Sheva.	26,007.00	31,255.00
Financial Guarantees:		
Corporate guarantees issued in favour of banks, financial institutions and State Industrial Development Corporation for loans taken by subsidiaries (at carring value).	5,700.65	7,975.59
Claims made by the parties not acknowledged as debts:		
In case of Company (GDL)		
- Container Corporation of India [Refer (a) below]	Not Ascertainable	Not Ascertainable
- Others	17.00	17.00
Disputed Income Tax Claims (including Interest and Penalty to the extent ascertainable) not acknowledged as debts [Refer Note (b) below]	11,764.49	11,764.49
Claim from Customs [Refer Note (c) below]	367.26	521.16
Disputed claims at District Consumer Redressal Forum related to fire at Punjab Conware CFS [Refer Note (d) below]	46.23	46.23
Disputed Service Tax Claims (including penalty and excluding interest) in respect of Goods Transport Agency Services [Refer Note (e) below]	382.32	382.32

(a) The Company ("GDL") and its subsidiary company, Gateway Rail Freight Limited ("GRFL") are involved in an arbitration proceeding with Container Corporation of India Limited ("Concor") in respect of agreements entered into by the parties for operation of container trains from the Inland Container Depot and Rail siding at Garhi Harsaru, Gurgaon. Concor has raised claims on GDL and GRFL on various issues in respect to the aforesaid agreements. Based on legal opinion, the Management has taken a view that these claims are at a preliminary stage and the question of maintainability of the alleged disputes as raised by Concor under the aforesaid agreements is yet to be determined and are not sustainable. Pending conclusion of the arbitration, the parties are maintaining "status quo" in respect of the operations at Garhi Harsaru, Gurgaon.

(b) Deputy Commissioner of Income Tax had issued orders under Section 143(3) of the Income Tax Act, 1961 of India ("the Income Tax Act"), for the Assessment Years 2008-2009 to 2014-2015, disallowing the claim of deduction by the Company under Section 80-IA(4)(i) of the Income Tax Act upto Assessment year 2011-2012, other expenses and Minimum Alternate Tax Credit and issued notices of demand under Section 156 of the Income Tax Act for recovery of additional income tax and interest (after considering rectification order under Section 154 of the Income Tax Act for Assessment Year 2012-2013 and 2014-2015) aggregating Rs. 7,304.15 lakhs and initiated proceedings to levy penalty. On appeal filed by the Company against the assessment orders, Commissioner of Income Tax (Appeals) had allowed the aforesaid deductions, except for claim of deduction of other expenses aggregating Rs. 30 lakhs for the Assessment Years 2008-2009 to 2011-2012. The Deputy Commissioner of Income Tax had appealed with Income Tax Appellate Tribunal against the aforesaid orders of Commissioner of Income Tax (Appeals) for the Assessment Years 2008-2009 to 2010-2011, which has been decided in favour of the Company. Income Tax Department has filed an appeal with Bombay High Court against the order of Income Tax Appellate Tribunal for Assessment Years 2008-2009 and 2009-2010, which is pending for hearing. The Company has filed appeal against the order for the Assessment Years 2012-2013 to 2014-2015 with the Commissioner of Income Tax (Appeals) which has been decided in favour of the Company. The Deputy Commissioner of Income Tax had appealed with Income Tax Appellate Tribunal against the aforesaid orders of Commissioner of Income Tax (Appeals) for the Assessment Years 2012-2013 and 2013-14, which were decided in favour of the company.

Deputy Commissioner of Income Tax had issued notices under Section 148 of the Income Tax Act, proposing to re-assess the income for Assessment Years 2004-2005 to 2007-2008, disallowing the deduction under Section 80-IA(4)(i) of the Income Tax Act amounting to Rs. 4,460.34 lakhs. The Company has filed a Writ petition against the notices with the Bombay High Court. The Bombay High Court has granted Ad Interim Stay against the notices.

Based on Lawyer and Tax Consultant's opinion, the Management is of the opinion that the Company is entitled to aforesaid deductions and claims and hence, no provision for the aforesaid demand/notices has been made till 31 March, 2020.

(c) In response to the letter dated 25 February, 2016, from the Principal Commissioner of Customs (G), the Company had deposited under protest an amount of Rs. 521.16 lakhs, pending final determination of the liability, in terms of the supertnama that covered the container no. CRX 3218782 comprising 15,390 KG of Red Sanders, which were unauthorizedly removed from the Punjab Conware CFS in December 2015. The Commissioner of Customs, NS-General, Mumbai Zone II , JNCH had vide order dated 25 June 2019 appropriated Rs. 153.90 lakh towards value of stolen confiscated goods, levied penalty Rs. 1.50 lakh, which was paid by the company. The balance amount of Rs. 367.26 lakh is recoverable from customs.

(d) There was a fire in January 2010 at the warehouse of Punjab Conware CFS, in which cargo belonging to customers was damaged. These customers filed claims for damages with the District Consumer Redressal Forum, Raigad, which gave judgement in their favour . The Company has filed appeals with the State Consumer Dispute Redressal Commission, after making deposit of Rs.46.23 lakhs. The matter is pending before the State Consumer Dispute Redressal Commission.

(e) The Commissioner of Service Tax, Mumbai had raised show-cause notices / demands for service tax under category "Goods Transport Agency" for the period 2005-2006 to 2011-2012. On appeal filed by Company, Customs Excise and service tax Appellate Tribunal (CESTAT), Mumbai, vide order dated 7 May, 2013 remanded back the matter for fresh hearing. The Commissioner of Service tax, Mumbai has issued an order issued on 5 December, 2016 confirming the demand of Rs. 382.32 lakhs and interest under section 75 and penalty under section 76, 77 & 78 of Finance Act. The Company has filed an appeal with CESTAT, Mumbai on 6 March, 2017, contesting the demand on the grounds that the service tax was already paid under cargo handling services on the same transport of cargo at full rate, the transport cost of other units at Gurgaon and Punjab Conware CFS were wrongly included, no credit was given for service tax under Goods transport agency and that the figures of trailer cost / depreciation in the order were incorrect. In view of the acceptance of Company's contentions on certain points in the cross objection filed by the department, as indicated in the earlier CESTAT order dated 7 May, 2013, the management is of the opinion that no provision is required to be made in respect of the aforesaid demand.

(ii) In case of subsidiary company: Gateway Rail Freight Limited

Claims made by the parties not acknowledged as debts:

	31-March-2020	31 March 2019
Northern Railway (Refer note (a))	148.94	148.94

(a) The Railway Authorities had deducted Rs. 148.94 Lakhs towards Siding & Shunting charges for financial year 2010-11, however letter has been received in April'13 from Railway Authorities that the deduction made by Railways is not justified and will be refunded back to the company. However till now the Company has not received the money, hence the same has been disclosed as 'Claims made by the parties not acknowledged as debts'. The matter is under arbitration.

(b) The Company has accounted for the benefits available under Service Exports from India Scheme (SEIS) amounting to Rs.10,068.78 lakhs for the financial years 2015-16 to 2017-18. During the year, the Company has received a notice dated November 11, 2019 from Additional Director General of Foreign Trade [ADGFT] questioning SEIS benefits for the aforesaid financial years.

The Company has submitted its response dated January 31, 2020 to ADGFT and backed by legal opinion, believes that the SEIS scrips for aforesaid financial years were correctly availed by the Company in terms of the provisions of FTP 2015-20 and accordingly no provision has been made in the books of accounts.

(iii) In case of subsidiary company: Gateway East India Private Limited

Claims made by the parties not acknowledged as debts:

	31-March-2020	31 March 2019
Disputed Income Tax Claims (including Interest and Penalty to the extent ascertainable) not acknowledged as debts [Refer note below]	1,094.73	953.43

Deputy Commissioner of Income Tax had issued orders under Section 143(3) of the Income Tax Act, 1961 of India ("the Income Tax Act"), for the Assessment Years (A.Y.) 2011-2012 to 2014-15 disallowing the claim of deduction by the Company under Section 80-IA(4)(i) of the Income Tax Act and other expenses and further issued notices of demand under Section 156 of the Income Tax Act for recovery of additional income tax and interest aggregating Rs. 659.10 lakhs and initiated proceedings to levy penalty.

Basis the appeal filed by the Company against the aforesaid order for A.Y. 2011-2012 to 2014-2015, Income Tax Appellate Tribunal had allowed the aforesaid deductions. The Deputy Commissioner of Income Tax has appealed with Honourable High Court of Andhra Pradesh for A.Y. 2011-12 & 2013-14. The Income Tax department has not gone on appeal against orders of A.Y. 2012-13 & 2014-15. Pending conclusion of the appeal, the Company has deposited Rs. 13 lakhs & Rs. 15 lakhs against demand for A.Y. 2011-12 & A.Y. 2012-13 till March 31, 2020.

For A.Y. 2017-18 , Company has received a demand u/s 156 of the Income tax Act 1961 for Rs. 435.63 lakhs against which Company has gone into appeal with CIT (A) Vishakhapatnam.

Based on ITAT order for the A.Y. 2011-12 to 2014-15, which are in favour of the Company and the Honourable Delhi High Court judgment in the case of Container Corporation of India, the Company believes that it has a good case and are entitled to deduction under section 80-IA(4)(i) of the Income Tax Act 1961.

(iv) In case of subsidiary company: Gateway Distriparks (Kerela) Limited

(a) Company entered into a joint venture with PACE CFS since it had an ICD license on 29-09-2007 for a period of 3 years. Company had given a security deposit of Rs 150 Lakhs to PACE as a part of the agreement and against which PACE CFS created an equitable mortgagee on the facilities viz lease land of 1.68 acres at Aroor with 25000sq ft building in the favour of company by depositing original title deeds.

The joint venture operation with Pace CFS Private Limited was terminated on 28.09.2010.

PACE CFS Private Ltd had initiated arbitration proceedings against the company claiming a sum of Rs. 137.17 Lakhs.

The Company has filed a recovery suit in response to suit filed by its joint venture partner in Sub Court Chertala for a total Sum of Rs.2085.00 Lakhs, being value of security deposit and interest thereon.

The learned Arbitrator by his award dated 25-08-2015 allowed the claim of M/s. Pace CFS in part and dismissed the counter claim of company. It was held that Ms. Pace CFS is entitled to an amount of Rs. 0.89 Lakhs /- towards minimum remuneration and that they are entitled to be adjusted against the deposit made. Challenging the award of the Arbitrator two applications have been filed before the District Court, Ernakulam as Arb. O.P. No. 1362/ 15 and 13631/15. Both the appeals have been admitted and the same has been posted for hearing.

The security deposit of Rs. 150.00 Lakhs given to Pace CFS Private Limited is considered as good and recoverable in spite of disputes between joint venture partner and based on legal advice management is of the opinion that no provision is required to be made in respect of the aforesaid case.

b) Company had given a security deposit of Rs 150 Lakhs to PACE as a part of JV agreement against which PACE CFS created an equitable mortgagee on the facilities viz lease land of 1.68 acres at Aroor with 25000sq ft building in the favour of company by depositing original title deeds. The legal owner of the property, Mrs. Rajamani Amma, filed a suit seeking a declaration that the sale deeds have been collected by company from co- operative Bank, Kollam not to create any mortgage and that company is liable to return the title deeds. An injunction is also sought against M/s. GDKL from proceeding against the property on the basis of equitable mortgage purported to have been created. The written statement has been field in the said case controverting the allegations in the plaint.

Mrs. Rajamani Amma died on 23-08-2014, whereby, an application was filed by one Rajan Pillai Foundation alleging that smt. Rajamani Amma had executed a Will making the foundation a legatee under the Will. The Munsiffs Court Cherthala allowed the application on 25-07-2016 without considering any of the issues. A Revision Petition was filed by company before the Honble High court of Kerala as C.R.P. 35612016. The revision was allowed in favour of company on 20-02- 2017. The suit is pending before the Cherthala Court.

During current year, in June 2019 quarter, witness hearing has been ordered against which one month stay has been issued. As per the managment, there will be no implication on the company.

(c) During 2016-17, Cochin port trust raised a demand for additional lease rent amounting to Rs. 90.18 lakhs for delay in completion of construction. As per the Cochin Port Trust, construction was completed on 05 December 2014 however the same was completed by 20-10-2012.

The comany has filed a reply stating that the construction has been completed within time and no liability should arise. Further,no proceedings have been initiated by the Cochin Port Trust and the matter remains status quo.

During current year, In Oct 2019, File has been placed to the Cochin Port Trust Chairman and he passed order in favour of the Company. The authority has decided to withdraw the additional lease rent of Rs 90 lakhs.

Management is of the opinion that no provision is required to be made in respect of the aforesaid case.

(d) The company had paid Rs. 695.97 Lakhs as upfront premium at the time of obtaining leasehold right on leasehold land. This leasehold land is used for the business of the compay. Compaoy has capitalized the same as intangible assets as per Income Tax Act and claimed depreciation @25%.

The Principal Commissioner of Income Tax ("PCIT') has initiated the revisionary proceedings under Section 263 of the Act in so far as it relates to allowance of the depreciation claimed on lease premium paid for acquisition of land under Section 32(1)(ii) of the Act disallowing the depreciation claimed.

Company is carrying brought forward losses and depreciation of Rs. 350 lakhs and have 80IA exemption available. hence there will be no financial impact.

Litigation is under process and management believes that demand is not tenable. ITAT has decided against the Company. Company has filled appeal against order of ITAT in High Court in Jan'19. During current year in June 2019 quarter, Case has been admitted and awaiting case listing dates.

Management is of the opinion that no provision is required to be made in respect of the aforesaid case.

Note 24 Segment Information:

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the group. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chairman and Managing Director of the group. The group has identified one reportable segment "Inter modal Logistics" i.e. based on the information reviewed by CODM. Thus, the segment revenue, segment results, total carrying amount of segment assets and segment liabilities is as reflected in these financial statement as of and for the year ended 31 March, 2020.

(a) Description of segments and principal activities

The Group is engaged in business of Inter modal logistics. It provides container logistics solution between major Indian ports and Inland Container Depots (ICD) by providing rail services for Export, Import and Domestic containerised cargo, integrated with road transportation, transit and bonded warehousing, refrigerated container facilities and other value added services. It also operates Container Freight Stations, which are common user facilities located at various sea ports, offering services for handling (including related transport), temporary storage of import / export laden and empty containers and cargo carried under customs control .

(b) Segment revenue/results

The group operates as a single segment. The segment revenue is measured in the same way as in the statement of profit or loss.

Segment - Container Freight Station	31-March-2020	31 March 2019
Segment revenue	1,29,200.74	43,061.22
Segment results		
Profit before share of net profits of investments accounted for using equity method and tax	9,504.99	4,981.68
Add: Share of net profit of joint venture accounted for using equity method	-	6,091.50
Exceptional Income	808.39	28,047.98
Less: Tax expenses	627.00	(2,995.39)
Net profit after tax	10,940.38	36,125.77

The company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown in the table below.

Revenue from external customers	31-March-2020	31 March 2019
India	1,29,200.74	43,061.22
Outside India	-	-

No customer individually contributes to more than 10% of the revenue

Segment assets and Segment liabilities	31-March-2020	31 March 2019
Segment assets - India	2,43,656.48	2,32,653.63
Segment liabilities - India	1,11,985.59	1,00,473.33

Note 25 Commitments

a) Capital Commitments:

Estimated amount of contracts [net of Capital Advances Nil (31 March 2019 Rs. 1.40 lakh] to be executed on capital account, and not provided for is Rs.461.45 lakhs (31 March 2019: Rs. 699.14 lakhs).

b) Operating leases

Refer to note 37 for the details of Group's transition to Ind AS 116 "Leases". Commitments disclosed as non cancellable operating leases as Ind AS 17 "Leases" have been recorded as Leases Liabilities from April 1, 2019, with the exemption of short term and low value leases. Refer to note 37 for the maturity profile of Group's lease liabilities.

The aggregate amount of minimum lease payments under non cancellable operating leases at March 31, 2019, prepared and recorded under Ind AS 17 "Leases" were as follows:

	31 March 2019
Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows	
Within one year	333.72
Later than one year but not later than five years	1,366.88
Later than five years	4,854.06
Total	6,554.66

Note 26 Related Party Transactions

(i) Subsidiaries
Interests in subsidiaries are set out in note 35

(ii) Associate / Joint Venture
Interests in associate/ joint venture are set out in note 35

(iii) Entitities in which enterprise have a significant control or entity in which directors are interested
Perfect Communication Private Limited (PCL)

(iv) Investing party in respect of which the Company is an associate
Prism International Private Limited (PIPL)

(v) Key Management Personnel compensation (including their relatives)

(i) Executive Directors
Mr. Prem Kishan Dass Gupta (Chairman and Managing Director)
Mr. Ishaan Gupta (Joint Managing Director)

(ii) Independent and Non-Executive Directors
Mrs. Mamta Gupta (Non-Executive Director)
Mr. Samvid gupta (Non-Executive Director)
Mr. Shabbir Hassanbhai (Non-Executive Independent Director)
Mr. Bhaskar Avula Reddy (Non-Executive Independent Director)
Mr. Arun Kumar Gupta (Non-Executive Independent Director)
Mrs. Shukla Wassan (Non-Executive Independent Director)

(iii) Key Management Personnel
Mr. Sachin Surendra Bhanushali, Chief Executive Officer (from 14th August 2019)
Mr. Sandeep Kumar Shaw, Chief Financial Officer (from 14th August 2019)
Mrs. Veena Nair, Company Secretary (from 14th August 2019)
Mr. R. Kumar, Deputy Chief Executive Officer and Chief Finance Officer cum Company Secretary (till 13 August 2019)

(iv) Relatives of Executive Directors
Mr. Samvid Gupta (Relative of Mr. Prem Kishan Dass Gupta, Mr. Ishaan Gupta and Mrs. Mamta Gupta)
Mr. Amod Sachin Bhanushali (Relative of Mr. Sachin Surendra Bhanushali)

(v) Transaction with Key Mangement Personnel (including relatives)

	31 March 2020	31 March 2019
Short-term employee benefits	363.89	279.86
Post-employment benefits	22.61	9.69
Long-term employee benefits	-	2.86
Sitting Fees to Executive Directors	50.00	57.80
Sitting Fees to Non-Executive and Independent Directors	66.00	239.40
Commission to Executive Directors	1,225.00	1,525.00
Commission to Non-Executive and Independent Directors	163.00	110.00

(vi) Relatives of Key Management Personnel
Mr. Amod Sachin Bhanushali

	31 March 2020	31 March 2019
Remuneration	3.40	-
Total	3.40	-

(vi) Transactions with other related parties

The following transactions occurred with related parties:

Sr. No.	Particulars	Joint Venture Company (CGL/GRFL*)		Associate Company (SLL)		Entities in which enterprise have significant control or entity in which directors are interested (PCL)		Entities in which enterprise have significant control or entity in which directors are interested (PPIPL)		Total	
		31-March-2020	31 March 2019	31-March-2020	31 March 2019	31-March-2020	31 March 2019	31-March-2020	31 March 2019	31-March-2020	31 March 2019
1	Investment in CCPS- GRFL	-	70,565.69	-	-	-	-	-	-	-	70,565.69
2	Investment in Equity Shares- GRFL	-	35.35	-	-	-	-	-	-	-	35.35
3	Dividend received-GRFL	-	5,217.57	-	-	-	-	-	-	-	5,217.57
4	Sale of Tangible Assets	-	-	-	246.25	-	-	-	-	-	246.25
5	Rendering of services (excluding tax)	-	-	-	-	64.20	-	-	-	64.20	-
6	Lease rent received	-	-	6.60	6.60	-	-	-	-	6.60	6.60
7	Dividend paid by GDL	-	-	-	-	176.40	71.00	2,241	996	2,417.40	1,067.00
8	Rendering of services by Subsidiary to Associates	-	-	70.70	7.30	-	-	-	-	70.70	7.30
9	Reimbursement of other Administrative expenses incurred on their behalf	1.58	0.59	-	-	-	-	-	-	1.58	0.59

*Considered as Joint Venture till 29th March 2019 and thereafter considered as subsidiary company.

(vii) The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

		31-March-2020	31 March 2019
1	Commission Payable to Executive Directors	1,037.25	1,372.50
2	Commission Payable to Non- Executive and Independent Directors	130.52	204.65
3	Advance recoverable	6.54	4.37
4	Post-employment benefits	77.71	71.00
5	Receivable from Associate	0.59	-
	Total	1,252.61	1,652.52

(viii) Loans to/from related parties

No loan has been given/ received to/ from any related parties.

Note: In the opinion of the management, transactions reported herein are on arm's length basis.

Note 27 Earnings Per Share

The number of shares used in computing Basic and Diluted Earnings per Share is the weighted average number of shares outstanding during the year.

Particulars	31-March-2020	31 March 2019
Profit attributable to the equity holders of the company from continuing operations used in calculating basic/ diluted earnings per share	10,851.00	36,119.19
Weighted average number of equity shares used as the denominator in calculating basic/ diluted earnings per share	1,087.28	1,087.28
Basic & Diluted Earnings Per Share for profit from continuing operations attributable to equity holders of the parent: (Face value Rs 10 each)	9.98	33.22

Particulars	31-March-2020	31 March 2019
Profit attributable to the equity holders of the company from continuing and discontinuing operations used in calculating basic/ diluted earnings per share	10,302.61	36,512.85
Weighted average number of equity shares used as the denominator in calculating basic/ diluted earnings per share	1,087.28	1,087.28
Basic & Diluted Earnings Per Share for profit from continuing and discontinuing operations attributable to equity holders of the parent: (Face value Rs 10 each)	9.48	33.58

Particulars	31-March-2020	31 March 2019
Profit attributable to the equity holders of the company discontinuing operations used in calculating basic/ diluted earnings per share	(548.39)	393.66
Weighted average number of equity shares used as the denominator in calculating basic/ diluted earnings per share	1,087.28	1,087.28
Earnings Per Share for profit from discontinuing operations attributable to equity holders of the parent: (Face value Rs 10 each)	(0.50)	0.36

Note 28 Offsetting Financial Assets And Financial Liabilities

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Note 29 Assets Pledge As Security

The carrying amounts of assets pledged as security for current and non - current borrowings are :

Particulars	31-March-2020	31 March 2019
Current Assets		
First Charge		
i. Current Investments	5,973.39	3,976.19
ii. Trade receivables	12,976.03	12,454.86
iii. Cash and cash Equivalents	548.18	2,780.07
iv. Bank balances other than above	135.86	68.49
v.Other financial assets	126.31	1,603.28
vi. Other current assets	595.48	1,308.35
vii. Contract Assets	153.24	538.27
Total Current Assets pledged as Security	20,508.49	22,729.50
Non-Current Assets		
First Charge		
Property, Plant and Equipment	1,43,247.22	1,01,190.34
Capital Work-in-Progress	542.21	159.59
Other intangible assets	2,045.77	2,306.94
Other financial assets	1,186.18	914.56
Income tax assets (net)	796.10	1,239.94
Other non-current assets	2,191.69	3,274.53
Total Non-Current Assets pledged as Security	1,50,009.17	1,31,081.26
Total Assets pledged as Security	1,70,517.66	1,53,810.76

Note 30 Non-controlling interests (NCI)

Set out below is summarised financial information for each subsidiary that has non-controlling interests that are material to the group. The amounts disclosed for each subsidiary are before inter-company eliminations.

