

**GATI LIMITED**Regd. & Corp. Office: Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084. Tel.: (040) 7120 4284, Fax: (040) 2311 2316  
E-mail: fd@gati.com | www.gati.com | CIN: L63011TG1995PLC020121 | Toll Free No.: 1800-180-4284**FORM DPT-1 CIRCULAR OR CIRCULAR IN THE FORM OF ADVERTISEMENT INVITING DEPOSITS**  
**[Pursuant to Section 73 (2)(a) and Section 76 and Rule 4(1) and 4(2) of the Companies (Acceptance of Deposits) Rules, 2014]****1. GENERAL INFORMATION**

a.	Name, address, website and other contact details of the Company	Gati Limited: Regd. & Corp. Office: Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084 Tel.: +91-40-7120 4284, Fax: +91-40-2311 2316		
b.	Date of incorporation of the Company	25th April, 1995		
c.	Business carried on by the Company and its subsidiaries, with the details of branches or units, if any	The Company is engaged in the business of integrated logistics. Subsidiaries: Gati Kintetsu Express Pvt. Ltd. : The Company is engaged in the business of express distribution and supply chain Gati Kausar India Ltd. : The Company is engaged in the business of cold chain distribution Gati Import Export Trading Ltd. : The Company is engaged in the business of imports, trade and distribution Gati Logistics Parks Pvt. Ltd. : The Company is engaged in the business of setting up of integrated logistics parks Gati Projects Pvt. Ltd. : The Company is engaged in the business of dealing in immovable properties Zen Cargo Movers Pvt. Ltd. : The Company is engaged in the business of Customs House Agency Gati Asia Pacific Pvt. Ltd. : The Company is engaged in the business of International Freight Forwarding		
d.	Brief particulars of the management of the company	The Company is managed by the Managing Director, subject to the superintendence, control and direction of the Board of Directors.		
e.	Names, addresses, DIN and occupations of the directors			
S.No.	Name	Address	DIN	Occupation
1	Mr. K.L. Chugh Chairman	N-79, Panchsheel Park, New Delhi – 110 017	00140124	Industrialist
2	Mr. Mahendra Agarwal Founder & CEO	Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084	00179779	Industrialist
3	Mr. N. Srinivasan Independent Director	Kothari Buildings, 114, Mahatma Gandhi Salai, Nungambakkam, Chennai – 600 034	00004195	Service
4	Dr. P. Sudhakar Reddy Independent Director	401, 4th Floor, Lumbini Lakeview Apts., Rajbhavan Road, Somajiguda, Hyderabad – 500 082	00608915	Medical Professional
5	Mr. Sunil Kumar Alagh Independent Director	SKA Advisors Pvt. Ltd., 12C, IL Palazzo, Malabar Hills, Mumbai – 400 006	00103320	Management Consultant
6	Mr. Sanjeev Kumar Jain Director Finance	Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084	05325926	Service
7	Mr. Yoshinobu Mitsuhashi Independent Director	Kintetsu World Express Inc., 20, Changi South Avenue 2, Singapore – 486 547	03121427	Service
8	Mr. P.N. Shukla Independent Director	161, Samrat Ashoka Housing Society, Plot No. 6, Sector 18A, Dwaraka, New Delhi – 110 078	01868580	Director
9	Ms. Sheela Bhide Independent Director	B-1/8, Vasant Vihar, New Delhi – 110 057	01843547	Service
f.	Management's perception of risk factors	The Company is investing its funds only for the purpose of business and hence there are no financial risks except normal business risks that any Company has to face. The Company has taken out adequate insurance policies for covering the risks to the Company's properties.		
g.	Details of default, including the amount involved, duration of default and present status, in repayment of	i) Statutory dues: Nil ii) Debentures and interest thereon: Nil iii) Loan from any bank or financial institution and interest thereon: Nil		

**2. PARTICULARS OF THE DEPOSIT SCHEME**

a.	Date of passing Board resolution	27.04.2016
b.	Date of passing resolution in the general meeting authorising the invitation of such deposits	30.07.2015
c.	Type of deposits, i.e., whether secured or unsecured	Unsecured
d.	Details of deposit amounts	(₹ in lakhs)
i)	Amount which the Company can raise by way of deposits per act and rules made there under.	5389.98
ii)	Aggregate deposit held on:	
a)	Last day of the immediately preceding financial year	3614.44
b)	On the date of issue of the circular or advertisement	3614.44
iii)	Amount of deposits proposed to be raised	5389.98
iv)	Amount of deposits repayable within the next twelve months	1712.53

**e. Terms of raising of deposits:**

Duration (months)	12	24	36
Rate of interest (% age p.a)*	8.50	8.75	9.00
Mode of payment	Cheque or Demand Draft		
Mode of repayment	Cheque		

\*Additional rate of 0.25% p.a. for senior citizens (age above 60 years), shareholders & employees

