



1st November, 2022

BSE Limited

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Dear Sir/ Madam,

Company No.: [543489/ GATEWAY]

Sub: Acquisition of upto 100% equity shareholding of Kashipur Infrastructure and Freight Terminal Private Limited by the Company from its existing shareholders

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("Listing Regulations")

Pursuant to Regulation 30 read with Part A of Schedule III of the Listing Regulations, we wish to inform you that the board of directors ("**Board**") of the Company, at their meeting held on 31st October 2022, approved the proposed acquisition by the Company of upto 100% shareholding of Kashipur Infrastructure and Freight Terminal Private Limited ("**KIFTPL**"), comprising of 63,20,700 equity shares.

The Company has also signed the Share Purchase Agreement ("**SPA**") with KIFTPL and its majority shareholders namely, Apollo Logisolutions Limited, India Glycols Limited and Kashipur Holdings Limited (together, the "**Sellers**") today, for acquisition by the Company of upto 100% shareholding of KIFTPL in an all-cash deal. In terms of the SPA, the Company will acquire 99.92% shareholding in KIFTPL from its majority shareholders and the process to acquire the remaining 0.08% shareholding from Fourcee Infrastructure Equipments Private Limited (in liquidation) has been initiated. The agreed purchase consideration for the acquisition of 99.92% shareholding of KIFTPL from its majority shareholders is INR 1,558,689,290 (Indian Rupees One Hundred Fifty Five Crores Eighty Six Lakh Eighty Nine Thousand Two Hundred Ninety Only), and the purchase consideration is subject to certain pre-closing and post-closing adjustments in accordance with the terms of the SPA, which is expected within Q3 of FY 2022-23. The remaining 0.08% shareholding will also be acquired at the same per share price as finally paid by the Company for acquisition of the 99.92% shareholding in terms of the SPA. The proposed transaction is subject to customary approvals, and other conditions precedent required to be fulfilled by KIFTPL and / or the Sellers.

This acquisition is well suited to the vision and future goals of the Company. The ICD at Kashipur is already operational and handling an average of 3000 TEUs per month. Currently KIFTPL provides only terminal services, while rail services are provided by other container train operators. With this planned acquisition, GDL will provide exclusive rail services to this ICD using its existing fleet of 31 trains. It will also offer all terminal services and road transportation, thereby transitioning this ICD to a full multimodal logistics park.



In addition, by utilising the strength of the existing network of ICDs and providing cost efficient rail services through the hub and spoke model, the Company will be able to grow the volumes at this ICD significantly.

The details required to be furnished under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular CIR/CFD/CMD/4/2015 dated 9 September 2015 are provided in **Annexure-A**.

Kindly take the above stated information on record.

For **Gateway Distriparks Limited (formerly Gateway Rail Freight Limited)**

Anuj Kalia
Company Secretary and Compliance Officer



Annexure-A

S. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	Kashipur Infrastructure and Freight Terminal Private Limited (“KIFTPL”). KIFTPL is engaged in the business of operating a private freight terminal and inland container depot at Kashipur, Uttarakhand for the purpose of providing logistics services to its customers. KIFTPL has earned a revenue of INR 27.5 Crores (approx.) in FY 2021-22.
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”.	No. The acquisition does not fall under the category of related party transaction(s) and the promoter/ promoter group/ group companies of the Company do not have any interest in KIFTPL.
3.	Industry to which the entity being acquired belongs.	Logistics - private freight terminal and inland container depot.
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The acquisition will add new capabilities and will promote GDL’s plans of growth and expansion of its business activities, by having presence in Uttarakhand. The transaction is expected to be value accretive for GDL and will assist GDL in strengthening its business operations pan India.
5.	Brief details of any governmental or regulatory approvals required for the acquisition.	Not Applicable
6.	Indicative time period for completion of the acquisition	The acquisition is likely to be completed within the third quarter of FY 2022-23
7.	Nature of consideration- whether cash consideration or share swap and details of the same	Cash consideration
8.	Cost of acquisition or the price at which the shares are acquired.	The agreed purchase consideration for the acquisition of 99.92% shareholding of KIFTPL from its majority shareholders is INR 1,558,689,290 (Indian Rupees One Hundred Fifty Five Crores Eighty Six Lakh Eighty Nine Thousand Two Hundred Ninety Only), and the purchase consideration is subject to



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		certain pre-closing and post-closing adjustments in accordance with the terms of the SPA, which is expected within Q3 of FY 2022-23. The remaining 0.08% shareholding will also be acquired at the same per share price as finally paid by the Company for acquisition of the 99.92% shareholding in terms of the SPA.
9.	Percentage of shareholding / control acquired and / or number of shares acquired	GDL will acquire 99.92% shareholding in KIFTPL from its majority shareholders. The process to acquire the remaining 0.08% shareholding from Fourcee Infrastructure Equipments Private Limited (in liquidation) has been initiated.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).	<p>KIFTPL is a private limited company incorporated on 11 November 2011 under the provisions of the Companies Act 1956, having its registered office in New Delhi.</p> <p>KIFTPL is engaged in the business of operating a private freight terminal and inland container depot at Kashipur, Uttarakhand for the purpose of providing logistics services to its customers.</p> <p>The turnover of KIFTPL for the last 3 financial year is stated below:</p> <p>(a) FY 2021-2022: INR 27.55 crores (b) FY 2020-2021: INR 20.25 crores (c) FY 2019-2020: INR 17.40 crores</p>