Summarised Balance Sheet	Gateway Distriparks (Kerala) Limited		Gateway Rail Freight Limited		Total	
	31-March-2020	31 March 2019	31-March-2020	31 March 2019	31-March-2020	31 March 2019
Current assets	440.19	327.91	16,322.65	11,545.80	16,762.84	11,873.71
Current liabilities	430.08	291.60	17,342.15	12,454.14	17,772.23	12,745.74
Net Current assets/(liability)	10.11	36.31	(1,019.50)	(908.34)	(1,009.39)	(872.03)
Non-Current assets	7,268.93	6,099.57	90,709.72	1,26,539.68	97,978.65	1,32,639.25
Non-Current liabilities	4,854.85	3,916.41	21,524.55	13,633.27	26,379.40	17,549.68
Net Non-Current assets	2,414.08	2,183.16	69,185.17	1,12,906.41	71,599.25	1,15,089.57
Net Assets	2,424.19	2,219.47	68,165.67	1,11,998.07	70,589.86	1,14,217.54
Accumulated NCI	973.75	891.94	90.55	83.65	1,064.30	975.59

Summarised statement of profit and loss	Gateway Distriparks (Kerala) Limited		Gateway Rail Freight Limited (refer note below)		Total	
	31-March-2020	31 March 2019	31-March-2020	31 March 2019	31-March-2020	31 March 2019
Revenue	1,406.39	1,372.03	86,865.38	339.05	88,271.77	1,711.08
Profit for the year	2.23	16.39	9,125.81	16.62	9,128.04	33.01
Total comprehensive income	204.72	16.56	9,134.70	16.62	9,339.42	33.18
Profit allocated to NCI	81.81	6.54	6.90	0.11	88.71	6.65

Summarised cash flows	Gateway Distriparks (Kerala) Limited		Gateway Rail Freight Limited (refer note below)		Total	
	31-March-2020	31 March 2019	31-March-2020	31 March 2019	31-March-2020	31 March 2019
Cash flows from operating activities	484.52	560.91	15,969.45	46.58	30,261.68	18,875.37
Cash flows from investing activities	(196.07)	(53.54)	(8,061.80)	0.59	(1,851.80)	6,004.68
Cash flows from financing activities	(303.94)	(419.09)	(10,507.47)	-	(33,625.32)	(27,850.29)
Net increase / (decrease) in cash and cash equivalents	(15.49)	88.28	(2,599.82)	47.17	(5,215.44)	(2,970.24)

Note: figures shown above are for the period from date of acquisition to the balance sheet date. Refer note 33

Note 31 ISSUE OF RATED LISTED SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES

(a) Nature of Security:

Rated Listed Secured Redeemable Non-Convertible Debentures Rs. 50,000 lakhs (31 March 2019-Rs. 55,000 lakhs) is secured by (i) First ranking pari-passu charge (a) over all the current and future immovable and movable assets of the Company, including land and buildings (b) pledge of fully paid up equity shares of subsidiary GRFL held by the Issuer (c) pledge of Compulsorily Convertible Preference Shares of Gateway Rail Freight Limited (GRFL) held by issuer (ii) Agreement for creation of first ranking sole and exclusive pledge over shareholding of the Company in Snowman Logistics Limited in case series A1 Redemption Event does not occur within 18 months from the deemed date of allotment 28 March 2019 (iii) Future Investments by the Company in any other form in GRFL and Associate Snowman Logistics Limited (iv) Share Pledge of subsidiary Gateway East India Private Limited. (iv) Negative Lien on Shares of subsidiaries Gateway Distriparks (Kerala) Limited and (v) Personal Guarantee of the Promoter in the event series A1 Redemption Event does not occur within 23 (twenty three) months from deemed date of allotment 28 March 2019.

(b) Terms of Repayment:

Rate of interest	2019-20	2020-21	2021-22	2022-23	2023-24	2024-25	2025-26	2026-27	Total
11.50%			21,500.00	4,000.00	4,500.00	4,500.00	4,500.00	5,500.00	44,500.00
11.25%			500.00	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00	5,500.00
Total	-	-	22,000.00	5,000.00	5,500.00	5,500.00	5,500.00	6,500.00	50,000.00

(c) The Company has an obligation to redeem A-1, A-2 & A-3 series Non-Convertible debentures amounting to Rs. 27,000 lakhs on April 7, 2021. The Company has prematurely redeemed A-1 series debentures of Rs. 5,000 lakhs on January 20, 2020 from the proceeds of sale of shares of subsidiary Company 'Chandra CFS and Terminal Operators Private Limited'. Furthermore, the Company has redeemed A-1 series debentures of Rs. 6,000 lakhs on May 21, 2020 out of income arising from dividend received from subsidiary 'Gateway Rail Freight Limited'. The balance of A-1, A-2 & A-3 series Non-Convertible debentures amounting to Rs 16,000 lakhs will be redeemed from internal accruals of the Company, dividends received from its subsidiaries, from the net proceeds of the sale of investment and/or by way of raising additional capital in the Company.

Note 32 SALE OF SUBSIDIARIES AND ASSOCIATE

(a) During the quarter ended December 2019, the Company has sold its entire shareholding in its wholly owned subsidiary 'Chandra CFS and Terminal Operators Private Limited' on December 19, 2019 to 'Team Global Logistics Private Limited' for a total consideration of Rs. 4,841.49 lakhs resulting into a profit of Rs. 808.39 lakhs, which is shown as exceptional item. Accordingly, Chandra CFS and Terminal Operators Private Limited has ceased to be Company's subsidiary from December 19, 2019.

(b) The Company has entered into a share purchase agreement on December 27, 2019 for sale of its entire stake of 40.25% in its associate Company 'Snowman Logistics Limited' to 'Adani Logistics Limited' for a total consideration of Rs. 29,591.81 lakhs. The transaction was to be completed before March 31, 2020. The Company has informed Adani Logistics Limited by letter dated May 11, 2020 that the condition for completion of transaction by March 31, 2020 was not met by them, despite the good faith attempts to resolve the matter and therefore the Agreement is not in force due to repudiation thereof by Adani Logistics Limited. Pursuant to the provisions of the share purchase agreement, the Company has initiated arbitration proceedings against Adani Logistics Limited.

Further, the Company is still exploring the possibilities of potential disinvestment of its shareholding in Snowman Logistics Limited and accordingly, the Company has identified investment in Snowman Logistics Limited as "Non current assets classified as Asset held for sale" in accordance with Ind AS 105.

Note 33 BUSINESS COMBINATION

Summary of acquisition

Till the year end March 31, 2018, Gateway Distriparks Limited held 2,011 lakhs equity shares in Gateway Rail Freight Limited ("GRFL"), a joint venture entity with Blackstone GPV Capital Partners (Mauritius) VH Limited ("Blackstone"). GRFL is a non listed company based in India and engaged in providing inter modal logistics business solutions.

During last year ended March 2019, the Company had entered into a Share Purchase Agreement for acquiring 1200 lakhs Compulsory Convertible Preference Shares ("CCPS") and 100 Equity Shares held by Blackstone in GRFL. The transaction was concluded for a total consideration of Rs. 70,565.69 Lakhs with the final payment being made on March 29, 2019 and details of the payments are mentioned below. On March 29, 2019, the Company also purchased 99,798 equity shares from other minority shareholders for Rs. 35.45 Lakhs. Accordingly, after acquiring the CCPS and the equity shares, GRFL became a subsidiary to the Company with effect from March 29, 2019 and the shareholding of the Company in GRFL is 99.93% as on March 31, 2019.

Details of payment made to Blackstone GPV Capital Partners (Mauritius) VH Limited towards purchase of CCPS and Equity Shares

Date	Number of CCPS purchased (in lakhs)	Equity Shares	Amount
October 04, 2018	218	-	12,499.27
February 01, 2019	53	-	3,079.07
March 29, 2019	929	100	54,987.35
Total	1,200	100	70,565.69

Details of purchase consideration, the net assets acquired and goodwill are as follows:

Particulars	Amount
Consideration paid	70,601.14
Total Purchase consideration	70,601.14

The assets and liabilities recognised as a result of the acquisition are as follows:

	Particulars	Fair value recognised on acquisition
	ASSETS	
	Non Current assets	
(a)	Property, plant and equipment	1,22,011.00
(b)	Capital work-in-progress	159.59
(c)	Other intangible assets	2,306.94
(d)	Other Financial Assets	660.72
(e)	Income tax assets (net)	948.05
(f)	Other Non-Current Assets	558.61
	Current assets	
(g)	Financial assets	
	(i) Investments	2,221.45
	(ii) Trade Receivables	7,966.74
	(iii) Cash and Cash Equivalents	355.66
	(iv) Bank Balances other than (iii) above	2.86
	(v) Other Financial Assets	403.29
(h)	Other Current Assets	741.25
	Total Assets	1,38,336.16
	LIABILITIES	
(a)	Borrowings	12,677.23
(b)	Deferred Tax Liabilities (Net)	785.64
(c)	Government Grant	479.98
(d)	Trade Payables	4,820.78
(e)	Other Financial Liabilities	5,005.42
(f)	Employee Benefit Obligations	744.17
(g)	Other Current Liabilities	1,814.50
	Total Liabilities	26,327.72
	Net identifiable net assets/(liabilities) at fair value	1,12,008.44

Calculation of Goodwill

Particulars	Amount
Consideration transferred	70,601.14
Non-controlling interest in the acquired entity	83.60
Acquisition date fair value of previously held equity shares	71,189.40
Less: Net identifiable net assets/(liabilities) acquired	(1,12,008.44)
Goodwill	29,865.70

The Group elected to recognise the non-controlling interest at its proportionate share of acquired net identifiable assets. The fair value of trade receivables amounts to Rs. 7,966.74 lakh, net of provision for doubtful receivables. No further credit impairment is expected in the trade receivables and it is expected that the full contractual amounts can be collected. The goodwill comprises the value of expected synergies arising from the acquisition. None of the goodwill recognised is expected to be deductible for income tax purpose. Difference of investment of 61.27% in GRFL at fair value on the date of acquisition with value of investment as per equity accounting up to the date of acquisition has been recorded as gain in relation to deemed sale of investment in JV. From date of acquisition on March 29, 2019, GRFL has not contributed significantly to revenue and profit before tax from continuing operations of the Group. If the business combination had taken place at the beginning of the year, revenues would have been higher by Rs. 86,402.41 lakh and the profit before tax from continuing operations for the Group would have been higher by Rs. 6,257.75 lakhs.

Purchase consideration-cash outflow

Particulars	Amount
Consideration	70,601.14
Less: Balances acquired	
Cash	(355.66)
Bank overdraft	369.64
Net outflow of cash - investing activities	70,615.12

Acquisition related costs

In addition to consideration for additional stake for aforesaid acquisition of Rs. 70,601.14 lakh, acquisition related legal costs, consultant fees and other costs amounting to Rs. 823.93 lakh were expensed and are included in other expenses.

Note 34 EXECEPTIONAL ITEM

	31-March-2020	31 March 2019
Gain on acquisition recognised pursuant to acquisition of Subsidiary-Gateway Rail Freight Limited (Exceptional item represents gain on fair valuation of existing stake in GRFL, i.e. fair valuation of existing 61.27% stake in GRFL on the date of acquisition (March 29, 2019) of additional 38.66% stake from the other JV partner (Blackstone GPV Capital Partners (Mauritius) VH Limited) amounting to Rs. 70,601.14 lakhs).	-	28,047.98
Gain on sale of Subsidiary Chandra CFS & Terminal Operators Private Limited (refer note 32(a))	808.39	-

Note 35 Interest in Other Entities

(a) Subsidiaries

The group's subsidiaries at 31 March 2020 are set out below unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business.

Name of the entity	Place of business / Country of incorporation	Ownership interest held by the group		Ownership interest held by non-controlling interest		Principal activities
		31-March-2020	31 March 2019	31-March-2020	31 March 2019	
Gateway Rail Freight Limited (refer note 33)	India	99.93%	99.93%	0.07%	0.07%	Inter modal container Logistics
Gateway East India Private Limited	India	100%	100%	-	-	Inter modal container Logistics
Chandra CFS and Terminal Operators Private Limited (refer note 32(a))	India	-	100%	-	-	Inter modal container Logistics
Gateway Distriparks (Kerala) Limited	India	60%	60%	40%	40%	Inter modal container Logistics

(b) Interests in associates and joint ventures

Set out below are the associates and joint ventures of the group as at 31 March 2020 which, in the opinion of the directors, are material to the group. The entities listed below have share capital consisting solely of equity shares, which are held directly by the group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

					Quoted Fair Value		Carrying Amount	
Name of the entity	Place of business	% of Ownership interest	Relationship	Accounting Method	31-March-2020	31 March 2019	31-March-2020	31 March 2019
Snowman Logistics Limited (SLL)	India	40.25%	Associate	Equity Method	21,218.67	22,092.98	14,097.31	14,648.36
Gateway Rail Freight Limited (GRFL) till 29 March 2019	India	50.00%	Joint Venture	Equity Method	-	-	-	-
Container Gateway Limited (CGL)	India	51.00%	Joint Venture	Equity Method	-	-	-	-
Total Equity Accounting Investments					21,218.67	22,092.98	14,097.31	14,648.36

(1) Snowman Logistics Limited is in the business of coldchain and related logistics including storage facilities at cold stores and transportation of temperature controlled and ambient products on behalf of customers.

(2) Gateway Rail Freight Limited is in the business of Inter modal container logistics.

(i) Commitments and contingent liabilities in respect of associates

	31-March-2020	31 March 2019
Associate		
Bank guarantees	24.00	27.75
Income tax matters (amount paid under protest Rs. Nil (31 March 2019: Rs. Nil))	16.86	16.86
Wealth tax matters (amount paid under protest Rs. Nil (31 March 2019: Rs. Nil))	3.02	3.02
Sales tax matters (amount paid under protest Rs. 8.42 lakhs (31 March 2019: Rs. 8.42 lakhs))	37.08	37.08
Commitment for non-cancellable operating leases for land use for construction of warehouse	-	2,080.81

Note: Disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

(ii) Summarised financial information for associate

The tables below provide summarised financial information for those associates that are material to the group. The information disclosed reflects the amounts presented in the financial statements of the relevant associates and not Gateway Distriparks Limited's share of those amounts

Summarised Balance Sheet	Snowman Logistics Limited	
	31-March-2020	31 March 2019
Current assets including cash & cash equivalent	6,250.71	5,912.02
Non-current assets	57,915.72	50,257.76
Current liabilities	4,819.19	6,234.31
Non-current liabilities	17,378.31	6,431.23
Net assets	41,968.93	43,504.24

Reconciliation to carrying amounts

	Snowman Logistics Limited	
	31-March-2020	31 March 2019
Opening net assets	43,504.24	42,527.87
Profit / (Loss) for the year	(1,501.10)	971.74
Other comprehensive income	(34.21)	4.63
Closing net assets	41,968.93	43,504.24
Groups' share in %	40.25%	40.25%
Proportion of the groups ownership interest	16,892.49	17,510.46
Less: Adjustment on account of intercompany elimination	(107.57)	(104.91)
Less: Capital reserve	(2,757.19)	(2,757.19)
Less: Adjustment for loss not accounted on classification of asset held for sale (refer note 32(b))	69.58	-
Carrying amount	14,097.31	14,648.36

Summarised statement profit and loss

	Snowman Logistics Limited		Gateway Rail Freight Limited	
	31-03-2020	31 March 2019	31-03-2020**	31 March 2019**
Revenue	24,020.19	23,254.93	-	86,741.46
Interest income	*	*	-	74.21
Depreciation and amortisation	*	*	-	5,732.31
Interest expense	*	*	-	1,460.31
Income tax expenses	*	*	-	2,785.65
Profit / (Loss) for the year	(1,501.10)	971.74	-	11,132.33
Other comprehensive income	(34.21)	4.63	-	(47.58)
Total comprehensive income	(1,535.31)	976.37	-	11,084.75
Groups' share in %	40.25%	40.25%	-	50.00%
Groups share of profit/(loss)	(548.39)	393.66	-	6,091.50
Dividends received	-	-	-	5,217.56

* indicates disclosures that are not required for investments in associate.

** Values taken till 29th March, 2019 i.e. till the time Gateway Rail Freight Limited (GRFL) was Joint Venture (from 30th March, 2019 GRFL converted into subsidiary company). Refer note 33

GATEWAY DISTRIPARKS LIMITED

Notes annexed to and forming part of the Consolidated Financial Statements for the year ended 31 March 2020

(All amounts in Indian Rupees lakhs, unless otherwise stated)

Note 36 ADDITIONAL INFORMATION REQUIRED BY SCHEDULE III

	Net assets (total assets minus total liabilities)		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
Name of the entity in the group	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
Parent								
Gateway Distriparks Limited								
31-March-2020	53.90%	71,562.52	55.78%	6,103.13	130.26%	(17.87)	59.14%	6,085.26
31-March-2019	56.51%	75,262.78	24.13%	8,816.47	66.14%	(9.04)	24.13%	8,807.43
Subsidiaries (groups' share)								
Indian								
Gateway East India Private Limited								
31-March-2020	3.16%	4,199.76	2.06%	225.00	16.04%	(2.20)	2.17%	222.80
31-March-2019	3.21%	4,276.18	0.11%	39.00	28.97%	(3.96)	0.10%	35.04
Chandra CFS and Terminal Operators Private Limited								
31-March-2020 (refer note 32(a))	0.00%	-	0.25%	27.03	6.13%	(0.84)	0.25%	26.19
31-March-2019	1.45%	1,930.03	-0.17%	(62.17)	6.14%	(0.84)	-0.17%	(63.01)
Gateway Distriparks (Kerala) Limited								
31-March-2020	1.10%	1,454.51	1.13%	123.85	7.43%	(1.02)	1.19%	122.83
31-March-2019	1.00%	1,332.52	0.03%	10.68	-0.73%	0.10	0.03%	10.78
Gateway Rail Freight Limited (refer note 33)								
31-March-2020	52.88%	70,192.26	83.36%	9,119.42	-64.76%	8.88	88.71%	9,128.30
31-March-2019	50.08%	66,684.39	0.05%	16.61	-	-	0.05%	16.61
Non-controlling interests in all subsidiaries								
31-March-2020	0.80%	1,064.30	0.82%	89.38	4.88%	(0.67)	0.86%	88.71
31-March-2019	0.73%	975.59	0.02%	6.58	-0.51%	0.07	0.02%	6.65
Associate (investment as per equity method)								
Indian								
Snowman Logistics Limited (Classified as asset held for sale, refer note 32(b))								
31-March-2020	10.62%	14,097.31	-5.01%	(548.39)	0.00%	-	-5.33%	(548.39)
31-March-2019	11.00%	14,648.36	1.08%	393.67	0.00%	-	1.08%	393.67
Joint Venture								
Indian								
Gateway Rail Freight Limited (refer note 33)								
31-March-2020	0.00%	-	0.00%	-	0.00%	-	0.00%	-
31-March-2019	0.00%	-	16.68%	6,091.49	0.00%	-	16.69%	6,091.49
Total								
31-March-2020	69.60%	1,62,570.66	55.03%	15,139.42	100.00%	(13.72)	145.75%	15,125.70
31-March-2019	73.92%	98,425.46	41.88%	15,295.72	100.00%	(13.67)	41.87%	15,282.05
Adjustments on consolidation								
31-March-2020	-22.48%	(29,835.47)	-43.39%	(4,747.43)	-	-	-45.74%	(4,747.43)
31-March-2019	-96.91%	(1,29,046.90)	16.22%	5,922.06	-	-	16.22%	5,922.06
Net Total								
31-March-2020	100.00%	1,32,735.19	11.63%	10,391.99	100.00%	(13.72)	100.00%	10,378.27
31-March-2019	100.00%	1,33,155.89	58.10%	36,519.43	100.00%	(13.67)	58.08%	36,505.76

37 Leases:

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method as per para C8(c)(ii) of standard. Consequently, the Company recorded the lease liabilities at the present value of the remaining lease payments discounted at the incremental borrowing rate as on the date of transition and has measured the right-of-use assets were recognised based on the amount equal to the lease liabilities, adjusted for any related prepaid and accrued lease payments previously recognised.

On transition, the adoption of the new standard resulted in recognition 'Lease Liabilities' of Rs. 17,049.67 lakhs and 'Right-of-Use' asset of Rs 20,065.18 lakhs.

The Company has lease contracts for various items of Rakes, Land, Buildings, Operations and Maintenance of Container Freight Station and Terminal in its operations. Leases of Rakes generally have lease terms between 6 and 12 years, Operations and Maintenance of Container Freight Station have lease term of 15 years, while Land, Building and Terminal generally have lease terms between 3 and 60 years.