**f. Proposed time schedule**

i)	Date of opening the scheme	01.06.2016
ii)	Time period for which the circular or advertisement is valid	27.04.2017
g.	Reasons or objects of raising the deposits	Working capital

**h. Credit rating obtained**

i)	Name of the Credit Rating Agency	Credit Analysis & Research Ltd.
ii)	Rating obtained	"A-"
iii)	Meaning of the rating obtained	Adequate degree of safety
iv)	Date on which rating was obtained	27.07.2015
i.	Short particulars of the charge created or to be created for securing such deposits, if any	N/A (Unsecured deposits)
j.	Any financial or other material interest of the directors, promoters or key managerial personnel in such deposits, and the effect of such interest in so far as it is different from the interests of other persons	Nil

**3. DETAILS OF ANY OUTSTANDING DEPOSITS:**

a.	Amount outstanding (matured but not claimed)	₹99.35 lakhs					
b.	Date of acceptance	01.06.2015					
c.	Total amount accepted	₹3614.44 lakhs					
d.	Rate of interest	1-year	8.50%	2 years	8.75%	3 years	9.00%
e.	Total number of depositors	4048					
f.	Default, if any, in repayment of deposits and payment of interest thereon, if any, including number of depositors, amount and duration of default involved	Nil					
g.	Any waiver by the depositors, of interest accrued on deposits	Nil					

**4. FINANCIAL POSITION OF THE COMPANY**

a. Profit of the Company before and after making provision for tax (₹ in Millions)

Financial Year Ended	Profit Before Tax	Profit After Tax
31.03.2014	128.67	205.59
31.03.2015	256.80	238.70
31.03.2016	223.30	198.30

b. Dividend declared by the Company, and interest coverage ratio in respect of the said three financial years.

Financial Year Ended	Dividend Declared		Interest Coverage Ratio
	Amount (₹ in Lakhs)	%	
31.03.2014	611	35	3.74
31.03.2015	1225	70	3.05
31.03.2016	877**	50	2.27

\*\* Recommended by the directors, and to be declared at the Annual General Meeting

c. A summary of the financial position of the Company as in the three audited balance sheets immediately preceding the date of issue of circular or advertisement. (₹ in Millions)

PARTICULARS	31st March 2016	31st March 2015	30th June 2014
<b>EQUITY AND LIABILITIES</b>			
Share capital	175.45	175.0	174.5
Reserves and surplus	6,052.54	6,025.6	6,225.4
	<b>6,227.99</b>	<b>6,200.6</b>	<b>6,399.9</b>
<b>Non-Current Liabilities</b>			
Long term borrowings	2,199.48	2,091.7	1713.1
Deferred tax liabilities (net)	40.61	28.2	11.8
Other long term liabilities	12.18	12.0	5.5
Long term provisions	407.65	286.5	186.3
	<b>2,659.91</b>	<b>2,418.7</b>	<b>1,916.7</b>
<b>Current Liabilities</b>			
Short term borrowings	274.49	287.1	137.6
Trade payables	314.20	251.6	268.1
Other current liabilities	806.56	686.3	570.1

Particulars	Audited 31-03-2016	Audited 31-03-2015	Audited 30-06-2014
Short term provisions	208.02	184.5	167.6
	<b>1,603.28</b>	<b>1,409.5</b>	<b>1,143.4</b>
<b>Total equity and liabilities</b>	<b>10,491.17</b>	<b>10,028.8</b>	<b>9,460.0</b>
<b>ASSETS</b>			
<b>Non-current Assets</b>			
(a) Fixed assets	1,313.24	1,292.5	1,055.7
(b) Non-current investment	6,583.20	6,583.2	6,436.9
(c) Long term loans and advances	318.47	294.2	252.5
(d) Other non-current assets	7.66	17.2	17.4
	<b>8,222.56</b>	<b>8,187.1</b>	<b>7,762.5</b>
<b>Current Assets</b>			
(a) Inventories	13.09	9.1	15.7
(b) Trade receivables	737.73	626.3	379.1
(c) Cash & cash equivalents	204.40	125.1	130.6
(d) Short term loans and advances	1,313.39	1,080.9	1,172.1
	<b>2,268.61</b>	<b>1,841.4</b>	<b>1,697.5</b>
<b>Total assets</b>	<b>10,491.17</b>	<b>10,028.5</b>	<b>9,460.0</b>