Following is the summary of practical expedients elected on initial application:
i) Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with similar end date.
ii) Applied the exemption not to recognise Right-of -Use asset and Lease Liabilities with lease term of 12 months or less at the date of initial application.
iii) Used hindsight in determining the lease term where the contract contained options to extend or terminate the lease.
iv) Relied on the assessment of whether leases are onerous immediately before the date of initial application
v) Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application
Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

Lease liabilities and Right-of-Use asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Reconciliation of Right-of-use assets and Lease Liabilities as on April 1, 2019

Particulars	Amount
Right-of-use assets	20,065.18
Adjustment of prepaid lease rental	3,015.51
Lease Liabilities	17,049.67

Reconciliation between the lease liabilities as at 1 April 2019 with operating lease commitments as of 31 March 2019

	Amount
Operating lease commitments disclosed as at 31 March 2019	6,554.66
Discounted using the lessee's incremental borrowing rate at the date of initial application	3,296.69
Add: Additional lease commitments based on expected extension of the lease term	13,752.98
Lease liability recognised as at 1 April 2019	17,049.67

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

Particulars	Rakes	Land	Building	Operations and Maintenance of Container Freight Station	Terminal	Total
As at 01 April 2019	4,779.02	9,162.84	-	5,144.16	979.16	20,065.18
Addition	3,306.54	40.04	959.76	-	-	4,306.34
Depreciation Expense	1,017.32	785.85	17.58	1,815.59	356.06	3,992.40
As at 31 March 2020	7,068.24	8,417.03	942.18	3,328.57	623.10	20,379.12

Set out below are the carrying amounts of lease liabilities and the movements during the period:

Particulars	Total
As at 01 April 2019	17,049.67
Addition	4,306.35
Accretion of interest	1,690.14
Payment of lease liabilities	4,402.86
As at 31 March 2020	18,643.30
Current	3,403.08
Non-current	15,240.23

The weighted average incremental borrowing rate of 8.95% to 10.25% has been applied to lease liabilities recognised in the balance sheet at the date of initial application.

The adoption of standard has resulted in Statement of Profit and Loss for the current period, operating lease expenses changed from rent to depreciation charge for Right-of-Use asset and finance cost for interest accrued on lease liabilities. The effect of this adoption is insignificant on earnings per share. Adoption has also resulted in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments Rs 4,741.36 Lakhs.

Reconciliation for the effects of the transactions on Statement of Profit and Loss for the year ended 31 March 2020 are as follows :

Adjustments to increase/(decrease) in profit before tax	31 March 2020 (comparable basis)	Changes due to Ind AS 116 increase/ (decrease)	31 March 2020 (as reported)
Operating expenses	85,358.10	(3,382.60)	81,975.50
Other expenses	11,294.50	(1,386.79)	9,907.71
Finance cost	8,572.79	1,690.14	10,262.93
Depreciation and amortisation	9,336.16	3,992.40	13,328.56
Profit before tax	10,418.14	(913.15)	9,504.99

The table below provides details regarding the contractual maturities of lease liabilities as at 31 March 2020 on an undiscounted basis:

Particulars	31 March 2020
Less than one year	4,903.02
One to five years	12,073.50
More than five years	10,780.57
Total	27,757.09

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The following are the amounts recognised in profit or loss:

Particulars	31 March 2020
Depreciation expense of right-of-use assets	3,992.40
Interest expense on lease liabilities	1,690.14
Expense relating to short-term and low value leases (included in other expenses)	132.29
Expense relating to short-term and low value leases (included in operating expenses)	84.13
Total amount recognised in profit or loss	5,898.96

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38 DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT (MSMED) ACT, 2006

The Micro, Small and Medium Enterprises have been identified by the Group from the available information, which has been relied upon by the auditors. According to such identification, the disclosures as per Section 22 of 'The Micro, Small and Medium Enterprise Development (MSMED) Act, 2006' are as follows:

		31 March 2019
i) The principal amount and the interest due thereon remaining unpaid to any supplier		
- Principal amount	76.64	131.06
- Interest thereon	Nil	Nil
ii) The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day.	Nil	Nil
iii) The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this act..	Nil	Nil
iv) The amount of interest accrued and remaining unpaid.	Nil	Nil
v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small investor.	Nil	Nil

The above information has been determined to the extent such parties could be identified on the basis of the information available with the Group regarding the status of suppliers under the MSMED.

<----------The space below has been left blank intentionally----------->

39 Due to outbreak of COVID-19 globally and in India, the Group's management has made an initial assessment of impact on business and financial risks on account of COVID-19. Considering that the Group is in the business of providing inter modal logistics services, operating Container Freight Station (CFS) / Inland Container Depot (ICD) and temperature-controlled warehousing storage services, which are considered under Essential Service, the management believes that the impact of this outbreak on the business and financial position of the Group will not be significant. The management does not see any risks in the Group's ability to continue as a going concern and meeting its liabilities including redemption of Non-Convertible debentures as explained in Note 31(c) as and when they fall due. The impact of the Covid-19 pandemic on future business operation of the Group may be different from that estimated as at the date of approval of these consolidated financial statement considering the uncertainty in overall economic environment and the Group will continue to closely monitor any material changes to future economic conditions.

40 The figures for the corresponding previous year have been regrouped / reclassified wherever necessary, to make them comparable.

In terms of our report of even date.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Vishal Sharma
Partner
Membership No.: 96766
Place: Faridabad
Date: 05 June 2020

For and on behalf of the Board of Directors
Gateway Distriparks Limited

Prem Kishan Dass Gupta
Chairman and Managing Director
DIN: 00011670
Place: New Delhi
Date: 05 June 2020

Arun Kumar Gupta
Director
DIN: 06571270
Place: New Delhi
Date: 05 June 2020

Sandeep Kumar Shaw
Chief Financial Officer
Place: Ghaziabad
Date: 05 June 2020

Veena Nair
Company Secretary
Place: Mumbai
Date: 05 June 2020

MATERIAL DEVELOPMENTS

Except as stated in this Letter of Offer and as disclosed below, to our knowledge, no circumstances have arisen since March 31, 2020, which materially affect or are likely to affect our operations, performance, prospects or profitability, or the value of our assets:

1. Our Company had, on May 21, 2020, completed partial redemption of Sub-Series A1 NCDs, by making a payment of ₹ 6,000.00 lakhs towards redemption amount of 600 Sub-Series A1 NCDs and ₹ 98.30 lakhs towards interest for the period of March 31, 2020 till May 21, 2020, aggregating to ₹ 6,098.30 lakhs.

2. Our Company had, on June 25, 2020, completed partial redemption of Sub-Series A1 NCDs, by making a payment of ₹ 2,500.00 lakhs towards redemption amount of 250 Sub-Series A1 NCDs and ₹ 68.53 lakhs towards interest, aggregating to ₹ 2,568.53 lakhs.

ACCOUNTING RATIOS AND CAPITALISATION STATEMENT

Accounting Ratios

The following tables present certain accounting and other ratios computed on the basis of amounts derived from the Audited Consolidated Financial Statements included in "*Financial Statements*" on page 86:

Particulars	Consolidated
	As at and for the year ended March 31, 2020
Basic & diluted earnings per share for profit from continuing operations attributable to equity holders of the parent:* (Face value Rs 10 each) – Refer note 1 below	9.98
Basic & diluted earnings/(loss) per share for profit from discontinuing operations attributable to equity holders of the parent:* (Face value Rs 10 each) – Refer note 2 below	(0.50)
Basic & diluted earnings per share for profit from continuing and discontinuing operations attributable to equity holders of the parent:* (Face value Rs 10 each) – Refer note 3 below	9.48
Return on Net Worth (%)	7.82
Net Asset Value per Equity Share (₹)	121.30
EBITDA (₹ in lakhs)	33,096.48

**For the purposes of the above, "parent" shall be understood to mean Gateway Distriparks Limited.*
Note 1: Profit attributable to the equity holders of the company from continuing operations divided by weighted average number of equity shares
Note 2: Profit attributable to the equity holders of the company discontinuing operations divided by weighted average number of equity shares
Note 3: Profit attributable to the equity holders of the company from continuing and discontinuing operations divided by weighted average number of equity shares

The formulae used in the computation of the above ratios are as follows:

Return on Net Worth	Profit before tax from continuing operations / net worth
Net Asset Value per Equity Share	Net worth / number of equity shares subscribed and fully paid outstanding as at year ended March 31
EBITDA	Aggregate of profit for the year with total tax expense, finance costs and depreciation and amortisation expense and reducing share of net profit / (loss) from discontinuing operations of associate accounted for using the equity method and exceptional items.

Notes

(a) Calculation of Net Worth and Return on Net Worth (on a consolidated basis)

(in ₹ lakhs)

Particulars	Consolidated
	As at and for the Fiscal ended March 31, 2020
Profit before tax from continuing operations (A)	10,313.38
Equity Share capital (B)	10,872.80
Reserves and surplus (C)	1,20,798.09
Non-Controlling Interests (D)	1,064.30
Capital redemption reserve (E)	788.35
Debenture redemption reserve (F)	55.00
Net Worth (G) [B + C + D – E - F]	**1,31,891.84**
Return on Net Worth [A / G] * 100 (%)	**7.82**

(b) Calculation of Net Worth and Net Asset Value per Equity Share (on a consolidated basis)

(in ₹ lakhs, except per share data)

Particulars	Consolidated
	As at the Fiscal ended March 31, 2020
Equity share capital (A)	10,872.80

Particulars	Consolidated
	As at the Fiscal ended March 31, 2020
Reserves and surplus (B)	1,20,798.09
Non-Controlling Interests (C)	1,064.30
Capital redemption reserve (D)	788.35
Debenture redemption reserve (E)	55.00
Net Worth (F) [A + B + C – D - E]	**1,31,891.84**
No. of Equity shares subscribed and fully paid outstanding as at year ended March 31, 2020 (G)	**10,87,28,049**
Net Asset Value per Equity Share [F / G *10^5] (₹)	**121.30**

(c) Calculation of EBITDA (on a consolidated basis)

(in ₹ lakhs)

Particulars	Consolidated
	For the Fiscal ended March 31, 2020
Profit for the year (A)	10,391.99
Share of net profit / (loss) from discontinuing operations of associate accounted for using the Equity method (B)	(548.39)
Total tax expense (C)	(627.00)
Exceptional items (D)	808.39
Finance costs (E)	10,262.93
Depreciation and amortisation expense (F)	13,328.56
EBIDTA (A–B+C–D+ E+F)	**33,096.48**

Consolidated capitalisation statement

The following table sets forth the capitalisation statement of our Company and our Subsidiaries derived from the Audited Consolidated Financial Statements; and as adjusted for the Issue:

(in ₹ lakhs)

Particulars	Pre Issue as at March 31, 2020	Adjusted for the proposed Issue*
Total Borrowings[#]		
Total current borrowings (A)	5,070.25	[●]
Total non-current borrowings (B)	64,771.40	[●]
Current maturities of non-current borrowings (C)	6,482.66	[●]
Total Borrowings[#] (D) [A + B + C]	**76,324.31**	[●]
Total equity		
Equity share capital (E)	10,872.80	[●]
Reserves and surplus (F)	1,20,798.09	[●]
Non-controlling interests (G)	1,064.30	[●]
Total equity (H) [E + F + G]	**1,32,735.19**	**[●]**
Total capital [D + H]	**2,09,059.50**	[●]
Ratio: Total non-current borrowings (including current maturities of non-current borrowings) / Total equity [(B + C) / H]	**0.54**	[●]
Ratio: Total Borrowings / Total equity [D / G]	**0.58**	[●]

** "Adjusted for the proposed Issue" column reflects changes in the total equity assuming full subscription of the Issue only on account of fresh issue of* [●] *Equity Shares at a price of* ₹ [●] *per Rights Equity Share, including a premium of* ₹ [●] *per Rights Equity Share. Adjustments do not include Issue-related expenses. It does not consider any other transactions or movements for such financial statements line items after March 31, 2020.*

[#] does not include lease liability as per Ind AS 116, which is disclosed separately in the Audited Consolidated Financial Statements.

Related party transactions

For details of the related party transactions, as per the requirements under applicable accounting standards, i.e., Ind AS 24 - Related Party Disclosures read with the SEBI ICDR Regulations for Fiscal 2020, see "*Financial Statements – Note 26 – Related Party Transactions*" on page 147.

STOCK MARKET DATA FOR SECURITIES OF OUR COMPANY

Our Equity Shares are listed on BSE and NSE. The Rights Equity Shares being issued pursuant to this Issue have not been listed earlier and will be listed on the Stock Exchanges pursuant to this Issue. For details, see "*Terms of the Issue*" on page 181. Our Company has received in-principle approvals for listing of the Rights Equity Shares on the Stock Exchanges to be issued pursuant to this Issue from BSE and NSE by their letters dated [●] and [●] respectively. Our Company will also make applications to BSE and NSE to obtain their trading approvals for the Rights Entitlements as required under the SEBI Rights Issue Circulars. For the purposes of this Issue, the Designated Stock Exchange is [●].

For the purpose of this section, unless otherwise specified:

- A year is a financial year;
- Average price is the average of the daily closing prices of our Equity Shares for the year, or the month, as the case may be;
- High price is the maximum of the daily closing prices and low price is the minimum of the daily closing prices of our Equity Shares for the year, the month, or the week, as the case may be; and
- In case of two days with the same high/low/closing price, the date with higher volume has been considered.

The high, low and average market prices of our Equity Shares recorded on the Stock Exchanges during the preceding three years and the number of our Equity Shares traded on the days of the high and low prices were recorded, are as stated below:

BSE

Year	High (₹)	Date of high	Volume on date of high (no. of Equity Shares)	Low (₹)	Date of low	Volume on date of low (no. of Equity Shares)	Average (₹)
2020	154.10	May 28, 2019	69,677.00	73.00	March 24, 2020	2,556.00	115.06
2019	227.80	May 28, 2018	5,18,317.00	96.50	January 29, 2019	1,05,321.00	152.40
2018	292.00	July 6, 2017	21,30,465.00	170.20	March 27, 2018	14,376.00	241.85

(Source: www.bseindia.com)

NSE

Year	High (₹)	Date of high	Volume on date of high (no. of Equity Shares)	Low (₹)	Date of low	Volume on date of low (no. of Equity Shares)	Average (₹)
2020	154.35	May 28, 2019	5,83,350.00	71.00	March 24, 2020	48,553.00	115.13
2019	227.95	May 28, 2018	29,13,442.00	96.15	January 25, 2019	2,52,605.00	152.43
2018	292.20	July 6, 2017	6,95,015.00	171.00	March 28, 2018	78,313.00	241.98

(Source: www.nseindia.com)

Monthly high and low prices and trading volumes on the Stock Exchanges for the six months preceding the date of filing of this Letter of Offer are as stated below:

BSE

Month	High (₹)	Date of high	Volume on date of high (no. of Equity Shares)	Low (₹)	Date of low	Volume on date of low (no. of Equity Shares)	Average price for the month (₹)
June 2020	96.00	June 9, 2020	22,070.00	73.00	June 1, 2020	32,309.00	85.51
May 2020	91.50	May 6, 2020	1,370.00	75.40	May 22, 2020	1,268.00	81.20
April 2020	101.70	April 27, 2020	3,318.00	85.30	April 13, 2020	1,276.00	92.26

Month	High (₹)	Date of high	Volume on date of high (no. of Equity Shares)	Low (₹)	Date of low	Volume on date of low (no. of Equity Shares)	Average price for the month (₹)
March 2020	129.00	March 5, 2020	8,369.00	73.00	March 24, 2020	2,556.00	101.57
February 2020	139.85	February 1, 2020	5,156.00	113.00	February 28, 2020	6,542.00	125.93
January 2020	141.45	January 29, 2020	2,551.00	117.75	January 6, 2020	10,454.00	129.69

(Source: www.bseindia.com)

NSE

Month	High (₹)	Date of high	Volume on date of high (no. of Equity Shares)	Low (₹)	Date of low	Volume on date of low (no. of Equity Shares)	Average price for the month (₹)
June 2020	108.70	June 9, 2020	5,18,054.00	72.05	June 1, 2020	4,02,792.00	85.53
May 2020	91.45	May 6, 2020	74,408.00	75.00	May 22, 2020	40,277.00	81.13
April 2020	102.00	April 27, 2020	88,006.00	85.00	April 13, 2020	37,922.00	92.14
March 2020	129.55	March 11, 2020	1,96,199.00	71.00	March 24, 2020	48,553.00	101.93
February 2020	141.00	February 3, 2020	1,77,268.00	113.50	February 28, 2020	62,139.00	125.97
January 2020	141.90	January 29, 2020	2,95,973.00	116.35	January 10, 2020	64,140.00	129.71

(Source: www.nseindia.com)

Week end prices of Equity Shares along with the highest and lowest closing prices on the Stock Exchanges for the last four weeks preceding the date of filing of this Letter of Offer is as stated below:

BSE					
For the week ended on	Closing Price (₹)	High (₹)	Date of High	Low (₹)	Date of Low
June 19, 2020	84.65	90.00	June 15, 2020	82.95	June 16, 2020
June 26, 2020	86.05	92.00	June 24, 2020	83.60	June 22, 2020
July 3, 2020	87.40	88.35	July 2, 2020	81.60	June 29, 2020
July 10, 2020	88.35	92.50	July 8, 2020	86.30	July 10, 2020

(Source: www.bseindia.com)

NSE					
For the week ended on	Closing Price (₹)	High (₹)	Date of High	Low (₹)	Date of Low
June 19, 2020	84.80	88.95	June 15, 2020	82.25	June 16, 2020
June 26, 2020	85.90	92.00	June 23, 2020	84.00	June 22, 2020
July 3, 2020	87.05	88.00	July 2, 2020	81.70	June 29, 2020
July 10,2020	88.45	92.50	July 8, 2020	86.30	July 10, 2020

(Source: www.nseindia.com)

The closing market price of the Equity Shares of our Company one day prior to the date of this Letter of Offer, i.e., on July 10, 2020 was ₹ 88.35 on BSE and ₹ 88.35 on NSE. The Issue Price is ₹ [●] per Rights Equity Share and has been arrived at by our Company in consultation with the Lead Manager prior to the determination of the Record Date.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND DEFAULTS

*Except as disclosed below, there is no outstanding litigation with respect to (i) issues of moral turpitude or criminal liability on the part of our Company and/or our Subsidiaries; (ii) material violations of statutory regulations by our Company and/or our Subsidiaries; (iii) economic offences where proceedings have been initiated against our Company and/or sour Subsidiaries; (iv) any pending matters, which if they result in an adverse outcome, would materially and adversely affect our operations or our financial position; and (v) other litigation, including civil or tax litigation proceedings, which involves an amount in excess of the Materiality Threshold (as defined below) or is otherwise material in terms of (a) the 'Policy for Determination and Disclosure of Material Events' adopted by our Board, in accordance with the requirements under Regulation 30 of the SEBI Listing Regulations, and (b) the materiality policy adopted by the Fund Raising Committee through its resolution dated [•], for the purpose of litigation disclosures in this Letter of Offer ("**Materiality Policy**").*

In this regard, please note the following:

1. *Any outstanding litigation involving our Company and / or our Subsidiaries, i.e., proceedings other than litigation involving issues of moral turpitude, criminal liability, material violations of statutory regulations or proceedings related to economic offences, shall be considered material and shall be disclosed in this Letter of Offer or the Abridged Letter of Offer, if (i) the monetary claim involved in such proceedings is an amount equal to or exceeding ₹ 200.00 lakhs ("**Materiality Threshold**"), and/or (ii)is otherwise determined to be material in terms of the Materiality Policy.*

2. *Pre-litigation notices received by our Company and / or our Subsidiaries from third parties (excluding notices pertaining to any offence involving issues of moral turpitude, criminal liability, material violations of statutory regulations or proceedings related to economic offences) shall not be evaluated for materiality until such time our Company and/or our Subsidiaries are impleaded as defendants in litigation proceedings before any judicial forum.*

All terms defined herein in a particular litigation disclosure pertain to that litigation only.

Litigation involving our Company

Proceedings involving issues of moral turpitude or criminal liability on the part of our Company

1. A complaint was filed by the Labour Enforcement Officer (Central), Ministry of Labour, Government of India, representing the State ("**Complainant**"), against Punjab Conware with the Judicial Magistrate First Class, Uran. It was alleged that upon inspection of the Navi Mumbai – II CFS, it was found that Punjab Conware had, among others (a) hired certain contract labourers without obtaining a valid certificate of registration in breach of Section 7 read with Section 9 of the Contract Labour (Regulation and Abolition) Act, 1970 ("**CLRA**"), (b) not put up notices required to be displayed in terms of Rules 81(1)(i) of the Contract Labour (Regulation and Abolition) Central Rules, 1971 ("**Rules**"), and (c) not submitted annual returns in accordance with Rule 82(1) of the Rules. It was alleged further that Punjab Conware, after being given notice of the same, had failed to rectify the irregularities and submit its reply within the stipulated time and in a satisfactory manner. The Complainant, therefore, prayed that, among others, cognisance be taken and Punjab Conware be summoned to stand trial under Sections 23 and 24 of the CLRA and that an appropriate amount of fine be imposed for the same. In terms of our agreement with Punjab Conware, our Company shall be liable for the irregularities identified in the complaint. The matter is currently pending.

2. A complaint was filed by the Labour Enforcement Officer (Central), Ministry of Labour, Government of India, representing the State ("**Complainant**"), against our Company with the Judicial Magistrate First Class, Uran. It was alleged that upon inspection of the Navi Mumbai – I CFS, it was found that our Company had, among others (a) hired certain contract labourers without obtaining a valid certificate of registration in breach of Section 7 read with Section 9 of the Contract Labour (Regulation and Abolition) Act, 1970 ("**CLRA**"), (b) not put up notices required to be displayed in terms of Rules 81(1)(i) of the Contract Labour (Regulation and Abolition) Central Rules, 1971 ("**Rules**"), and (c) not submitted annual returns in accordance with Rule 82(1) of the Rules. It was alleged further that our Company, after being given notice of the same, had failed to submit its reply within the stipulated time. The Complainant, therefore, prayed that, among others, cognisance be taken and our Company be summoned to stand trial under Sections 23 and 24 of the CLRA and that an

appropriate amount of fine be imposed for the same. The matter is currently pending.

3. Our Company received a summons dated January 8, 2020 from the Criminal Court, Uran alleging violations under Sections 23 and 24 of the Contract Labour (Regulation and Abolition) Act, 1970 and requesting the presence of our officials for proceedings in relation to the same. The matter is currently pending.

4. SPC Infrastructures Private Limited ("**SPC**") filed a complaint under Section 190 of the Criminal Procedure Code, 1973 with the Additional Chief Judicial Magistrate, Jaipur against our Company and its Directors at the time ("**Defendants**"). It was alleged, in relation to an incident wherein a vehicle imported by SPC was damaged during operations at our CFS, that the Defendants were responsible and liable for criminal breach of trust and cheating and dishonestly inducing delivery of property in terms of the Indian Penal Code, 1860. The amount involved in this matter is ₹ 23.61 lakhs. The matter is currently pending.

Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company

(i) Civil Proceedings

1. Wanxiang International Flavors & Fragrances Pte Ltd, DKSH India Private Limited, and certain others (the "**Petitioners**"), initiated a suit for recovery of damages with the Panvel Court, Senior Civil Judicial Magistrate ("**Court**") against our Company, Punjab Conware, and the Navi Mumbai – II CFS ("**Respondents**"). It was alleged that certain goods, which were pending delivery from our warehouse to the Petitioners, were damaged due to fire at the warehouse and that the Respondents had failed, among others, (i) to implement sufficient fire detection and monitoring systems, (ii) provide suitably qualified personnel to ensure adequate segregation of different goods, and (iii) failed to have adequate checks in place to identify hazardous goods. It was alleged, therefore, that the Respondents had breached their duty of care to the Petitioners for goods held in bailment and that the Respondents were negligent and in breach of contract. The Petitioners sought, among others, that an amount of ₹ 590.30 lakhs with further interest at a rate of 21% per annum from the date of filing of the suit till realisation of the entire amount be paid by the Respondents and any other relief that the Court may deem fit and proper. The matter is currently pending.

2. Bharat Heavy Electricals Limited ("**BHEL**") filed a summary suit with the VII Additional District Judge, Medak District at Sangareddy (subsequently transferred to the Family Court-cum-7th Additional District Judge, Medak District at Sangareddy ("**7th ADJ, Medak**")) against our Company and Punjab Conware ("**Respondents**") claiming an amount of ₹ 220.70 lakhs due to the alleged damage caused to cargo belonging to BHEL due to a fire at the Navi Mumbai – II CFS. On February 21, 2012, the 7th ADJ Medak passed an ex-parte order against the Respondents. However, the proceedings were restored subsequent to an interim application made by the Respondents. BHEL separately filed a civil miscellaneous appeal with the High Court of Telangana and Andhra Pradesh against the order restoring the proceedings. The matter is currently pending.

(ii) Tax Proceedings

Direct Tax

1. The Deputy Commissioner of Income Tax (OSD), Circle 3(1), Mumbai issued notices under Section 148 of the Income-tax Act to our Company, proposing to re-assess the income for each of the assessment years from 2004 – 2005 to 2007 – 2008. It was alleged, among others, that our Company's Navi Mumbai – I CFS was not an 'infrastructure facility' and that it had not entered into an agreement as contemplated under Section 80-IA (4) of the Income Tax Act. It was contended, therefore, that our Company had incorrectly claimed deductions under Section 80-IA (4) of the Income-tax Act. The amount involved in this matter is ₹ 4,460.34 lakhs. Our Company filed writ petitions against these notices with the High Court of Bombay and was granted interim relief in this matter. The matter is currently pending.

2. A demand was raised by the Deputy Commissioner of Income Tax (OSD), Circle 3(1), Mumbai ("**DCIT**") pursuant to notices under Section 153 of the Income-tax Act and assessment orders issued to our Company, contending that, among others, our Company's Navi Mumbai – I CFS was not an 'infrastructure facility' and that it had not entered into an agreement as contemplated under Section 80-IA (4) of the Income-tax Act. The DCIT held, therefore, that our Company had incorrectly claimed deductions under Section 80-IA (4) of the Income-tax Act for the assessment years 2008 – 2009 and 2009 – 2010. Our Company filed appeals against

these orders with the Commissioner of Income Tax (Appeals) – 7, Mumbai, which were decided by orders dated January 27, 2012 and April 3, 2012 for assessment years 2008 – 2009 and 2009 – 2010, respectively. The Assistant Commissioner of Income Tax, Circle 3(1), Mumbai, appealed against these orders with the Income Tax Appellate Tribunal, Mumbai, which was decided by a common order dated November 20, 2015. The Principal Commissioner of Income Tax – I has appealed against this order with the High Court of Bombay. The amount involved in this matter is ₹ 5,806.96 lakhs. The matter is currently pending.

3. A demand was raised by the Additional Commissioner of Income Tax, Range 3(1), Mumbai ("**ACIT**") pursuant to a demand notice and assessment order issued to our Company in relation to assessment year 2011 – 2012, contending that (a) our Company's Navi Mumbai – I CFS was not an 'infrastructure facility' and that it had not entered into an agreement as contemplated under Section 80-IA (4) of the Income-tax Act and (b) expenditure incurred for earning certain exempt income was liable to be disallowed under Section 14A of the Income-tax Act. The ACIT held, therefore, that our Company had incorrectly claimed deductions under Section 80-IA (4) and further disallowed certain deductions under Section 14A of the Income-tax Act. Our Company filed an appeal against this order with the Commissioner of Income Tax (Appeals) – 2, Mumbai, which was decided by an order dated July 6, 2017. The Deputy Commissioner of Income Tax (1)(1)(2), Mumbai has appealed against this order with the Income Tax Appellate Tribunal. The amount involved in this matter is ₹ 1,929.52 lakhs. The matter is currently pending.

Indirect tax

1. The Commissioner of Service Tax, Mumbai, through an order issued on December 5, 2016, held that our Company had failed to determine appropriate value for payment of due service tax as per the Finance Act, 1994 read with the Service Tax (Determination of Value) Rules, 2006. It was held that this was since our Company had failed to include the cost of vehicles in computing gross value of 'goods transport agency service', while determining its service tax liability as recipient of such 'goods transport agency service'. Our Company has filed an appeal against this order with the Customs, Excise and Service Tax Appellate Tribunal, West Zonal Breach. The amount involved in this matter is ₹ 382.32 lakhs. The matter is currently pending.

Litigation involving our Subsidiaries

Proceedings involving material violations of statutory regulations by our Subsidiaries

GRFL

1. GRFL received a show cause notice dated November 11, 2019 from the Office of Additional Director General of Foreign Trade in relation to its receipt of benefit under the Service Exports from India Scheme ("**SEIS**"). Certain questions were raised in relation to the eligibility of GRFL in respect of the benefits received by it under the SEIS in terms of the Foreign Trade Policy (2015 – 20). GRFL responded to this notice by way of a letter dated January 31, 2020. The matter is currently pending.

Other proceedings involving our Subsidiaries which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company

(i) Civil Proceedings

GRFL

1. GRFL instituted a suit for recovery of damages against Max Logistics Private Limited ("**MLPL**") with the High Court of Delhi ("**Court**") in relation to the setting up of a joint venture company. It was alleged, among others, that certain amounts paid by GRFL to MLPL as loan and share application money for the setting up of the joint venture company were liable to be repaid to GRFL. Accordingly, GRFL sought that the Court pass a decree for a sum of ₹ 226.00 lakhs with interest in its favour, that it be awarded the costs of the suit along with interest thereon, and other reliefs that may be just fit, and proper be granted by the Court. The matter is currently pending.

(ii) Tax Proceedings

GEIPL

1. A demand was raised by the Additional Commissioner of Income Tax, Circle 3(1), Visakhapatnam ("**ACIT**") pursuant to a demand notice and assessment order issued to GEIPL in relation to assessment year 2013 – 2014, contending, among others, that (a) the Visakhapatnam CFS was not a 'port' or an 'inland port' and, therefore, not an 'infrastructure facility' and (b) that GEIPL had not entered into an agreement, both as contemplated under Section 80-IA (4) of the Income-tax Act. The ACIT held, therefore, that GEIPL had incorrectly claimed deductions under Section 80-IA (4) of the Income-tax Act. GEIPL filed an appeal against this order with the Commissioner of Income Tax (Appeals), Visakhapatnam, which was decided by an order dated March 6, 2017. The ACIT appealed against this order with the Income Tax Appellate Tribunal, which passed an order dated October 11, 2017 in this matter. Subsequently, the Principal Commissioner of Income Tax – I, Visakhapatnam filed an appeal against this order with the High Court of Telangana and Andhra Pradesh. The amount involved in this matter is ₹ 435.63 lakhs. The matter is currently pending.

2. A demand was raised by the Additional Commissioner of Income Tax, Circle 3(1), Visakhapatnam ("**ACIT**") pursuant to a demand notice and assessment order issued to GEIPL in relation to assessment year 2017 – 2018, contending, among others, that (a) the Visakhapatnam CFS was not a not an 'infrastructure facility' and (b) that GEIPL had not entered into an agreement, both as contemplated under Section 80-IA (4) of the Income-tax Act. The ACIT held, therefore, that GEIPL had incorrectly claimed deductions under Section 80-IA (4) of the Income-tax Act. GEIPL filed an appeal against this order with the Commissioner of Income Tax (Appeals), Visakhapatnam, which passed an order dated June 19, 2020 in this matter. The amount involved in this matter is ₹ 274.20 lakhs. The matter is currently pending.

GOVERNMENT APPROVALS

Our Company and our Material Subsidiary are required to comply with the provisions of various laws and regulations and obtain approvals, registrations, permits and licenses under them for conducting our operations. The requirement for approvals may vary based on factors such as the activity being carried out and the legal requirements in the jurisdiction in which we are operating. Further, our obligation to obtain and renew such approvals arises periodically and applications for such approvals are made at the appropriate stage.

Our Company and our Material Subsidiary obtain material consents, licenses, permissions and approvals from governmental and regulatory authorities that are required for carrying on our present business activities. In the event, some of the approvals and licenses that are required for our business activities expire in the ordinary course of business, our Company and our Material Subsidiary apply for their renewal, from time to time.

A. As on the date of this Letter of Offer, except as stated below, there are no pending material approvals required for the business activities of our Company or our Material Subsidiary, for which applications for fresh approval or renewal have been made, but not yet received:

Company

Navi Mumbai – I CFS

1. Application for renewal of notification as a customs cargo service provider under the Handling of Cargo in Customs Areas Regulations, 2009 made to the Deputy Commissioner of Customs, CCSP Cell, Jawaharlal Nehru Custom House, Maharashtra.

Navi Mumbai – II CFS

1. Application for renewal of notification as a customs cargo service provider under the Handling of Cargo in Customs Areas Regulations, 2009 made to the Deputy Commissioner of Customs, CCSP Cell, Jawaharlal Nehru Custom House, Maharashtra.

Material Subsidiary

1. Application for renewal of fire no-objection certificate for the ICD at Gurugram made to the Municipal Corporation, Gurugram.

2. Application for registration under the Contract Labour (Regulation and Abolition) Act, 1970 for the ICD at Viramgam.

B. As on the date of this Letter of Offer, except as stated below, there are no pending material approvals required for the business activities of our Company or our Material Subsidiary, for which applications for fresh approval or renewal have yet to be made:

Company

Navi Mumbai – I CFS

1. Application for acceptance of custodian cum carrier bond with the Assistant Commissioner of Customs, CFS Management Cell, Jawaharlal Nehru Custom House, Nhava – Sheva, Navi Mumbai.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for this Issue

This Issue has been authorised by a resolution of our Board passed at its meeting held on June 10, 2020 pursuant to Section 62(1)(a)and other applicable provisions of the Companies Act, 2013.

Our Board, at its meeting held on [●], has resolved to issue Rights Equity Shares to the Eligible Equity Shareholders, at ₹ [●] per Rights Equity Share (including a premium of ₹ [●] per Rights Equity Share), in the ratio of [●] Rights Equity Shares for every [●] fully paid up Equity Shares, as held on the Record Date. The Issue Price of ₹ [●] per Rights Equity Share has been arrived at, in consultation with the Lead Manager, prior to determination of the Record Date.

Our Company has received in-principle approvals from BSE and NSE in accordance with Regulation 28(1) of the SEBI Listing Regulations for listing of the Rights Equity Shares to be Allotted in this Issue pursuant to their letters dated [●] and [●] respectively. Our Company will also make applications to BSE and NSE to obtain their trading approvals for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN [●] for the Rights Entitlements to be credited to the respective demat accounts of the Equity Shareholders of our Company. Our Company has been allotted the ISIN [●] both from NSDL and CDSL for the Rights Equity Shares issued pursuant to this Issue. For details, see "*Terms of the Issue*" on page 181.

Prohibition by SEBI

Neither of our Company, our Promoters, members of our Promoter Group, or our Directors have been, or are, prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI.

Neither of our Company, our Promoters, members of our Promoter Group, or our Directors are debarred from accessing the capital market by the SEBI.

The companies with which our Promoters or our Directors are associated as promoters or directors have not been debarred from accessing the capital market by SEBI.

Neither our Promoters nor our Directors are declared as Fugitive Economic Offenders.

Association of our Directors with securities market

None of our Directors are associated with the securities market.

Prohibition by RBI

Neither our Company, nor our Promoters or Directors have been or are identified as Wilful Defaulters.

Eligibility for this Issue

Our Company is a listed company and has been incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on the Stock Exchanges. Our Company is eligible to offer Rights Equity Shares pursuant to this Issue in terms of Chapter III of the SEBI ICDR Regulations and other applicable provisions of the SEBI ICDR Regulations. Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI ICDR Regulations.

Compliance with Regulations 61 and 62 of the SEBI ICDR Regulations

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company has made applications to the Stock Exchanges and have received their in-principle approvals for listing of the Rights Equity Shares to be issued pursuant to this Issue. [●] is the Designated Stock Exchange for this Issue.

Compliance with conditions of fast track issue

Our Company satisfies the following conditions specified in Regulation 99 of the SEBI ICDR Regulations read with the SEBI circular, bearing reference no. SEBI/HO/CFD/CIR/CFD/DIL/ 67/2020 dated April 21, 2020,andaccordingly, our Company is eligible to make this Issue by way of a 'fast track issue':

1. Our Equity Shares have been listed on BSE and NSE, each being a recognized stock exchange having, nationwide trading terminals, for a period of at least 18 months immediately preceding the date of filing this Letter of Offer with the Designated Stock Exchange;

2. The entire shareholding of the members of the Promoter Group is held in dematerialized form as at the date of filing this Letter of Offer with the Designated Stock Exchange;

3. The average market capitalization of the public shareholding (as defined under the SEBI ICDR Regulations) of our Company is at least ₹ 100 crore;

4. The annualized trading turnover of our Equity Shares during six calendar months immediately preceding the month of filing of this Letter of Offer with the Designated Stock Exchange has been at least 2% of the weighted average number of Equity Shares listed during such six-months period;

5. The annualized delivery-based trading turnover of our Equity Shares during six calendar months immediately preceding the month of filing of this Letter of Offer with the Designated Stock Exchange has been at least 10% of the annualized trading turnover of Equity Shares during such six-month period;

6. Our Company has been in compliance with the equity listing agreement and the SEBI Listing Regulations, for a period of at 18 months immediately preceding the date of filing this Letter of Offer with the Designated Stock Exchange;

7. Our Company has redressed at least 95% of the complaints received from the investors until the end of the quarter immediately preceding the month at the date of filing this Letter of Offer with the Designated Stock Exchange;

8. No show-cause notices, excluding under adjudication proceedings, have been issued by SEBI and pending against our Company or our Promoters or whole-time Directors as at the date of filing this Letter of Offer with SEBI, the Designated Stock Exchange, and [•]. Further, there are no prosecution proceedings initiated, or show cause notices in adjudication proceedings which have been issued by SEBI and which are pending against our Company, Promoters, Directors, or Group Companies as at the date of filing this Letter of Offer with SEBI, the Designated Stock Exchange, and [•], which have not been disclosed in this Letter of Offer, along with potential adverse impact on our Company.

9. Our Company, our Promoters, the members of the Promoter Group or our Directors have fulfilled the settlement terms or adhered to directions of the settlement order(s), if any, in cases where they have settled any alleged violation of securities laws through the consent or settlement mechanism with SEBI;

10. Our Equity Shares have not been suspended from trading as a disciplinary measure during 18 months immediately preceding the date of filing this Letter of Offer with the Designated Stock Exchange;

11. There are no conflicts of interest between the Lead Manager and our Company or the group companies in accordance with applicable regulations;

12. Our Promoters and members of the Promoter Group shall mandatorily subscribe to their Rights Entitlements and shall not renounce their rights. For subscription by our Promoters and members of the Promoter Group and details in relation to compliance with minimum public shareholding norms prescribed under the Securities Contracts (Regulation) Rules, 1957, see "*Capital Structure – Subscription to the Issue by our Promoters and Promoter Group*" on page 66; and

13. There are no audit qualifications (as defined under the SEBI ICDR Regulations) on the audited accounts of our Company in respect of the Fiscal for which such accounts are disclosed in this Letter of Offer.

Compliance with Clause (1) of Part B of Schedule VI of the SEBI ICDR Regulations

Our Company is in compliance with the provisions specified in Clause (1) of Part B of Schedule VI of the SEBI ICDR Regulations as explained below:

1. Our Company has been filing periodic reports, statements and information in compliance with the SEBI Listing Regulations for the last three years immediately preceding the date of filing of this Letter of Offer with SEBI;

2. The reports, statements and information referred to above are available on the websites of BSE and NSE; and

3. Our Company has an investor grievance-handling mechanism which includes meeting of the Stakeholders' Relationship Committee at frequent intervals, appropriate delegation of power by our Board as regards share transfer and clearly laid down systems and procedures for timely and satisfactory redressal of investor grievances.

As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI ICDR Regulations, and given that the conditions specified in Clause (3) of Part B of Schedule VI of SEBI ICDR Regulations are not applicable to our Company, the disclosures in this Letter of Offer are in terms of Clause (5) of Part B of Schedule VI of the SEBI ICDR Regulations. Our Company is also in compliance with Clause (6) of Part B of Schedule VI of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE SUBMISSION OF THE LETTER OF OFFER TO SEBI SHOULD NOT, IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE, OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS LETTER OF OFFER. THE LEAD MANAGER, BEING ICICI SECURITIES LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THIS LETTER OF OFFER ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED ("SEBI ICDR REGULATIONS") IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE LETTER OF OFFER, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, BEING ICICI SECURITIES LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED [●] WHICH READS AS FOLLOWS:

(1) WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION, INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL WHILE FINALISING THE LETTER OF OFFER OF THE SUBJECT ISSUE;

(2) ON THE BASIS OF SUCH EXAMINATION AND DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION, CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:

(a) THE LETTER OF OFFER FILED WITH SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE ISSUE;

(b) ALL MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS SPECIFIED BY SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND

(c) THE MATERIAL DISCLOSURES MADE IN THE LETTER OF OFFER ARE TRUE AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SEBI ICDR REGULATIONS AND OTHER APPLICABLE LEGAL REQUIREMENTS.

(3) BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE LETTER OF OFFER ARE REGISTERED WITH SEBI AND THAT TILL DATE, SUCH REGISTRATION IS VALID. COMPLIED WITH.

(4) WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS – NOT APPLICABLE

(5) WRITTEN CONSENT FROM THE PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED OR SOLD OR TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE LETTER OF OFFER WITH SEBI UNTIL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE LETTER OF OFFER. – NOT APPLICABLE.

(6) ALL APPLICABLE PROVISONS OF THE SEBI ICDR REGULATIONS, WHICH RELATE TO EQUITY SHARES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAVE BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION(S) HAVE BEEN MADE IN THE LETTER OF OFFER. – NOT APPLICABLE.

(7) ALL APPLICABLE PROVISONS OF SEBI ICDR REGULATIONS, WHICH RELATE TO RECEIPT OF PROMOTERS' CONTRIBUTION PRIOR TO OPENING OF THE ISSUE, SHALL BE COMPLIED WITH. ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THE STATUTORY AUDITOR'S CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE ISSUE. – NOT APPLICABLE.

(8) NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONIES RECEIVED PURSUANT TO THE ISSUE ARE CREDITED OR TRANSFERRED TO A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONIES SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES, AND THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE COMPANY SEPCIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE TO THE EXTENT APPLICABLE

(9) THE EXISTING BUSINESS AS WELL AS ANY NEW BUSINESS OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED FALL WITHIN THE 'MAIN OBJECTS' IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED IN LAST TEN YEARS ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.

COMPLIED WITH TO THE EXTENT APPLICABLE

(10) FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE LETTER OF OFFER:

(a) AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY, EXCLUDING SUPERIOR RIGHTS EQUITY SHARES, WHERE AN ISSUER HAS OUTSTANDING SUPERIOR RIGHTS EQUITY SHARES – COMPLIED WITH (THE COMPANY HAS NOT ISSUED ANY SUPERIOR RIGHTS EQUITY SHARES); AND

(b) AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH ALL DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY SEBI. – COMPLIED WITH

(11) WE SHALL COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENTS IN TERMS OF THE SEBI ICDR REGULATIONS. NOTED FOR COMPLIANCE INCLUDING WITH THE SEBI CIRCULAR SEBI/HO/CFD/DIL2/CIR/P/2020/78 DATED MAY 6, 2020.

(12) IF APPLICABLE, THE COMPANY IS ELIGIBLE TO LIST ON THE INNOVATORS GROWTH IN TERMS OF THE PROVISIONS CHAPTER X OF THE SEBI ICDR REGULATIONS. – NOT APPLICABLE

(13) NONE OF THE INTERMEDIARIES NAMED IN THIS LETTER OF OFFER HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY– COMPLIED WITH.

(14) THE COMPANY IS ELIGIBLE TO MAKE A FAST TRACK ISSUE IN TERMS OF REGULATION 99 OF THE SEBI ICDR REGULATIONS. THE FULFILMENT OF THE ELIGIBILITY CRITERIA AS SPECIFIED IN THAT REGULATION BY THE COMPANY HAS ALSO BEEN DISCLOSED IN THIS LETTER OF OFFER– COMPLIED WITH.

(15) THE ABRIDGED LETTER OF OFFER CONTAINS ALL DISCLOSURES AS SPECIFIED IN THE SEBI ICDR REGULATIONS – COMPLIED WITH.

(16) ALL MATERIAL DISCLOSURES IN RESPECT OF THE COMPANY HAVE BEEN MADE IN THIS LETTER OF OFFER AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE COMPANY OR RELATING TO THE COMPANY UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE RIGHTS EQUITY SHARES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN – COMPLIED WITH AND NOTED FOR COMPLIANCE.

(17) AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE COMPANY – COMPLIED WITH.

THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE LETTER OF OFFER.

Disclaimer clauses from our Company and the Lead Manager

Our Company and the Lead Manager accept no responsibility for statements made otherwise than in this Letter of Offer or in any advertisement or other material issued by our Company or by any other persons at the instance of our Company and anyone placing reliance on any other source of information would be doing so at their own risk.

Investors who invest in this Issue will be deemed to have represented to our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Rights Equity Shares, and are relying on independent advice / evaluation as to their ability and quantum of investment in this Issue.

Caution

Our Company and the Lead Manager shall make all relevant information available to the Eligible Equity Shareholders in accordance with the SEBI ICDR Regulations and no selective or additional information would be available for a section of the Eligible Equity Shareholders in any manner whatsoever, including at presentations, in research or sales reports, *etc.*, after filing this Letter of Offer.