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	Audited 31-03-2016	Audited 31-03-2015	Audited 30-03-2014
<b>(I) Cash flows from operating activities</b>			
Net Profit After Tax	198.20	238.7	205.6
Add:			
Provision for tax	25.0	18.0	(76.9)
<b>Net profit before taxation</b>	<b>223.20</b>	<b>256.6</b>	<b>128.7</b>
<b>Adjustment for non-cash and non-operating items</b>			
Depreciation and amortisation	161.88	100.9	40.5
Interest on borrowings (net)	175.31	139.2	46.9
(Profit)/Loss on sale of fixed assets (net)	(5.72)	0.0	(17.7)
Dividend income	(84.0)	(175.0)	(70.0)
Interest income	(81.51)	(71.0)	(74.8)
Rental income received	(32.61)	(38.6)	(9.4)
<b>Operating profits before working capital changes</b>	<b>356.56</b>	<b>212.2</b>	<b>44.2</b>
(Increase)/Decrease in sundry debtors (net of bad debts)	(111.44)	(247.2)	(98.1)
(Increase)/Decrease in inventories	(4.03)	6.6	(3.5)
(Increase)/Decrease in loans & advances	(232.46)	(332.0)	(237.9)
Increase/(Decrease) in trade payables	62.58	(18.8)	166.3
Increase/(Decrease) in other liabilities	86.81	17.5	29.6
Increase/(Decrease) in short term borrowings	(12.58)	149.5	57.2
Increase/(Decrease) in provisions	214.67	8.0	(99.7)
<b>Cash generated from operations</b>	<b>360.11</b>	<b>(204.2)</b>	<b>(142.1)</b>
(Income tax paid) net tax refund received	8.02	(0.1)	0.5
<b>Net cash from operating activities</b>	<b>368.13</b>	<b>(204.4)</b>	<b>(141.6)</b>
<b>(II) Cash flow from investing activities</b>			
(Increase)/Decrease in capital WIP	(17.90)	359.7	(135.4)
(Increase)/Decrease in capital advances (net)	(24.35)	4.0	(1.2)
Purchase of investments	(0.00)	(0.03)	(0.03)
Advances made	-	-	-
Sale of investment	(0.00)	3.0	-
Interest received	73.49	71.0	74.8
Rent income	32.61	38.6	9.4
Dividend income	84.00	175.0	70.0
Transfer/(Purchase)/Sale of fixed assets (net)	(42.91)	(634.9)	21.4
<b>Net cash from investing activities</b>	<b>104.94</b>	<b>16.4</b>	<b>38.9</b>
<b>(III) Cash flow from financing activities</b>			
Proceeds from issue of share capital	(0.49)	0.4	1.4
Increase/(Decrease) in share option	(1.88)	-	-
Increase/(Decrease) in share premium	(121.14)	5.5	22.5
Receipt of secured loans	172.95	471.1	157.1
Repayment of secured loans	-	(198.2)	(102.5)
Public deposit	(114.37)	155.8	127.0
Dividend paid (including dividend tax)	(69.98)	(113.5)	(54.8)
Interest on loans paid	(175.31)	(139.2)	(46.9)
<b>Net cash from financing activities</b>	<b>(310.22)</b>	<b>181.9</b>	<b>103.7</b>
<b>Foreign currency exchange gain/(loss)</b>	<b>4.10</b>	<b>0.7</b>	<b>(2.2)</b>
<b>Net Increase/(Decrease) in cash and cash equivalents (I + II + III)</b>	<b>166.95</b>	<b>(5.4)</b>	<b>(1.2)</b>
Cash and cash equivalents in the beginning of the year	125.17	130.6	131.7
Cash and cash equivalents in the end of the year	204.40	125.2	130.6
<b>Cash flow from activities during the year</b>	<b>79.23</b>	<b>(5.4)</b>	<b>(1.2)</b>

e. There is no change in accounting policies during the last three years.

**5. A DECLARATION BY THE DIRECTORS THAT:**

- The Company has not defaulted in the repayment of deposits accepted either before or after the commencement of the act or payment of interest thereon.
- The Board of Directors have satisfied themselves fully with respect to the affairs and prospects of the Company, and that they are of the opinion that having regard to the estimated future financial position of the Company, the Company will be able to meet its liabilities as and when they become due, and that the Company will not become insolvent within a period of one year from the date of issue of the circular or advertisement.
- The Company has complied with the provisions of the act and the rules made thereunder.
- The compliance with the act and the rules does not imply that repayment of deposits is guaranteed by the Central Government.
- In case of any adverse change in credit rating, depositors will be given a chance to withdraw deposits without any penalty.
- The deposits shall be used only for the purposes indicated in the circular or circular in the form of advertisement.
- The deposits accepted by the Company (other than the secured deposits, if any, aggregate amount of which to be indicated) are unsecured, and rank pari-passu with other unsecured liabilities of the Company.

By order of the Board  
For Gati Limited

Name of Directors	Signature
Mr. K.L. Chugh	Sd/-
Mr. Mahendra Agarwal	Sd/-
Mr. N. Srinivasan	Sd/-
Dr. P. Sudhakar Reddy	Sd/-
Mr. Sunil Kumar Alagh	Sd/-
Mr. Sanjeev Kumar Jain	Sd/-
Mr. Yoshinobu Mitsuhashi	Sd/-
Mr. P.N. Shukla	Sd/-
Ms. Sheela Bhide	Sd/-

Place: Hyderabad  
Date: 27-04-2016