No dealer, salesperson or other person is authorised to give any information or to represent anything not contained in this Letter of Offer. You must not rely on any unauthorised information or representations. This Letter of Offer is an offer to sell only the Rights Equity Shares and rights to purchase the Rights Equity Shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Letter of Offer is current only as of its date.

Disclaimer with respect to jurisdiction

This Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any disputes arising out of this Issue will be subject to the jurisdiction of the appropriate court(s) in Mumbai only.

Designated Stock Exchange

The Designated Stock Exchange for the purpose of this Issue is [●].

Disclaimer Clause of BSE

As required, a copy of this Letter of Offer has been submitted to BSE. The Disclaimer Clause as intimated by BSE to us, post scrutiny of this Letter of Offer is set out below:

"BSE Limited (the "**Exchange**") has given, vide its letter dated [●] permission to this Company to use the Exchange's name in this Letter of Offer as one of the stock exchanges on which this Company's securities are proposed to be listed. The Exchange has scrutinized this Letter of Offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- Warrant, certify or endorse the correctness or completeness of any of the contents of this letter of offer; or
- Warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
- Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this letter of offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever."

Disclaimer Clause of NSE

As required, a copy of this letter of offer has been submitted to NSE. The Disclaimer Clause as intimated by the NSE to us, post scrutiny of this Letter of Offer is set out below:

"As required, a copy of this letter of offer has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref. No. [•] dated [•] permission to the Issuer to use the Exchange's name in this letter of offer as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this letter of offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer.

It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the letter of offer has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this letter of offer; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

Selling Restrictions

The distribution of this Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and the issue of Rights Entitlements and Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Letter of Offer, the Abridged Letter of Offer, the Application Form and the Rights Entitlement Letter may come are required to inform themselves about and observe such restrictions.

This Letter of Offer and its accompanying documents is being supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders in offshore transactions outside the United States in compliance with Regulation S to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. Our Company will dispatch this Letter of Offer / Abridged Letter of Offer, Application Form and Rights Entitlements Letter only to e-mail addresses of the Eligible Equity Shareholders (in accordance with SEBI circular bearing SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020) who have provided an Indian address to our Company. Those overseas Shareholders who do not update our records with their Indian address or the address of their duly authorised representative in India, prior to the date on which we propose to dispatch this Letter of Offer / Abridged Letter of Offer, the Rights Entitlements Letter and the Application Form, shall not be sent this Letter of Offer / Abridged Letter of Offer, the Rights Entitlements Letter and the Application Form. In the event that the Issue Opening Date is on or after August 1, 2020, where the e-mail addresses of the Eligible Equity Shareholders are not available with the Company or the Eligible Equity Shareholders have not provided the valid e-mail address to the Company, our Company will make reasonable efforts to dispatch this Letter of Offer, Abridged Letter of Offer, Application Form and Rights Entitlements Letter by way of physical delivery as per the applicable laws to those Eligible Equity Shareholders who have provided their Indian address. Further, this Letter of Offer will be provided, only through an e-mail by the Registrar on behalf of our Company or the Lead Manager to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and in each case who make a request in this regard. Investors can also access this Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Lead Manager, and the Stock Exchanges, and on R-WAP.

Accordingly, persons receiving a copy of this Letter of Offer, Abridged Letter of Offer, the Rights Entitlements Letter or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Letter of Offer, Abridged Letter of Offer or the Application Form in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations. If this Letter of Offer, Abridged Letter of Offer, the Rights Entitlements Letter or the Application Form is received by any person

in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in this Letter of Offer, Abridged Letter of Offer, the Rights Entitlements Letter or the Application Form.

The Rights Equity Shares and Rights Entitlements may not be offered or sold, directly or indirectly, and none of this Letter of Offer, the Abridged Letter of Offer, Application Forms, the Rights Entitlement Letter or any offering materials or advertisements in connection with the Rights Equity Shares or Rights Entitlements may be distributed or published in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. No action has been or will be taken to permit this Issue in any jurisdiction, or the possession, circulation, or distribution of this Letter of Offer, the Abridged Letter of Offer, the Application Forms, the Rights Entitlement Letter or any other material relating to our Company, the Rights Equity Shares or Rights Entitlements in any jurisdiction, where any action would be required in such jurisdiction for that purpose, except that this Letter of Offer will be filed with the Stock Exchanges and SEBI.

Receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer. In those circumstances, this Letter of Offer, Abridged Letter of Offer, the Rights Entitlements Letter or the Application Form must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

Investors are advised to consult their legal counsel prior to applying for the Rights Entitlements and Rights Equity Shares or accepting any provisional allotment of Rights Equity Shares, or making any offer, sale, resale, pledge or other transfer of the Rights Equity Shares or Rights Entitlements.

Neither the delivery of this Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as of any time subsequent to this date or the date of such information.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE US SECURITIES ACT, OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE US SECURITIES ACT. THE RIGHTS EQUITY SHARES REFERRED TO IN THIS LETTER OF OFFER ARE BEING OFFERED AND SOLD IN OFFSHORE TRANSACTIONS OUTSIDE THE UNITED STATES IN COMPLIANCE WITH REGULATION S TO EXISTING SHAREHOLDERS LOCATED IN JURISDICTIONS WHERE SUCH OFFER AND SALE OF THE RIGHTS EQUITY SHARES IS PERMITTED UNDER LAWS OF SUCH JURISDICTIONS. THE OFFERING TO WHICH THIS LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States or from any other jurisdiction where it would be illegal to make an offer of securities under this Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch, only through email, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form only to Eligible Equity Shareholders who have provided an Indian address to our Company.

Any person who acquires Rights Entitlements or Rights Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of this Letter of Offer, that (i) it is not and that at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company, in consultation with the Lead Manager, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or other jurisdictions where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and / or renouncing the Application Form is not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, and such person is complying with laws of jurisdictions applicable to such person in connection with this Issue and have obtained requisite approvals before applying in this Issue; or (iii) where either a registered Indian address is not provided or our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.

NOTICE TO INVESTORS

NO ACTION HAS BEEN TAKEN OR WILL BE TAKEN THAT WOULD PERMIT A PUBLIC OFFERING OF THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES TO OCCUR IN ANY JURISDICTION OTHER THAN INDIA, OR THE POSSESSION, CIRCULATION OR DISTRIBUTION OF THIS LETTER OF OFFER OR ANY OTHER MATERIAL RELATING TO OUR COMPANY, THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN ANY JURISDICTION WHERE ACTION FOR SUCH PURPOSE IS REQUIRED. ACCORDINGLY, THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, AND NEITHER THIS LETTER OF OFFER NOR ANY OFFERING MATERIALS OR ADVERTISEMENTS IN CONNECTION WITH THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY BE DISTRIBUTED OR PUBLISHED IN OR FROM ANY COUNTRY OR JURISDICTION EXCEPT IN ACCORDANCE WITH THE LEGAL REQUIREMENTS APPLICABLE IN SUCH COUNTRY OR JURISDICTION. THIS ISSUE WILL BE MADE IN COMPLIANCE WITH THE APPLICABLE SEBI REGULATIONS. EACH PURCHASER OF THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN THIS ISSUE WILL BE DEEMED TO HAVE MADE ACKNOWLEDGMENTS AND AGREEMENTS AS DESCRIBED UNDER "RESTRICTIONS ON PURCHASES AND RESALES" ON PAGE 217.

Filing

This Letter of Offer is being filed with the Designated Stock Exchange, with SEBI, and the [•], as per the provisions of the SEBI ICDR Regulations. Further, in terms of the SEBI ICDR Regulations, our Company will simultaneously while filing this Letter of Offer with the Designated Stock Exchange, submit a copy of this Letter of Offer to SEBI through an online filing through the SEBI intermediary portal at https://siportal.sebi.gov.in in terms of the circular (No. SEBI/HO/CFD/DIL1/CIR/P/2018/011) dated January 19, 2018 issued by the SEBI. Further, in light of the SEBI notification dated March 27, 2020, our Company will submit a copy of this Letter of Offer to the email address: cfddil@sebi.gov.in.

Investor Grievances and Redressal System

Our Company has adequate arrangements for the redressal of investor complaints in compliance with the corporate governance requirements under the Listing Agreement.

Our Company has a Stakeholders' Relationship Committee which currently comprises Bhaskar Avula Reddy (Chairman) and Shabbir Hakimuddin Hassanbhai, Prem Kishan Dass Gupta, and Arun Kumar Gupta (members). The terms of reference, *inter alia*, include redressal of investors'/ shareholder'/ security holders' complaints pertaining to transfer of securities, non-receipt of annual reports, non-receipt of declared dividend, issue of duplicate certificates, and to carry out any other function as is mandated by our Board from time to time and/or enforced by any statutory modification, amendment or modifications as may be applicable. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular no. CIR/OIAE/2/2011 dated June 3, 2011. Consequently, investor grievances are tracked online by our Company.

The Investor complaints received by our Company are generally disposed of within five days from the date of receipt of the complaint.

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre Issue or post Issue related matter. All grievances relating to the ASBA process or R-WAP process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as

name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of R-WAP process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process), and copy of the e-acknowledgement (in case of R-WAP process). For details on the ASBA process and R-WAP process, see "*Terms of the Issue*" on page 181. The contact details of Registrar to the Issue and our Company Secretary and Compliance Officer and are as follows:

Registrar to the Issue

Link Intime India Private Limited
C-101, 1st Floor, 247 Park
Lal Bahadur Shastri Marg, Vikhroli (West)
Mumbai, Maharashtra - 400 083, India
Telephone: +91 (22) 4918 6173 / 6174 / 6200
E-mail id: gdl.rights@linkintime.co.in
Investor grievance email: gdl.rights@linkintime.co.in
Contact person: Sumeet Deshpande
Website: www.linkintime.co.in
SEBI registration number: INR000004058

Company Secretary and Chief Compliance Officer

Veena Nair
Sector 6, Dronagiri
Tal: Uran, Dt: Raigad
Navi Mumbai, Maharashtra – 400 707
India
Telephone: + 91 (11) 2956 1070, +91 (22) 2724 6500
E-mail: investor@gateway-distriparks.com

In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar at www.linkintime.co.in . Further, the helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is +91 (22) 4918 6200.

SECTION VII: ISSUE INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company and the Lead Manager are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is correctly filled up. Unless otherwise permitted under the SEBI ICDR Regulations read with SEBI Rights Issue Circulars, Investors proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in this section.

OVERVIEW

This Issue and the Rights Equity Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, FEMA, FEMA Rules, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from the RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment advice.

Important:

1. **Dispatch and availability of Issue materials:**

   In accordance with the SEBI ICDR Regulations, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 and the MCA Circular, our Company will send, only through email, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material to the email addresses of all the Eligible Equity Shareholders who have provided their Indian addresses to our Company. This Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company or the Lead Manager to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard.

   Investors can access this Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

   (i) our Company at www.gateway-distriparks.com;
   (ii) the Registrar at www.linkintime.co.in;
   (iii) the Lead Manager, *i.e.*, ICICI Securities Limited at www.icicisecurities.com ;
   (iv) the Stock Exchanges at www.bseindia.com and www.nseindia.com; and
   (v) the Registrar's web-based application platform at www.linkintime.co.in ("**R-WAP**").

   Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (*i.e.*, www.linkintime.co.in) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.gateway-distriparks.com).

   Further, our Company along with the Lead Manager will undertake all adequate steps to reach out the Eligible Equity Shareholders who have provided their Indian address through other means, as may be feasible. In light of the current COVID-19 situation, our Company, the Lead Manager and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form.

   Please note that neither our Company nor the Registrar nor the Lead Manager shall be responsible for non dispatch of physical copies of issue materials, including this Letter of Offer, the Abridged

Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the email addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Form or the Rights Entitlement Letters are delayed or misplaced in the transit.

2. **Facilities for Application in this Issue:**

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in this Issue, *i.e.*, R-WAP. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "- *Procedure for Application through the ASBA Process*" and "- *Procedure for Application through the R-WAP*" on page 192 and 193, respectively.

(a) **ASBA facility**: Investors can submit either the Application Form in physical mode to the Designated Branch of the SCSBs or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) authorizing the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

Investors should note that the ASBA process involves procedures that are different from the procedure under the R-WAP process. Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process. For details, see "- *Procedure for Application through the ASBA Process*" on page 192.

Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

(b) **Registrar's Web-based Application Platform (R-WAP):**

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, a separate web based application platform, i.e., the R-WAP facility (accessible at www.linkintime.co.in), has been instituted for making an Application in this Issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process. At the R-WAP, resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat.

PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE "*RISK FACTORS - THE R-WAP PAYMENT MECHANISM FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS*" ON PAGE 43.

For guidance on the Application process through R-WAP and resolution of difficulties faced by the Investors, the Investors are advised to carefully read the frequently asked questions, visit the online/ electronic dedicated investor helpdesk (www.linkintime.co.in) or call helpline number (+91 (22) 4918 6200). For details, see "- *Procedure for Application through the R-WAP*" on page 193.

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, our Company

will make use of advertisements in television channels, radio, internet *etc*., including in the form of crawlers/ tickers, to disseminate information relating to the Application process in India.

3. **Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders**

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, "[●]") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense escrow account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority, if any; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares currently under dispute, including any court proceedings.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, *i.e.*, by [●day], [●date] to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

4. **Application by Eligible Equity Shareholders holding Equity Shares in physical form:**

In accordance with the SEBI Rights Issue Circulars, (a) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares **may also apply** in this Issue during the Issue Period. Application by such Eligible Equity Shareholders is subject to following conditions:

(i) the Eligible Equity Shareholders apply only through R-WAP;
(ii) the Eligible Equity Shareholders are residents;
(iii) the Eligible Equity Shareholders are not making payment from non-resident account;
(iv) the Eligible Equity Shareholders shall not be able to renounce their Rights Entitlements; and
(v) the Eligible Equity Shareholders shall receive Rights Equity Shares, in respect of their Application, only in demat mode.

Accordingly, such resident Eligible Equity Shareholders are required to, within 6 (six) months from the Allotment Date, send a communication to our Company or the Registrar containing the name(s), Indian address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by post, speed post, courier, electronic mail or hand delivery, to enable process of credit of Rights Equity Shares in such demat account.

Such resident Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in "- *Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*" and "- *Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner*" on pages 198 and 208, respectively.

5. **Other important links and helpline:**

The Investors can visit following links for the below-mentioned purposes:

- Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.linkintime.co.in
- Updation of Indian address/ email address/ mobile number in the records maintained by the Registrar or our Company: https://linkintime.co.in/EmailReg/Email_Register.html
- Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.linkintime.co.in
- Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: gdl.rights@linkintime.co.in

Renouncees

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

Basis for this Issue

The Rights Equity Shares are being offered for subscription for cash to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

Rights Entitlements

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Rights Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (*i.e.*, www.linkintime.co.in) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (*i.e.*, www.gateway-distriparks.com).

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (*i.e.*, www.linkintime.co.in). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts, except in case of resident Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and applying through R-WAP (an additional optional facility).

For details of Application through R-WAP by the Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, see "- *Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*" and "- *Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner*" on pages 198 and 208, respectively.

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will send the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form only to email addresses of Eligible Equity Shareholders (in accordance with SEBI circular bearing SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020) who have provided an Indian address to our

Company. This Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company or the Lead Manager to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. This Letter of Offer, the Abridged Letter of Offer and the Application Form may also be accessed on the websites of the Registrar, R-WAP, our Company and the Lead Manager through a link contained in the aforementioned email sent to email addresses of Eligible Equity Shareholders (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) and on the Stock Exchange websites. The distribution of this Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer has been filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlements and Rights Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed. Accordingly, persons receiving a copy of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations. If this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who acquires Rights Entitlements or makes and Application will be deemed to have declared, warranted and agreed, by accepting the delivery of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, that it is entitled to subscribe for the Rights Equity Shares under the laws of any jurisdiction which apply to such person.

PRINCIPAL TERMS OF THIS ISSUE

Face Value

Each Rights Equity Share will have the face value of ₹ 10.

Issue Price

Each Rights Equity Share is being offered at a price of ₹ [●] per Rights Equity Share (including a premium of ₹ [●] per Rights Equity Share) in this Issue. The Issue Price for Rights Equity Shares has been arrived at by our Company in consultation with the Lead Manager and has been decided prior to the determination of the Record Date.

Rights Entitlements Ratio

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of [●] Rights Equity Share for every [●] fully paid up Equity Shares held by the Eligible Equity Shareholders as on the Record Date.

Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part. The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and *vice versa* shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile

OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer. For details, see "- *Procedure for Renunciation of Rights Entitlements*" on page 194.

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, will not be able to renounce their Rights Entitlements.

Credit of Rights Entitlements in dematerialised account

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, "[●]") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense escrow account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority, if any; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares currently under dispute, including any court proceedings.

In this regard, our Company has made necessary arrangements with NSDL and CDSL for the crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is [●]. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, *i.e.*, by [●day], [●date] to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Trading of the Rights Entitlements

In accordance with the SEBI Rights Issue Circulars, the Rights Entitlements credited shall be admitted for trading on the Stock Exchanges under ISIN [●]. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. Investors shall be able to trade their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

The On Market Renunciation shall take place electronically on the secondary market platform of the Stock

Exchanges on T+2 rolling settlement basis, where T refers to the date of trading. The transactions will be settled on trade-for-trade basis. The Rights Entitlements shall be tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, *i.e.*, from [●day], [●date] to [●day], [●date] (both days inclusive). No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date. For details, see "- *Procedure for Renunciation of Rights Entitlements – On Market Renunciation*" and "- *Procedure for Renunciation of Rights Entitlements – Off Market Renunciation*" on pages 194 and 195, respectively.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Terms of Payment

Full payment of ₹ [●] per Rights Equity Share (including premium of ₹ [●] per Rights Equity Share) shall be payable on application.

Where an Applicant has applied for additional Rights Equity Shares and is Allotted a lesser number of Rights Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The un-blocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of [●] Rights Equity Shares for every [●] fully paid up Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or is not in the multiple of [●] Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Rights Equity Share if they apply for additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

For example, if an Eligible Equity Shareholder holds [●] Equity Shares, such Equity Shareholder will be entitled to 1 (one) Rights Equity Share and will also be given a preferential consideration for the Allotment of one additional Rights Equity Share if such Eligible Equity Shareholder has applied for additional Rights Equity Shares, over and above his/her Rights Entitlements, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than [●] Equity Shares shall have 'zero' entitlement for the Rights Equity Shares. Such Eligible Equity Shareholders are entitled to apply for additional Rights Equity Shares and will be given preference in the Allotment of one Rights Equity Share, if such Eligible Equity Shareholders apply for additional Rights Equity Shares, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

Credit Rating

As this Issue is a rights issue of Rights Equity Shares, there is no requirement of credit rating for this Issue.

Ranking

The Rights Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the

Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment advice. The Rights Equity Shares to be issued and Allotted under this Issue shall rank *pari passu* with the existing Equity Shares, in all respects including dividends. In respect of the Rights Equity Shares, Investors are entitled to dividend in proportion to the amount paid up and their voting rights exercisable on a poll shall also be proportional to their respective share of the paid-up equity capital of our Company.

Listing and trading of the Rights Equity Shares to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchanges. Unless otherwise permitted by the SEBI ICDR Regulations, the Rights Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Rights Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principle approval from the BSE through letter bearing reference number [●] dated [●] and from the NSE through letter bearing reference number [●] dated [●]. Our Company will apply to the Stock Exchanges for final approvals for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on BSE (Scrip Code: 532622) and NSE (Scrip Code: GDL) under the ISIN: INE852F01015. The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Rights Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchanges, we shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within seven days of receipt of intimation from the Stock Exchanges, rejecting the application for listing of the Rights Equity Shares, and if any such money is not refunded/ unblocked within eight days after our Company becomes liable to repay it, our Company and every Director of our Company who is an officer-in-default shall, on and from the expiry of the eighth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

Subscription to this Issue by our Promoters and our Promoter Group

For details of the intent and extent of subscription by our Promoters and the members of our Promoter Group, see "*Capital Structure – Subscription to this Issue by our Promoters and Promoter Group*" on page 66.

Rights of Holders of Rights Equity Shares of our Company

Subject to applicable laws, Rights Equity Shareholders shall have the following rights:

(a) The Rights Equity Shares shall rank pari passu with the existing Equity Shares in all respects.

(b) The right to receive dividend, if declared;

(c) The right to vote in person, or by proxy, except in case of Rights Equity Shares credited to the demat suspense escrow account for resident Eligible Equity Shareholders holding Equity Shares in physical form;

(d) The right to receive surplus on liquidation;

(e) The right to free transferability of Rights Equity Shares;

(f) The right to attend general meetings of our Company and exercise voting powers in accordance with law, unless prohibited / restricted by law and as disclosed under "- *Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner*" on page 208; and

(g) Such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

Subject to applicable law and Articles of Association, holders of Rights Equity Shares shall be entitled to the above rights in proportion to amount paid-up on such Rights Equity Shares in this Issue.

GENERAL TERMS OF THE ISSUE

Market Lot

The Rights Equity Shares of our Company shall be tradable only in dematerialized form. The market lot for Rights Equity Shares in dematerialised mode is one Equity Share.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for Allotment of Rights Equity Shares offered in this Issue.

Nomination

Nomination facility is available in respect of the Rights Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.

Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Rights Equity Shares to be Allotted in this Issue. Nominations registered with the respective DPs of the Investors would prevail. Any Investor holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

Arrangements for Disposal of Odd Lots

The Rights Equity Shares shall be traded in dematerialised form only and, therefore, the marketable lot shall be one Rights Equity Share and hence, no arrangements for disposal of odd lots are required.

Notices

In accordance with the SEBI ICDR Regulations, SEBI Rights Issue Circulars and MCA General Circular No. 21/2020, our Company will send, only through email, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material to the email addresses of all the Eligible Equity Shareholders who have provided their Indian addresses to our Company. This Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company or the Lead Manager to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one Marathi language daily newspaper with wide circulation (Marathi being the regional language of Mumbai, where our Registered and Corporate Office is situated).

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, our Company will

make use of advertisements in television channels, radio, internet *etc*., including in the form of crawlers/ tickers, to disseminate information relating to the Application process in India.

This Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchanges for making the same available on their websites.

Offer to Non-Resident Eligible Equity Shareholders/Investors

As per Rule 7 of the FEMA Rules, the RBI has given general permission to Indian companies to issue rights equity shares to non-resident shareholders including additional rights equity shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by the RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for Allotment of Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by the RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Investor has specific approval from RBI, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at gdl.rights@linkintime.co.in.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent to the email address of non-resident Eligible Equity Shareholders who have provided an Indian address to our Company. Investors can access this Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of the Registrar, our Company, the Lead Manager and the Stock Exchanges. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by the RBI while approving the Allotment. The Rights Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Rights Equity Shares are issued on rights basis.

In case of change of status of holders, *i.e.*, from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company and the Lead Manager.

Please note that only resident Investors can submit an Application using the R-WAP.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by the RBI, Overseas Corporate Bodies ("**OCBs**") have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of the RBI and to obtain prior approval from RBI for applying in this Issue.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self-attested proof of address, passport, etc. at gdl.rights@linkintime.co.in.

PROCEDURE FOR APPLICATION

How to Apply

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in this Issue, *i.e.*, R-WAP. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP.

For details of procedure for application by the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date, see "- *Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*" on page 198.

The Lead Manager, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions *etc*. in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Application Form

The Application Form for the Rights Equity Shares offered as part of this Issue would be sent to email address of the Eligible Equity Shareholders who have provided an Indian address to our Company. The Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email at least three days before the Issue Opening Date. In case of non-resident Eligible Equity Shareholders, the Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email to email address if they have provided an Indian address to our Company.

Please note that neither our Company nor the Registrar nor the Lead Manager shall be responsible for delay in the receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the email addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

To update the respective email addresses/ mobile numbers in the records maintained by the Registrar or our Company, Eligible Equity Shareholders should visit www.linkintime.co.in. Investors can access this Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of:

(i) our Company at www.gateway-distriparks.com;
(ii) the Registrar at www.linkintime.co.in;
(iii) the Lead Manager, *i.e.*, ICICI Securities Limited at www.icicisecurities.com ;
(iv) the Stock Exchanges at www.bseindia.com and www.nseindia.com; and
(v) the R-WAP at www.linkintime.co.in.

The Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (*i.e.*, www.linkintime.co.in) by entering their DP ID and Client ID or Folio Number (in case of resident Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (*i.e.*, www.gateway-distriparks.com).

The Application Form can be used by the Investors, Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue basis the Rights Entitlements credited in their respective demat accounts or demat suspense escrow account, as applicable. Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may accept this Issue and apply for the Rights Equity Shares (i) submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or (ii) filling the online Application Form available on R-WAP and make online payment using the internet banking or UPI facility from their own bank account thereat. Please note that Applications made with payment using third party bank accounts are liable to be rejected.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein, (i)the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB; or (ii) the requisite internet banking or UPI details (in case of Application through R-WAP, which is available only for resident Investors).

Please note that Applications without depository account details shall be treated as incomplete and shall be rejected, except in case of Eligible Equity Shareholders who hold Equity Shares in physical form and are applying in this Issue in accordance with the SEBI Rights Issue Circulars through R-WAP.

Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB) and R-WAP. Incorrect depository account details or PAN number could lead to rejection of the Application. For details see "- ***Grounds for Technical Rejection*****" on page 203. Our Company, the Lead Manager, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants.**

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see "- *Application on Plain Paper under ASBA process"* on page 195.

Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

(i) apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or

(ii) apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or

(iii) apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or

(iv) apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Rights Equity Shares; or

(v) renounce its Rights Entitlements in full.

In accordance with the SEBI Rights Issue Circulars, (a) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares **may also apply** in this Issue during the Issue Period. Such resident Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in "- *Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*" and "- *Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner*" on pages 198 and 208, respectively.

Procedure for Application through the ASBA process

Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Self-Certified Syndicate Banks

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

Procedure for Application through the R-WAP

Resident Investors, making an Application through R-WAP, shall make online payment using internet banking or UPI facility. Prior to making an Application, such Investors should enable the internet banking or UPI facility of their respective bank accounts and such Investors should ensure that the respective bank accounts have sufficient funds. Our Company, the Registrar and the Lead Manager shall not be responsible if the Application is not successfully submitted or rejected during Basis of Allotment on account of failure to be in compliance with the same. R-WAP facility will be operational from the Issue Opening Date. For risks associated with the R-WAP process, see "*Risk Factors - The R-WAP payment mechanism facility proposed to be used for this issue may be exposed to risks, including risks associated with payment gateways*" on page 43.

Set out below is the procedure followed using the R-WAP:

(a) Resident Investors should visit R-WAP (accessible at www.linkintime.co.in) and fill the online Application Form available on R-WAP in electronic mode. Please ensure to provide correct DP ID, Client ID, Folio number (only for resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date), PAN details and all other details sought for while submitting the online Application Form.

(b) Non-resident Investors are not eligible to apply in this Issue through R-WAP.

(c) The Investors should ensure that Application process is verified through the email / mobile number. Post due verification, the Investors can obtain details of their respective Rights Entitlements and apply in this Issue by filling-up the online Application Form which, among others, will require details of total number of Rights Equity Shares to be applied for. Please note that the Application Money will be determined based on number of Rights Equity Shares applied for.

(d) The Investors who are Renouncees should select the category of 'Renouncee' at the application page of R-WAP and provide DP ID, Client ID, PAN and other required demographic details for validation. The Renouncees shall also be required to provide the required Application details, such as total number of Rights Equity Shares to be applied for.

(e) Prior to making an Application, the Investors should enable the internet banking or UPI facility of their respective bank accounts and the Investors should ensure that the respective bank accounts have sufficient funds. If the funds available in the bank account are less than total amount payable on submission of online Application Form, such Application shall be rejected. Please note that R-WAP is a non-cash mode mechanism in accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020.

(f) The Investors shall make online payment using internet banking or UPI facility from their own bank account only. Such Application Money will be adjusted for either Allotment or refund. Applications made using payment from third party bank accounts will be rejected.

(g) Verification in respect of Application through Investors' own bank account, shall be done through the latest beneficial position data of our Company containing Investor's bank account details, beneficiary account details provided to the Depository, penny drop, cancelled cheque for joint holder verification and such other industry accepted and tested methods for online payment.

(h) The Application Money collected through Applications made on the R-WAP will be credited to the

Escrow Account, opened by our Company with the Escrow Collection Bank.

Acceptance of this Issue

Investors may accept this Issue and apply for the Rights Equity Shares (i) submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or (ii) filling the online Application Form available on R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat.

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Applications submitted to anyone other than the Designated Branches of the SCSB or using R-WAP are liable to be rejected.

Investors can also make Application on plain paper under ASBA process mentioning all necessary details as mentioned under the section "- *Application on Plain Paper under ASBA process*" on page 195.

Additional Rights Equity Shares

Investors are eligible to apply for additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Rights Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner prescribed under the section "- *Basis of Allotment*" on page 206.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Rights Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Rights Equity Shares.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date cannot renounce until the details of their demat account are provided to our Company or the Registrar and the dematerialized Rights Entitlements are transferred from suspense escrow demat account to the respective demat accounts of such Eligible Equity Shareholders within prescribed timelines. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Rights Equity Shares while submitting the Application through ASBA process or using the R-WAP.

Procedure for Renunciation of Rights Entitlements

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges; or (b) through an off-market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. The Lead Manager and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

(a) On Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN [●] subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, *i.e.*, from [●day], [●date] to [●day], [●date] (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN [●] and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE and NSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

(b) Off Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a Depository Participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their Depository Participant by issuing a delivery instruction slip quoting the ISIN INE002A20018, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their Depository Participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the Depository Participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

Application on Plain Paper under ASBA process

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Gateway Distriparks Limited;

2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);

3. Registered Folio Number/DP and Client ID No.;

4. Number of Equity Shares held as on Record Date;

5. Allotment option – only dematerialised form;

6. Number of Rights Equity Shares entitled to;

7. Number of Rights Equity Shares applied for within the Rights Entitlements;

8. Number of additional Rights Equity Shares applied for, if any;

9. Total number of Rights Equity Shares applied for;

10. Total amount paid at the rate of ₹ [●] per Rights Equity Share;

11. Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;

12. In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;

13. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;

14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;

15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and

16. In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

    *"I/ We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the US Securities Act of 1933, as amended (the "**US Securities Act**"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "**United States**"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/ we understand the Rights Equity Shares referred to in this application are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the US Securities Act ("**Regulation S**") to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not*

in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Manager or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Manager or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and United States and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer titled "Restrictions on Purchases and Resales" on page 217.

I/ We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/ We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.linkintime.co.in.

Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

Mode of payment

In case of Application through ASBA facility, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, of the receipt of minimum subscription and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

The Investors would be required to give instructions to the respective SCSBs to block the entire amount payable on their Application at the time of the submission of the Application Form.

The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set

forth hereinafter.

For details of mode of payment in case of Application through R-WAP, see "- *Procedure for Application through the R-WAP*" on page 193.

Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those resident Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

In accordance with the SEBI Rights Issue Circulars, (a) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares **may also apply** in this Issue during the Issue Period. Such Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in "- *Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*" and "- *Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner*" on pages 198 and 208, respectively.

To update respective email addresses/ mobile numbers in the records maintained by the Registrar or our Company, Eligible Equity Shareholders should visit www.linkintime.co.in.

Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

(a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by email, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date. The Eligible Equity Shareholders are encouraged to send the details by email due to lockdown and restrictions imposed due to current pandemic COVID-19;

(b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;

(c) The Eligible Equity Shareholders can access the Application Form from:

- R-WAP, the website of the Registrar (www.linkintime.co.in);
- our Company (www.gateway-distriparks.com);
- the Lead Manager (at www.icicisecurities.com);
- the Stock Exchanges (at www.bseindia.com and www.nseindia.com).

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (*i.e.*, www.linkintime.co.in) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (*i.e.*, www.gateway-distriparks.com);

(d) The Eligible Equity Shareholders shall, on or before the Issue Closing Date, (i) submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or (ii) fill the online Application Form available on R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat.

Further, (a) Resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date, and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, **may also apply** in this Issue during the Issue Period by filling the online Application Form available on R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat, on or before the Issue Closing Date. Such resident Eligible Equity Shareholders may be required to submit address, email address, contact details, copy of PAN, for verification of their Application. Further, such resident Eligible Equity Shareholder can:

(a) apply for its Rights Equity Shares to the full extent of its Rights Entitlements;

(b) apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); and

(c) apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Rights Equity Shares.

PLEASE NOTE THAT NON-RESIDENT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.

For details of credit of the Rights Equity Shares to such resident Eligible Equity Shareholders, see "- *Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner*" on page 208.

Allotment of the Rights Equity Shares in Dematerialized Form

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS" ON PAGE 207.

General instructions for Investors

(a) Please read this Letter of Offer carefully to understand the Application process and applicable settlement process.

(b) In accordance with the SEBI Rights Issue Circulars, (a) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares **may also apply** in this Issue during the Issue Period. Such Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in "- *Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*" and "- *Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner*" on pages 198 and 208, respectively.

(c) Please read the instructions on the Application Form sent to you.

(d) The Application Form can be used by both the Eligible Equity Shareholders and the Renouncees.

(e) Application should be made only through the ASBA facility or using R-WAP.

(f) Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.

(g) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section "- *Application on Plain Paper under ASBA process*" on page 195.

(h) In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in this Issue, *i.e.*, R-WAP. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP.

(i) An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application.

(j) In case of Application through R-WAP, the Investors should enable the internet banking or UPI facility of their respective bank accounts.

(k) Applications should be (i) submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or (ii) filled on the R-WAP. Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

(l) Applications should not be submitted to the Bankers to the Issue or Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar or the Lead Manager.

(m) In case of Application through ASBA facility, Investors are required to provide necessary details, including details of the ASBA Account, authorization to the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form.

(n) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, **Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be "suspended for credit" and no Allotment and credit of Rights Equity Shares pursuant to this Issue shall be made into the accounts of such Investors**.

(o) In case of Application through ASBA facility, all payments will be made only by blocking the amount in the ASBA Account. Furthermore, in case of Applications submitted using the R-WAP facility, payments shall be made using internet banking or UPI facility. Cash payment or payment by cheque or demand draft or pay order or NEFT or RTGS or through any other mode is not acceptable for application through ASBA process. In case payment is made in contravention of this, the Application will be deemed invalid and the Application Money will be refunded and no interest will be paid thereon.

(p) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India.

Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.

(q) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.

(r) All communication in connection with Application for the Rights Equity Shares, including any change in address of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, folio numbers/DP ID and Client ID and Application Form number, as applicable. In case of any change in address of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective Depository Participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.

(s) Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, Applications made through ASBA facility may be submitted at the Designated Branches of the SCSBs. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

(t) In terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on their own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/ rights issues and clear demarcated funds should be available in such account for ASBA applications.

(u) Investors are required to ensure that the number of Rights Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.

(v) An Applicant being an OCB is required not to be under the adverse notice of the RBI and must submit approval from RBI for applying in this Issue.

Do's:

(a) Ensure that the Application Form and necessary details are filled in.

(b) Except for Application submitted on behalf of the Central or the State Government, residents of Sikkim and the officials appointed by the courts, each Applicant should mention their PAN allotted under the Income-tax Act.

(c) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("**Demographic Details**") are updated, true and correct, in all respects.

(d) Investors should provide correct DP ID and client ID/ folio number while submitting the Application. Such DP ID and Client ID/ folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, the Lead Manager, SCSBs or the Registrar will not be liable for any such rejections.

Don'ts:

(a) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.

(b) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.

(c) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.

(d) Do not pay the Application Money in cash, by money order, pay order or postal order.

(e) Do not submit multiple Applications.

Do's for Investors applying through ASBA:

(a) Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as the Rights Equity Shares will be Allotted in the dematerialized form only.

(b) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.

(c) Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including additional Rights Equity Shares) applied for} X {Application Money of Rights Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.

(d) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application and have signed the same.

(e) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.

(f) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.

(g) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

Do's for Investors applying through R-WAP:

(a) Ensure that the details of the correct bank account have been provided while making payment along with submission of the Application.

(b) Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including additional Rights Equity Shares) applied for} X {Application Money of Rights Equity Shares}) available in the bank account through which payment is made using the R-WAP.

(c) Ensure that you make the payment towards your application through your bank account only and not use any third party bank account for making the payment

(d) Ensure that you receive a confirmation email on successful transfer of funds.

(e) Ensure you have filled in correct details of PAN, folio number, DP ID and Client ID, as applicable, and all such other details as may be required.

(f) Ensure that you receive an acknowledgement from the R-WAP for your submission of the Application.

Don'ts for Investors applying through ASBA:

(a) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or *vice versa*.

(b) Do not send your physical Application to the Lead Manager, the Registrar, the Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.

(c) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process.

Don'ts for Investors applying through R-WAP:

(a) Do not apply from bank account of third parties.

(b) Do not apply if you are a non-resident Investor.

(c) Do not apply from non-resident account.

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

(a) DP ID and Client ID mentioned in Application not matching with the DP ID and Client ID records available with the Registrar.

(b) Sending an Application to the Lead Manager, Registrar, Escrow Collection Banks (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB or our Company.

(c) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.

(d) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.

(e) Account holder not signing the Application or declaration mentioned therein.

(f) Submission of more than one application Form for Rights Entitlements available in a particular demat account.

(g) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.

(h) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).

(i) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the demographic details provided by the Depositories.

(j) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.

(k) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and this Letter of Offer.

(l) Physical Application Forms not duly signed by the sole or joint Investors.

(m) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.

(n) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights

Entitlements.

(o) Applications which have evidence of being executed or made in contravention of applicable securities laws.

Applications under the R-WAP process are liable to be rejected on the following grounds (in addition to above applicable grounds):

(a) Applications by non-resident Investors.

(b) Payment from third party bank accounts.

Depository account and bank details for Investors holding Equity Shares in demat accounts and applying in this Issue

IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS OR THROUGH THE R-WAP PROCESS (AVAILABLE ONLY FOR RESIDENT INVESTORS), TO RECEIVE THEIR RIGHTS EQUITY SHARES IN DEMATERIALISED FORM AND TO THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP ID AND BENEFICIARY ACCOUNT NUMBER/ FOLIO NUMBER IN THE APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM OR PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.

Investors applying under this Issue should note that on the basis of name of the Investors, Depository Participant's name and identification number and beneficiary account number provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Hence, Investors applying under this Issue should carefully fill in their Depository Account details in the Application.

These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants.

By signing the Application Forms, the Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

The Allotment advice and the email intimating unblocking of ASBA Account or refund (if any) would be emailed to the address of the Investor as per the email address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, Registrar or the Lead Manager shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) the DP ID, and (c) the beneficiary account number, then such Application Forms s are liable to be rejected.

Modes of Payment

All payments against the Application Forms shall be made only through ASBA facility or internet banking or UPI facility if applying through R-WAP. The Registrar will not accept any payments against the Application Forms,

if such payments are not made through ASBA facility or internet banking or UPI facility if applying through R-WAP.

Mode of payment for Resident Investors

All payments on the Application Forms shall be made only through ASBA facility or internet banking or UPI facility if applying through R-WAP. Applicants are requested to strictly adhere to these instructions.

As regards the Application by non-resident Investors, the following conditions shall apply:

1. Individual non-resident Indian Applicants who are permitted to subscribe to Rights Equity Shares by applicable local securities laws can obtain Application Forms on the websites of the Registrar, our Company and the Lead Manager.

   Note: In case of non-resident Eligible Equity Shareholders, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form shall be sent to their email addresses if they have provided their Indian address to our Company . This Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company or the Lead Manager to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard.

2. Application Forms will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlements and Rights Equity Shares may be restricted by applicable securities laws.

3. Payment by non-residents must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by the RBI.

Notes:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act.

2. In case Rights Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Equity Shares cannot be remitted outside India.

3. In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by the RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.

4. Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Rights Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.

5. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.

6. Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for additional Rights Equity Shares.

Multiple Applications

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. A separate Application can be made in respect of each scheme of a Mutual Fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see "- *Procedure for Applications by Mutual Funds*" on page 213.

In cases where multiple Application Forms are submitted, including cases where an Investor submits Application Forms along with a plain paper Application or multiple plain paper Applications, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by any of our Promoters or members of the Promoter Group to meet the minimum subscription requirements applicable to this Issue as described in "*Capital Structure - Subscription to this Issue by our Promoters and Promoter Group*" on page 66.

Last date for Application

The last date for submission of the duly filled in the Application Form or a plain paper Application is [●day], [●date], *i.e.*, Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB or if the Application Form is not accepted at the R-WAP, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Rights Equity Shares hereby offered, as provided under the section, "- *Basis of Allotment*" on page 206.

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Withdrawal of Application

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted or sending the email withdrawal request to gdl.rights@linkintime.co.in in case of Application through R-WAP facility. However, no Investor, whether applying through ASBA facility or R-WAP facility, may withdraw their Application post the Issue Closing Date.

Issue Schedule

ISSUE OPENING DATE	**[●day], [●date]**
LAST DATE FOR ON MARKET RENUNCIATION*	**[●day], [●date]**
ISSUE CLOSING DATE	**[●day], [●date]**
FINALISATION OF BASIS OF ALLOTMENT (ON OR ABOUT)	**[●day], [●date]**
DATE OF ALLOTMENT (ON OR ABOUT)	**[●day], [●date]**
DATE OF CREDIT (ON OR ABOUT)	**[●day], [●date]**
DATE OF LISTING (ON OR ABOUT)	**[●day], [●date]**

** Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, *i.e.*, [•] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date.

For details, see "*General Information - Issue Schedule*" on page 55.

Our Board may however decide to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

Basis of Allotment

Subject to the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our

Board will proceed to Allot the Rights Equity Shares in the following order of priority:

(a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part.

(b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in Allotment of one additional Rights Equity Share each if they apply for additional Rights Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after Allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than the number of Rights Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.

(c) Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of this Issue, have also applied for additional Rights Equity Shares. The Allotment of such additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Rights Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Rights Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

(d) Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour, have applied for additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

(e) Allotment to any other person, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Investors who have been allocated Rights Equity Shares in this Issue, along with:

1. The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;

2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and

3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

For Applications through R-WAP, instruction will be sent to Escrow Collection Bank with list of Allottees and corresponding amount to be transferred to the Allotment Account. Further, the list of Applicants eligible for refund with corresponding amount will also be shared with Escrow Collection Bank to refund such Applicants.

Allotment Advice or Refund/ Unblocking of ASBA Accounts

Our Company will email Allotment advice, refund intimations (including in respect of Applications made through R-WAP facility) or demat credit of securities and/or letters of regret, along with crediting the Allotted Rights Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense escrow account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or unblocking the funds in the respective ASBA Accounts, if any, within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 15 days' period.

In case of Applications through R-WAP, refunds, if any, will be made to the same bank account from which Application Money was received. Therefore, the Investors should ensure that such bank accounts remain valid and active.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through email, to the email address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner

In case of Allotment to resident Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date, have paid the Application Money and have not provided the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, the following procedure shall be adhered to:

(a) the Registrar shall send Allotment advice and credit the Rights Equity Shares to a demat suspense escrow account to be opened by our Company;

(b) within 6 (six) months from the Allotment Date, such Eligible Equity Shareholders shall be required to send a communication to our Company or the Registrar containing the name(s), Indian address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by post, speed post, courier, electronic mail or hand delivery;

(c) Our Company (with the assistance of the Registrar) shall, after verification of the details of such demat account by the Registrar, transfer the Rights Equity Shares from the demat suspense escrow account to the demat accounts of such Eligible Equity Shareholders;

(d) In case of non-receipt of details of demat account as per (b) above, our Company shall conduct a sale of such Rights Equity Shares lying in the demat suspense escrow account on the floor of the Stock Exchanges at the prevailing market price and remit the proceeds of such sale (net of brokerage, applicable taxes and administrative and incidental charges) to the bank account mentioned by the resident Eligible Equity Shareholders in their respective Application Forms and from which the payment for Application Money was made. In case such bank accounts cannot be identified due to any reason or bounce back from such account, our Company may use payment mechanisms such as cheques, demand drafts, *etc*. to such Eligible Equity Shareholders to remit such proceeds.

Such Rights Equity Shares may be sold over such period of time as may be required, depending on liquidity and other market conditions on the floor of the Stock Exchanges after the expiry of the period mentioned under (b) above. Therefore, such proceeds (net of brokerage, applicable taxes and administrative and incidental charges) by way of sale of such Rights Equity Shares may be higher or lower than the Application Money paid by such Eligible Equity Shareholders;

(e) Our Company shall send reminder notices seeking the requisite details of demat account prior to expiry of time period under (b) above, in due course, to such resident Eligible Equity Shareholders who have not provided the requisite details. After expiry of time period under (b) above, our Company or the Registrar shall not accept any requests by such Eligible Equity Shareholders for updation of details of demat account under any circumstances, including in case of failure to sell such Rights Equity Shares;

(f) After the consummation of the sale of Rights Equity Shares on the floor of the Stock Exchanges, our Company shall send an intimation to the respective Eligible Equity Shareholders, giving details of such sale, including the sale price and break-up of net brokerage, taxes and administrative and incidental charges; and

(g) If at the time of transfer of sale proceeds for default cases, the bank account from which Application Money was received is closed or non-operational, such sale proceeds will be transferred to IEPF in accordance with practice on Equity Shares and as per applicable law.

(h) In case the details of demat account provided by the Eligible Equity Shareholders are not of his/ her own demat account, the Rights Equity Shares shall be subject to sale process specified under (d) above.

Notes:

1. Our Company will open a separate demat suspense escrow account to credit the Rights Equity Shares in respect of such Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date and have not provided details of their demat accounts to our Company or the Registrar, at least two Working Days prior to the Issue Closing Date. Our Company, with the assistance of the Registrar, will initiate transfer of such Rights Equity Shares from the demat suspense escrow account to the demat account of such Eligible Equity Shareholders, upon receipt of details of demat accounts from the Eligible Equity Shareholders.

2. The Eligible Equity Shareholders cannot trade in such Rights Equity Shares until the receipt of demat account details and transfer to such Eligible Equity Shareholders' respective account.

3. There will be no voting rights against such Rights Equity Shares kept in the demat suspense escrow account. However, the respective Eligible Equity Shareholders will be eligible to receive dividends, if declared, in respect of such Rights Equity Shares in proportion to amount paid-up on the Rights Equity Shares, as permitted under applicable laws.

4. Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of buying or selling of Rights Equity Shares or Rights Entitlements. The Eligible Equity Shareholders should obtain their own independent tax and legal advice and may not rely on our Company or any of their affiliates including any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates when evaluating the tax consequences in relation to the Rights Equity Shares (including but not limited to any applicable short-term capital gains tax, or any other applicable taxes or charges in case of any gains made by such Eligible Equity Shareholders from the sale of such Rights Equity Shares).

5. **The Lead Manager, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not be liable in any manner and not be responsible for acts, mistakes, errors, omissions and commissions, *etc.*, in relation to any delay in furnishing details of demat account by such Eligible Equity Shareholders, any resultant loss to the Eligible Equity Shareholders due to sale of the Rights Equity Shares, if such details are not correct, demat account is frozen or not active or in case of non-availability of details of bank account of such Eligible Equity Shareholders, profit or loss to such Eligible Equity Shareholders due to aforesaid process, tax deductions or other costs charged by our Company, or on account of aforesaid process in any manner.**

Payment of Refund

Mode of making refunds

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes. Please note that payment of refund in case of Applications made through R-WAP, shall be through modes under (b) to (g) below.

(a) Unblocking amounts blocked using ASBA facility.

(b) NACH – National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the Depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all

information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

(c) National Electronic Fund Transfer ("**NEFT**") – Payment of refund shall be undertaken through NEFT wherever the Investors' bank has been assigned the Indian Financial System Code ("**IFSC Code**"), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.

(d) Direct Credit – Investors having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.

(e) RTGS – If the refund amount exceeds ₹ 2,00,000, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the refund bank(s) for the same would be borne by our Company. Charges, if any, levied by the Investor's bank receiving the credit would be borne by the Investor.

(f) For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demand drafts drawn in favor of the sole/first Investor and payable at par.

(g) Credit of refunds to Investors in any other electronic manner, permissible by SEBI from time to time.

In case of Application through R-WAP, refunds, if any, will be made to the same bank account from which Application Money was received. Therefore, the Investors should ensure that such bank accounts remain valid and active.

Refund payment to non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

Allotment Advice or Demat Credit of Securities

The demat credit of securities to the respective beneficiary accounts or the demat suspense escrow account (pending receipt of demat account details for Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, *etc.*) will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

Receipt of the Rights Equity Shares in Dematerialized Form

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE, OR (C) DEMAT SUSPENSE ESCROW ACCOUNT PENDING RECEIPT OF DEMAT ACCOUNT DETAILS FOR RESIDENT ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM/ WHERE THE CREDIT OF THE RIGHTS ENTITLEMENTS RETURNED/REVERSED/FAILED.

Investors shall be Allotted the Rights Equity Shares in dematerialized (electronic) form. Our Company has signed an agreement dated September 8, 2004 with NSDL and an agreement dated August 18, 2004 with CDSL which enables the Investors to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Rights Equity Shares in this Issue in the dematerialised form is as under:

1. Open a beneficiary account with any Depository Participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.

2. It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.

3. The responsibility for correctness of information filled in the Application Form *vis-a-vis* such information with the Investor's Depository Participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's Depository Participant.

4. If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.

5. The Rights Equity Shares will be Allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense escrow account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, *etc*.). Allotment advice, refund order (if any) would be sent directly to the Applicant by email and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's Depository Participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.

6. Non-transferable Allotment advice/ refund intimation will be directly sent to the Investors by the Registrar, by email and, if the printing is feasible, through physical dispatch.

7. Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

Resident Eligible Equity Shareholders, who hold Equity Shares in physical form and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares in this Issue must check the procedure for application by and credit of Rights Equity Shares to such Eligible Equity Shareholders in "*- Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*" and "*- Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form*" on pages 198 and 208, respectively.

Procedure for Applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post-Issue Equity Share capital. In case the total holding

of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will also be required to comply with applicable reporting requirements. Further, the aggregate limit of all FPIs investments, with effect from April 1, 2020, is up to the sectoral cap applicable to the sector in which our Company operates (*i.e.*, 100%).

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. The FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iii) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

(a) such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

Procedure for Applications by AIFs, FVCIs and VCFs

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility or using R-WAP (available only for residents). Otherwise, applications of such AIFs are liable for rejection.

Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India ("**OCI**") may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, *inter alia*, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of

10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian Mutual Fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a Mutual Fund should clearly indicate the name of the concerned scheme for which the application is being made.

Procedure for Applications by Systemically Important Non-Banking Financial Companies ("NBFC-SI")

In case of an application made by NBFC-SI registered with the RBI, (a) the certificate of registration issued by the RBI under Section 45IA of the RBI Act, 1934 and (b) net worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Impersonation

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act for fraud involving an amount of at least ₹ 10 lakhs or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than ₹ 10 lakhs or 1% of the turnover of the company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹ 50 lakhs or with both.

Payment by stockinvest

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stockinvest scheme has been withdrawn. Hence, payment through stockinvest would not be accepted in this Issue.

Disposal of Applications and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branch of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form and the R-WAP platform would generate an electronic acknowledgment to the Eligible Equity Shareholders upon submission of the Application.

Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA or refunded to the Investors in the same bank account through which Application Money was received, in case of an application using the R-WAP facility. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

Utilisation of Issue Proceeds

Our Board declares that:

A. All monies received out of this Issue shall be transferred to a separate bank account;

B. Details of all monies utilized out of this Issue referred to under (A) above shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

C. Details of all unutilized monies out of this Issue referred to under (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

Undertakings by our Company

Our Company undertakes the following:

1) The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily.

2) All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges where the Equity Shares are to be listed will be taken by our Board within seven Working Days of finalization of Basis of Allotment.

3) The funds required for making refunds / unblocking to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.

4) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within 15 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.

5) In case of refund / unblocking of the Application Money for unsuccessful Applicants or part of the Application Money in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.

6) Adequate arrangements shall be made to collect all ASBA Applications and record all Applications made under the R-WAP process.

7) Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.

Minimum Subscription

Pursuant to the SEBI Circular dated April 21, 2020, bearing reference no. SEBI/HO/CFD/CIR/CFD/DIL/ 67/2020 granting relaxations from certain provisions of the SEBI ICDR Regulations, if our Company does not receive the minimum subscription of 75% of the Issue Size, our Company shall refund the entire subscription amount received within 15 days from the Issue Closing Date. However, if our Company receives subscription between 75% to 90%, of the Issue Size, at least 75% of the Issue Size shall be utilized for the objects of this Issue other than general corporate purpose. In the event that there is a delay in making refund of the subscription amount by more than eight days after our Company becomes liable to pay subscription amount (*i.e.*, 15 days after the Issue Closing Date), or such other period as prescribed by applicable law, our Company shall pay interest for the delayed period, at rates prescribed under applicable law.

Further, our Promoters have confirmed their intention to apply for, and subscribe to, additional Rights Equity Shares and to any part of the unsubscribed portion in this Issue, subject to compliance with the minimum public

shareholding requirements, as prescribed under the SCRR and the SEBI Listing Regulations.

Important

1. Please read this Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of this Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected.

2. All enquiries in connection with this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed "**Gateway Distriparks Limited – Rights Issue**" on the envelope and postmarked in India or in the email) to the Registrar at the following address:

   Link Intime India Private Limited
   C-101, 1st Floor, 247 Park
   Lal Bahadur Shastri Marg, Vikhroli (West)
   Mumbai, Maharashtra - 400 083, India
   Telephone: +91 (22) 4918 6173 / 6174 / 6200
   E-mail id: gdl.rights@linkintime.co.in
   Investor grievance email: gdl.rights@linkintime.co.in
   Contact person: Sumeet Deshpande
   Website: www.linkintime.co.in
   SEBI registration number: INR000004058

3. In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar (www.linkintime.co.in). Further, the helpline numbers provided by the Registrar for guidance on the Application process and resolution of difficulties is +91 (22) 4918 6200.

This Issue will remain open for a minimum 15 days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Closing Date).

Restrictions on Foreign Ownership of Indian Securities

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment ("**FDI**") and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) ("**DPIIT**"), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2017 ("**FDI Circular 2017**"), which, with effect from August 28, 2017, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on August 28, 2017. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2017 will be valid until the DPIIT issues an updated circular.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict between FEMA and such policy pronouncements, FEMA prevails. The Consolidated FDI Policy, issued by the DPIIT, consolidates the policy framework in place as on August 27, 2017, and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore the Consolidated FDI Policy will be valid until the DPIIT issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by the RBI, Overseas Corporate Bodies ("**OCBs**") have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of the RBI and to obtain prior approval from RBI for applying in this Issue.

The above information is given for the benefit of the Applicants / Investors. Our Company and the and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

RESTRICTIONS ON PURCHASES AND RESALES

General Eligibility and Restrictions

No action has been taken or will be taken to permit a public offering of the Rights Entitlements or the Rights Equity Shares to occur in any jurisdiction, or the possession, circulation, or distribution of this Letter of Offer, its accompanying documents or any other material relating to our Company, the Rights Entitlements or the Rights Equity Shares in any jurisdiction where action for such purpose is required, except that this Letter of Offer is being filed with SEBI and the Stock Exchanges.

The Rights Entitlements, Rights Equity Shares and Equity Shares have not been and will not be registered under the US Securities Act and may not be offered or sold within the United States.

The Rights Entitlements or the Rights Equity Shares may not be offered or sold, directly or indirectly, and none of this Letter of Offer, its accompanying documents or any offering materials or advertisements in connection with the Rights Entitlements or the Rights Equity Shares may be distributed or published in or from any country or jurisdiction except in accordance with the legal requirements applicable in such jurisdiction.

Investors are advised to consult their legal counsel prior to accepting any provisional allotment of Rights Equity Shares, applying for excess Rights Equity Shares or making any offer, sale, resale, pledge or other transfer of the Rights Entitlements or the Rights Equity Shares.

This Letter of Offer and its accompanying documents will be supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

Each person who exercises the Rights Entitlements and subscribes for the Rights Equity Shares, or who purchases the Rights Entitlements or the Rights Equity Shares shall do so in accordance with the restrictions set out below:

United States

The Rights Entitlements and the Rights Equity Shares have not been, and will not be, registered under the US Securities Act or under any securities laws of any state or other jurisdiction of the United States and may not be offered, sold, resold, allotted, taken up, exercised, renounced, pledged, transferred or delivered, directly or indirectly within the United States except pursuant to an applicable exemption from, or a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. The Rights Entitlements and Rights Equity Shares referred to in this Letter of Offer are being offered in offshore transactions outside the United States in compliance with Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. Neither receipt of this Letter of Offer, nor any of its accompanying documents constitutes an offer of the Rights Entitlements or the Rights Equity Shares to any Eligible Equity Shareholder other than the Eligible Equity Shareholder who has received this Letter of Offer and its accompanying documents directly from our Company or the Registrar.

Each person outside of the United States by accepting the delivery of this Letter of Offer and its accompanying documents, submitting an Application Form for the exercise of any Rights Entitlements and subscription for any Rights Equity Shares and accepting delivery of any Rights Entitlements or any Rights Equity Shares, will be deemed to have represented, warranted and agreed as follows on behalf of itself and, if it is acquiring the Rights Entitlements or the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, on behalf of each owner of such account (such person being the "purchaser", which term shall include the owners of the investor accounts on whose behalf the person acts as fiduciary or agent):

1. The purchaser (i) is aware that the Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the US Securities Act and are being distributed and offered outside the United States in reliance on Regulation S, (ii) is, and the persons, if any, for whose account it is acquiring such Rights Entitlements and/or the Rights Equity Shares are, outside the United States and eligible to subscribe for Rights Entitlements and Rights Equity Shares in compliance with applicable securities laws, and (iii) is acquiring the Rights Entitlements and/or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulation S.

2. No offer or sale of the Rights Entitlements or the Rights Equity Shares to the purchaser is the result of

any "directed selling efforts" in the United States (as such term is defined in Regulation S).

3. The purchaser is, and the persons, if any, for whose account it is acquiring the Rights Entitlements and the Rights Equity Shares are, entitled to subscribe for the Rights Equity Shares, and the sale of the Rights Equity Shares to it will not require any filing or registration by, or qualification of, our Company with any court or administrative, governmental or regulatory agency or body, under the laws of any jurisdiction which apply to the purchaser or such persons.

4. The purchaser, and each account for which it is acting, satisfies (i) all suitability standards for investors in investments in the Rights Entitlements and the Rights Equity Shares imposed by the jurisdiction of its residence, and (ii) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

5. The purchaser has the full power and authority to make the acknowledgements, representations, warranties and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares, and, if the purchaser is exercising the Rights Entitlements and acquiring the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, the purchaser has the full power and authority to make the acknowledgements, representations, warranties and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares on behalf of each owner of such account.

6. The purchaser is aware and understands (and each account for which it is acting has been advised and understands) that an investment in the Rights Entitlements and the Rights Equity Shares involves a considerable degree of risk and that the Rights Entitlements and the Rights Equity Shares are a speculative investment, and further, that no U.S. federal or state or other agency has made any finding or determination as to the fairness of any such investment or any recommendation or endorsement of any such investment.

7. The purchaser understands (and each account for which it is acting has been advised and understands) that no action has been or will be taken to permit an offering of the Rights Entitlements or the Rights Equity Shares in any jurisdiction (other than the filing of this Letter of Offer with SEBI and the Stock Exchanges); and it will not offer, resell, pledge or otherwise transfer any of the Rights Entitlements or the Rights Equity Shares which it may acquire, or any beneficial interests therein, in any jurisdiction or in any circumstances in which such offer or sale is not authorised or to any person to whom it is unlawful to make such offer, sale, solicitation or invitation except under circumstances that will result in compliance with any applicable laws and/or regulations. The purchaser agrees to notify any transferee to whom it subsequently reoffers, resells, pledges or otherwise transfers the Rights Entitlements and the Rights Equity Shares of the restrictions set forth in the Letter of Offer under the heading "*Restrictions on Purchases and Resales*".

8. The purchaser (or any account for which it is acting) is an Eligible Equity Shareholder and has received an invitation from our Company, addressed to it and inviting it to participate in this Issue.

9. Neither the purchaser nor any of its affiliates or any person acting on its or their behalf has taken or will take, directly or indirectly, any action designed to, or which might be expected to, cause or result in the stabilization or manipulation of the price of any security of the Company to facilitate the sale or resale of the Rights Entitlements or the Rights Equity Shares pursuant to the Issue.

10. Prior to making any investment decision to exercise the Rights Entitlements and subscribe for the Rights Equity Shares, the purchaser (i) will have consulted with its own legal, regulatory, tax, business, investment, financial and accounting advisers in each jurisdiction in connection herewith to the extent it has deemed necessary; (ii) will have carefully read and reviewed a copy of this Letter of Offer and its accompanying documents; (iii) will have possessed and carefully read and reviewed all information relating to our Company and our group and the Rights Entitlements and the Rights Equity Shares which it believes is necessary or appropriate for the purpose of making its investment decision, including, without limitation, the Exchange Information (as defined below), and will have had a reasonable opportunity to ask questions of and receive answers from officers and representatives of our Company concerning the financial condition and results of operations of our Company and the purchase of the Rights Entitlements or the Rights Equity Shares, and any such questions have been answered to its satisfaction; (iv) will have possessed and reviewed all information that it believes is necessary or appropriate in connection with an investment in the Rights Entitlements and the Rights Equity Shares;

(v) will have conducted its own due diligence on our Company and this Issue, and will have made its own investment decisions based upon its own judgement, due diligence and advice from such advisers as it has deemed necessary and will not have relied upon any recommendation, promise, representation or warranty of or view expressed by or on behalf of our Company, the Lead Manager or its affiliates (including any research reports) (other than, with respect to our Company and any information contained in this Letter of Offer); and (vi) will have made its own determination that any investment decision to exercise the Rights Entitlements and subscribe for the Rights Equity Shares is suitable and appropriate, both in the nature and number of Rights Equity Shares being subscribed.

11. Without limiting the generality of the foregoing, the purchaser acknowledges that (i) the Rights Equity Shares are listed on BSE Limited and the National Stock Exchange of India Limited and our Company is therefore required to publish certain business, financial and other information in accordance with the rules and practices of BSE Limited and the National Stock Exchange of India Limited (which includes, but is not limited to, a description of the nature of our Company's business and our Company's most recent balance sheet and profit and loss account, and similar statements for preceding years together with the information on its website and its press releases, announcements, investor education presentations, annual reports, collectively constitutes "**Exchange Information**"), and that it has had access to such information without undue difficulty and has reviewed such Exchange Information as it has deemed necessary; (ii) our Company does not expect or intend to become subject to the periodic reporting and other information requirements of the Securities and Exchange Commission; and (iii) neither our Company nor any of its affiliates, nor the Lead Manager or any of their affiliates has made any representations or recommendations to it, express or implied, with respect to our Company, the Rights Entitlements or the Rights Equity Shares or the accuracy, completeness or adequacy of the Exchange Information.

12. The purchaser understands that the Exchange Information and this Letter of Offer have been prepared in accordance with content, format and style which is either prescribed by SEBI, the Stock Exchanges or under Indian laws, which differs from the content, format and style customary for similar offerings in the United States. In particular, the purchaser understands that (i) our Company's financial information contained in the Exchange Information and this Letter of Offer have been prepared in accordance with Ind AS, Companies Act, and other applicable statutory and/or regulatory requirements and not in a manner suitable for an offering registered with the U.S. SEC, and (ii) this Letter of Offer does not include all of the information that would be required if our Company were registering the Issue of the Rights Entitlements and the Rights Equity Shares with the U.S. SEC, such as a description of our business and industry, detailed operational data, our management's discussion and analysis of our financial condition and results of operations and audited financial statements for prior years.

13. The purchaser acknowledges that (i) any information that it has received or will receive relating to or in connection with this Issue, and the Rights Entitlements or the Rights Equity Shares, including this Letter of Offer and the Exchange Information (collectively, the "Information"), has been prepared solely by our Company; and (ii) none of the Lead Manager or any of its affiliates has verified such Information, and no recommendation, promise, representation or warranty (express or implied) is or has been made or given by the Lead Manager or its affiliates as to the accuracy, completeness or sufficiency of the Information, and nothing contained in the Information is, or shall be relied upon as, a promise, representation or warranty by any of them or their affiliates.

14. The purchaser will not hold our Company, the Lead Manager or their affiliates responsible for any misstatements in or omissions to the Information or in any other written or oral information provided by our Company to it. It acknowledges that no written or oral information relating to this Issue, and the Rights Entitlements or the Rights Equity Shares has been or will be provided by the Lead Manager or its affiliates to it.

15. The purchaser is a highly sophisticated investor and has such knowledge and experience in financial, business and international investment matters and is capable of independently evaluating the merits and risks (including for tax, legal, regulatory, accounting and other financial purposes) of an investment in the Rights Entitlements and the Rights Equity Shares. It, or any account for which it is acting, has the financial ability to bear the economic risk of investment in the Rights Entitlements and the Rights Equity Shares, has adequate means of providing for its current and contingent needs, has no need for liquidity with respect to any investment it (or such account for which it is acting) may make in the Rights Entitlements and the Rights Equity Shares, and is able to sustain a complete loss in connection therewith and it will not look to our Company, or to the Lead Manager, for all or part of any such loss or losses it

may suffer.

16. The purchaser understands and acknowledges that the Lead Manager are assisting our Company in respect of this Issue and that the Lead Manager are acting solely for our Company and no one else in connection with this Issue and, in particular, are not providing any service to it, making any recommendations to it, advising it regarding the suitability of any transactions it may enter into to subscribe or purchase any Rights Entitlements or Rights Equity Shares nor providing advice to it in relation to our Company, this Issue or the Rights Entitlements or the Rights Equity Shares. Further, to the extent permitted by law, it waives any and all claims, actions, liabilities, damages or demands it may have against the Lead Manager arising from its engagement with our Company and in connection with this Issue.

17. The purchaser understands that its receipt of the Rights Entitlements and any subscription it may make for the Rights Equity Shares will be subject to and based upon all the terms, conditions, representations, warranties, acknowledgements, agreements and undertakings and other information contained in this Letter of Offer and the Application Form. The purchaser understands that neither our Company, nor the Registrar, the Lead Manager or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of the Company have reason to believe is in the United States or outside of India and ineligible to participate in this Issue under applicable securities laws.

18. The purchaser understands that the foregoing representations and acknowledgments have been provided in connection with United States, India and other securities laws. It acknowledges that our Company and the Lead Manager, their affiliates and others (including legal counsels to each of our Company, the Lead Manager) will rely upon the truth and accuracy of the foregoing acknowledgements, representations, warranties and agreements and agree that, if at any time before the closing of this Issue or the issuance of the Rights Equity Shares, any of the acknowledgements, representations, warranties and agreements made in connection with its exercise of Rights Entitlements and subscription for the Rights Equity Shares is no longer accurate, it shall promptly notify our Company in writing.

Australia

This Letter of Offer does not constitute a prospectus or other disclosure document under the Corporations Act 2001 (Cth) ("Australian Corporations Act") and does not purport to include the information required of a disclosure document under the Australian Corporations Act. This Letter of Offer has not been lodged with the Australian Securities and Investments Commission ("ASIC") and no steps have been taken to lodge it as such with ASIC. Any offer in Australia of the Rights Entitlements and Equity Shares under this Letter of Offer may only be made to persons who are "sophisticated investors" (within the meaning of section 708(8) of the Australian Corporations Act), to "professional investors" (within the meaning of section 708(11) of the Australian Corporations Act) or otherwise pursuant to one or more exemptions under section 708 of the Australian Corporations Act so that it is lawful to offer the Rights Entitlements and Equity Shares in Australia without disclosure to investors under Part 6D.2 of the Australian Corporations Act.

If you are acting on behalf of, or acting as agent or nominee for, an Australian resident and you are a recipient of this the Letter of Offer, and any offers made under this Letter of Offer, you represent to the Issuer, Lead Managers that you will not provide this Letter of Offer or communicate any offers made under this Letter of Offer to, or make any applications or receive any offers for Rights Entitlements or Equity Shares for, any Australian residents unless they are a "sophisticated investor" or a "professional investor" as defined by section 708 of the Australian Corporations Act.

Any offer of the Rights Entitlements or the Equity Shares for on-sale that is received in Australia within 12 months after their issue by the Company, or within 12 months after their sale by a selling security holder (or a Lead Managers) under the Issue, as applicable, is likely to need prospectus disclosure to investors under Part 6D.2 of the Australian Corporations Act, unless such offer for on-sale in Australia is conducted in reliance on a prospectus disclosure exemption under section 708 of the Australian Corporations Act or otherwise. Any persons acquiring the Rights Entitlements and the Equity Shares should observe such Australian on-sale restrictions.

Bahrain

The Central Bank of Bahrain, the Bahrain Bourse and the Ministry of Industry, Commerce and Tourism of the Kingdom of Bahrain take no responsibility for the accuracy of the statements and information contained in this Letter of Offer or the performance of the Rights Entitlements or the Equity Shares, nor shall they have any liability to any person, investor or otherwise for any loss or damage resulting from reliance on any statements or information contained herein. This Letter of Offer is only intended for accredited investors as defined by the Central Bank of Bahrain. We have not made and will not make any invitation to the public in the Kingdom of Bahrain to subscribe to the Rights Entitlements or the Equity Shares and this Letter of Offer will not be issued, passed to, or made available to the public generally. The Central Bank of Bahrain has not reviewed, nor has it approved, this Letter of Offer or the marketing thereof in the Kingdom of Bahrain. The Central Bank of Bahrain is not responsible for the performance of the Rights Entitlements or the Equity Shares.

Cayman Islands

No offer or invitation to subscribe for the Rights Entitlements and the Equity Shares may be made to the public in the Cayman Islands.

China

This Letter of Offer may not be circulated or distributed in the People's Republic of China ("**PRC**") and the Rights Entitlements and the Equity Shares may not be offered or sold, and will not be offered or sold to any person for re-offering or resale directly or indirectly to, or for the benefit of, legal or natural persons of the PRC except pursuant to applicable laws and regulations of the PRC. Further, no legal or natural persons of the PRC may directly or indirectly purchase any of the Rights Entitlements and the Equity Shares or any beneficial interest therein without obtaining all prior PRC's governmental approvals that are required, whether statutorily or otherwise. Persons who come into possession of this Letter of Offer are required by the Issuer and its representatives to observe these restrictions. For the purpose of this paragraph, PRC does not include Taiwan and the special administrative regions of Hong Kong and Macau.

Dubai International Financial Centre

The Rights Entitlements and the Equity Shares have not been offered and will not be offered to any persons in the Dubai International Financial Centre except on that basis that an offer is:

(i) an "Exempt Offer" in accordance with the Markets Rules (MKT) module of the Dubai Financial Services Authority (the "**DFSA**") rulebook; and
(ii) made only to persons who meet the Professional Client criteria set out in Rule 2.3.3 of the Conduct of Business Module of the DFSA rulebook.

European Economic Area and the United Kingdom

In relation to each Member State of the European Economic Area and the United Kingdom (each a "**Relevant State**"), neither the Rights Entitlements or the Equity Shares have been offered or will be offered pursuant to the Issue to the public in that Relevant State prior to the publication of a prospectus in relation to the Rights Entitlements and the Equity Shares which has been approved by the competent authority in that Relevant State or, where appropriate, approved in another Relevant State and notified to the competent authority in that Relevant State, all in accordance with the Prospectus Regulation, except that offers of the Rights Entitlements and the Equity Shares may be made to the public in that Relevant State at any time under the following exemptions under the Prospectus Regulation:

a. to any legal entity which is a qualified investor as defined under the Prospectus Regulation;
b. to fewer than 150 natural or legal persons per Member State (other than qualified investors as defined under the Prospectus Regulation), subject to obtaining the prior consent of the Lead Managers for any such offer; or
c. in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of the Rights Entitlements or the Equity Shares shall require the Issuer or any Lead Manager to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation. This Letter of Offer is not a prospectus for the purposes of the Prospectus Regulation. The Issuer does not authorize the making of any offer of

Rights Entitlements and/or the Equity Shares in circumstances in which an obligation arises for the Issuer to publish a prospectus for such offer.

For the purposes of this provision, the expression an "**offer to the public**" in relation to any Rights Entitlements or the Equity Shares in any Relevant State means the communication to persons in any form and by any means, presenting sufficient information on the terms of the offer and Rights Entitlements or any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for those securities, and the expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129.

Hong Kong

The Rights Entitlements and the Equity Shares may not be offered or sold in Hong Kong by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32, Laws of Hong Kong), or (ii) to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a "prospectus" within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32, Laws of Hong Kong) and no advertisement, invitation or document relating to the Rights Entitlements and the Equity Shares may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to the Rights Entitlements and the Equity Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

Japan

The Rights Entitlements and the Equity Shares have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Law. No. 25 of 1948 as amended) (the "**FIEA**") and disclosure under the FIEA has not been and will not be made with respect to the Rights Entitlements and the Equity Shares. No Rights Entitlements or Equity Shares have, directly or indirectly, been offered or sold, and may not, directly or indirectly, be offered or sold in Japan or to, or for the benefit of, any resident of Japan as defined in the first sentence of Article 6, Paragraph 1, Item 5 of the Foreign Exchange and Foreign Trade Contract Act of Japan (Law No. 228 of 1949, as amended) ("**Japanese Resident**") or to others for re-offering or re-sale, directly or indirectly in Japan or to, or for the benefit of, any Japanese Resident except (i) pursuant to an exemption from the registration requirements of the FIEA and (ii) in compliance with any other relevant laws, regulations and governmental guidelines of Japan.

If an offeree does not fall under a "qualified institutional investor" (tekikaku kikan toshika), as defined in Article 10, Paragraph 1 of the Cabinet Office Ordinance Concerning Definition Provided in Article 2 of the Financial Instruments and Exchange Act (Ordinance of the Ministry of Finance No. 14 of 1993, as amended) (the "**Qualified Institutional Investor**"), the Rights Entitlements and Equity Shares will be offered in Japan by a private placement to small number of investors (shoninzu muke kanyu), as provided under Article 23- 13, Paragraph 4 of the FIEA, and accordingly, the filing of a securities registration statement for a public offering pursuant to Article 4, Paragraph 1 of the FIEA has not been made.

If an offeree falls under the Qualified Institutional Investor, the Rights Entitlements and the Equity Shares will be offered in Japan by a private placement to the Qualified Institutional Investors (tekikaku kikan toshikamuke kanyu), as provided under Article 23-13, Paragraph 1 of the FIEA, and accordingly, the filing of a securities registration statement for a public offering pursuant to Article 4, Paragraph 1 of the FIEA has not been made. To receive the Rights Entitlements and subscribe the Equity Shares (the "**QII Rights Entitlements and the QII Equity Shares**") such offeree will be required to agree that it will be prohibited from selling, assigning, pledging or otherwise transferring the QII Rights Entitlements and the QII Equity Shares other than to another Qualified Institutional Investor.

Kuwait

This Letter of Offer and does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy, the Rights Entitlements or the Equity Shares in the State of Kuwait. The Rights Entitlements and the Equity Shares have not been licensed for offering, promotion, marketing, advertisement or sale in the State of Kuwait by the

Capital Markets Authority or any other relevant Kuwaiti government agency. The offering, promotion, marketing, advertisement or sale of the Rights Entitlements and the Equity Shares in State of Kuwait on the basis of a private placement or public offering is, therefore, prohibited in accordance with Law No. 7 of 2010 and the Executive Bylaws for Law No. 7 of 2010, as amended, which govern the issue, offer, marketing and sale of financial services/products in the State of Kuwait ("Kuwait Securities Laws"). No private or public offering of the Rights Entitlements or the Equity Shares is or will be made in the State of Kuwait, and no agreement relating to the sale of the Rights Entitlements or the Equity Shares will be concluded in the State of Kuwait and no marketing or solicitation or inducement activities are being used to offer or market the Rights Entitlements or the Equity Shares in the State of Kuwait.

Luxembourg

The Rights Entitlements and the Equity Shares offered in this Letter of Offer may not be offered, sold or delivered to the public within the Grand Duchy of Luxembourg. This Letter of Offer is only intended for institutional investors. It is personal to each offeree and does not constitute an offer to any other person or to the public generally in Luxembourg to subscribe for or otherwise acquire the Rights Entitlements and the Equity Shares. Distribution of this Letter of Offer to any person other than the offeree and those persons, if any, retained to advise such offeree with respect thereto is unauthorized and any disclosure of any of its contents, without prior written consent of the Issuer, is prohibited.

Malaysia

No approval from the Securities Commission of Malaysia has been applied for or will be obtained for the offer or invitation in respect of the Issue under the Capital Markets and Services Act 2007. Neither has a prospectus been or will be registered with the Securities Commission of Malaysia in connection with the Issue in Malaysia. Accordingly, this Letter of Offer or any amendment or supplement hereto or any other offering document in relation to the Issue may not be distributed in Malaysia directly or indirectly for the purpose of any offer of the Rights Entitlements and the Equity Shares. The Rights Entitlements and the Equity Shares may not be offered or sold in Malaysia except pursuant to, and to persons prescribed under, Part I of Schedule 6 of the Malaysian Capital Markets and Services Act and no person may offer for subscription or purchase any of the Rights Entitlements and the Equity Shares directly or indirectly to anyone in Malaysia.

Mauritius

The Rights Entitlements and the Equity Shares may not be offered or sold, directly or indirectly, to the public in Mauritius. Neither this Letter of Offer nor any offering material or information contained herein relating to the offer of the Rights Entitlements and the Equity Shares may be released or issued to the public in Mauritius or used in connection with any such offer. This Letter of Offer does not constitute an offer to sell the Rights Entitlements and the Equity Shares to the public in Mauritius and is not a prospectus as defined under the Companies Act 2001.

New Zealand

This Letter of Offer has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "**FMC Act**"). This Issue is not an offer of financial products that requires disclosure under Part 3 of the FMC Act and no product disclosure statement, register entry or other disclosure document under the FMC Act will be prepared in respect of this Issue. The Rights Entitlements and the Equity Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

a. is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
b. meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
c. is large within the meaning of clause 39 of Schedule 1 of the FMC Act; or
d. is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act.

If, in the future, any person in New Zealand to whom the Rights Entitlements or the Equity Shares are issued or sold elects to sell any Rights Entitlements or Equity Shares, they must not do so in any manner which will, or is likely to, result in this Issue, or such sale, being viewed as an offer to which Part 3 of the FMC Act is applicable.

Oman

This Letter of Offer and the Rights Entitlements and the Equity Shares to which it relates may not be advertised, marketed, distributed or otherwise made available to any person in the Sultanate of Oman ("**Oman**") without the prior consent of the Capital Market Authority ("Oman CMA") and then only in accordance with any terms and conditions of such consent. In connection with the offering of the Rights Entitlements and the Equity Shares, no prospectus has been filed with the Oman CMA. The offering and sale of the Rights Entitlements and the Equity Shares described in this Letter of Offer will not take place inside Oman. This Letter of Offer is strictly private and confidential and is being issued to a limited number of sophisticated investors, and may neither be reproduced, used for any other purpose, nor provided to any other person than the intended recipient hereof does not constitute a public offer of the Rights Entitlements or the Equity Shares in Oman as contemplated by the Commercial Companies Law of Oman (Royal Decree 4/74) or the Capital Market Authority Law (Royal Decree 80/98) (the "CMAL"), nor does it constitute an offer to sell, or the solicitation of any offer to buy Non- Omani securities in the Sultanate of Oman as contemplated by Article 139 of the Executive Regulations of CMA. Additionally, this Letter of Offer and the Rights Entitlements and the Equity Shares is not intended to lead to the conclusion of a contract for the sale or purchase of securities. The recipient of this Letter of Offer and the Rights Entitlements and the Equity Shares represents that it is a sophisticated investor (as described in Article 139 of the Executive Regulations of the Capital Market Law) and that it has experience in business and financial matters that they are capable of evaluating the merits and risks of investments.

Qatar

This Letter of Offer is provided on an exclusive basis to the specifically intended recipient, upon that person's request and initiative, and for the recipient's personal use only and is not intended to be available to the public. Nothing in this prospectus constitutes, is intended to constitute, shall be treated as constituting or shall be deemed to constitute, any offer or sale of the Rights Entitlements or the Equity Shares in the State of Qatar or in the Qatar Financial Centre or the inward marketing of an investment fund or an attempt to do business, as a bank, an investment company or otherwise in the State of Qatar or in the Qatar Financial Centre. This Letter of Offer and the underlying instruments have not been reviewed, approved, registered or licensed by the Qatar Central Bank, The Qatar Financial Centre Regulatory Authority, The Qatar Financial Markets Authority or any other regulator in the State of Qatar. Any distribution of this Letter of Offer by the recipient to third parties in Qatar or the Qatar Financial Centre beyond these terms is not authorised and shall be at the liability of the recipient.

Saudi Arabia

This Letter of Offer may not be distributed in the Kingdom of Saudi Arabia except to such persons as are permitted under the Rules on the Offer of Securities and Continuing Obligations as issued by the board of the Saudi Arabian Capital Market Authority ("**CMA**") pursuant to resolution number 3-123-2017 dated 27 December 2017 as amended by resolution number 1-104-2019 dated 30 September 2019, as amended (the "**CMA Regulations**"). The CMA does not make any representation as to the accuracy or completeness of this Letter of Offer and expressly disclaims any liability whatsoever for any loss arising from, or incurred in reliance upon, any part of this Letter of Offer. Prospective purchasers of the Rights Entitlements and the Equity Shares offered hereby should conduct their own due diligence on the accuracy of the information relating to the Rights Entitlements and the Equity Shares. If you do not understand the contents of this Letter of Offer, you should consult an authorized financial adviser.

Singapore

This Letter of Offer has not been registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, neither this Letter of Offer nor any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Rights Entitlements or the Equity Shares may be circulated or distributed, nor may the Rights Entitlements and the Equity Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to any person in Singapore other than (i) existing holders of Equity Shares in the Company pursuant to Section 273(1)(cd)(i) of the Securities and Futures Act, Chapter 289 of Singapore (the "**Securities and Futures Act**"), or (ii) pursuant to, and in accordance with, the conditions of an exemption under Section 274 or Section 275 of the Securities and Futures Act and (in the case of an accredited investor) Regulation 3 of the Securities and Futures (Classes of Investors) Regulations 2018, or where applicable, Section 276 of the Securities and Futures Act.

Any reference to the Securities and Futures Act is a reference to the Securities and Futures Act, Chapter 289 of Singapore and a reference to any term as defined in the Securities and Futures Act or any provision in the Securities

and Futures Act is a reference to that term as modified or amended from time to time including by such of its subsidiary legislation as may be applicable at the relevant time.

Notification under Section 309B of the Securities and Futures Act: The Rights Entitlements and the Equity Shares are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

South Korea

We are not making any representation with respect to the eligibility of any recipients of this Letter of Offer to acquire the Rights Entitlements and the Equity Shares therein under the laws of Korea, including, but without limitation, the Foreign Exchange Transaction Law and Regulations thereunder. The Rights Entitlements and the Equity Shares have not been and will not be registered under the Financial Investment Services and Capital Markets Act of Korea (the "**FSCMA**"). Accordingly, the Rights Entitlements and the Equity Shares may not be offered, sold or delivered, or offered or sold to any person for re-offering or resale, directly or indirectly, in Korea or to, or for the account or benefit of, any resident of Korea (as such term is defined under the Foreign Exchange Transaction Law of Korea and its Enforcement Decree), for a period of one year from the date of issuance of the Rights Entitlements and the Equity Shares, except (i) where relevant requirements are satisfied, the Rights Entitlements and the Equity Shares may be offered, sold or delivered to or for the account or benefit of a Korean resident which falls within certain categories of qualified professional investors as specified in the FSCMA, its Enforcement Decree and the Regulation on Securities Issuance and Disclosure promulgated thereunder, or (ii) as otherwise permitted under applicable Korean laws and regulations.

Furthermore, the Rights Entitlements and the Equity Shares may not be re-sold to Korea residents unless the purchaser of the Rights Entitlements and the Equity Shares complies with all applicable regulatory requirements (including, but not limited to, governmental approval requirements under the Foreign Exchange Transaction Law and its subordinate decrees and regulations) in connection with purchase of the Rights Entitlements and the Equity Shares.

United Arab Emirates

This Letter of Offer has not been, and is not intended to be, approved by the UAE Central Bank, the UAE Ministry of Economy, the Emirates Securities and Commodities Authority or any other authority in the United Arab Emirates (the "**UAE**") or any other authority in any of the free zones established and operating in the UAE. The Rights Entitlements and the Equity Shares have not been and will not be offered, sold or publicly promoted or advertised in the UAE in a manner which constitutes a public offering in the UAE in compliance with any laws applicable in the UAE governing the issue, offering and sale of such securities. This Letter of Offer is strictly private and confidential and is being distributed to a limited number of investors and must not be provided to any other person other than the original recipient and may not be used or reproduced for any other purpose.

United Kingdom

In the United Kingdom, this Letter of Offer and any investment or investment activity to which this Letter of Offer relates is directed only at, being distributed and made available only to, and will be engaged in only with, persons who are qualified investors within the meaning of Article 2(e) of the Prospectus Regulation and who (i) fall within the definition of "investment professionals" contained in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), (ii) fall within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Order or (iii) to whom it can otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). Persons who are not relevant persons should not take any action on the basis of this Letter of Offer and should not act or rely on it or any of its contents.

SECTION VIII: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the documents for inspection referred to hereunder, would be available on the website of our Company at www.gateway-distriparks.com from the date of this Letter of Offer until the Issue Closing Date.

A. Material Contracts for the Issue

1. Issue Agreement dated [•] between our Company and the Lead Manager.

2. Registrar Agreement dated [•] between our Company and the Registrar to the Issue.

3. Bankers to the Issue Agreement dated [•] among our Company the Lead Manager, the Registrar to the Issue and the Bankers to the Issue.

4. Monitoring Agency Agreement dated [•] among our Company and the Monitoring Agency.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company, as amended.

2. Prospectus of our Company dated March 15, 2005.

3. Resolution of our Board dated June 10, 2020 approving the Issue.

4. Resolution of our Board dated [•] fixing the Issue Price.

5. Resolution of our Board dated [•] approving the Rights Entitlements ratio.

6. Resolution passed by the Fund Raising Committee dated [•], 2020 determining the Record Date.

7. Resolution passed by our Board dated [•], 2020 approving this Letter of Offer.

8. Annual Reports of our Company for Fiscals 2020, 2019, 2018, 2017 and 2016.

9. The Audited Consolidated Financial Statements and audit report thereon dated June 5, 2020 for Fiscal 2020.

10. Consents of our Directors, Company Secretary and Compliance Officer, Bankers to our Company, the Lead Manager, Monitoring Agency, legal counsels, Bankers to the Issue and the Registrar to the Issue for inclusion of their names in this Letter of Offer to act in their respective capacities.

11. In-principle approvals dated [•] and [•] issued by BSE and NSE respectively under Regulation 28(1) of the SEBI Listing Regulations.

12. The statement of possible special tax benefits dated [•] for our Company and our shareholders and our Material Subsidiary from S.R. Batliboi & Co. LLP, Chartered Accountants.

13. Due diligence certificate dated [•] addressed to SEBI from the Lead Manager.

14. Tripartite agreement dated September 8, 2004 between our Company, Link Intime India Private Limited (then, Intime Spectrum Registry Limited) and NSDL.

15. Tripartite agreement dated August 18, 2004 between our Company, Link Intime India Private Limited (then, Intime Spectrum Registry Limited) and CDSL.

Any of the contracts or documents mentioned in this Letter of Offer may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Eligible Equity Shareholders, subject to compliance with applicable law.

DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with. I further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY

_____

Prem Kishan Dass Gupta
Chairman and Managing Director

Date: [●]

Place: [●]

DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with. I further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE JOINT MANAGING DIRECTOR OF THE COMPANY

_____

Ishaan Gupta
Joint Managing Director

Date: [●]

Place: [●]

DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with. I further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE NON-EXECUTIVE DIRECTOR OF THE COMPANY

_____

Mamta Gupta
Non-Executive Director

Date: [●]

Place: [●]

DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with. I further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE ADDITIONAL DIRECTOR (NON-EXECUTIVE DIRECTOR) OF THE COMPANY

_____

Samvid Gupta
Additional Director (Non-Executive Director)

Date: [●]

Place: [●]

DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with. I further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR OF THE COMPANY

_____

Shabbir Hakimuddin Hassanbhai
Independent Director

Date: [●]

Place: [●]

DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with. I further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR OF THE COMPANY

_____

Bhaskar Avula Reddy
Independent Director

Date: [●]

Place: [●]

DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with. I further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR OF THE COMPANY

_____

Arun Kumar Gupta
Independent Director

Date: [●]

Place: [●]

DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with. I further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR OF THE COMPANY

_____

Shukla Wassan
Independent Director

Date: [●]

Place: [●]

DECLARATION

I hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF THE COMPANY

_____

Sandeep Shaw
Chief Financial Officer

Date: [●]

Place: [●]