

# NOTICE

**NOTICE** is hereby given that the 25th (Twenty Fifth) Annual General Meeting of the Members of Gati Limited (CIN: L63011TG1995PLC020121) will be held on Monday, December 28, 2020 at 3.00 PM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered office of the Company situated at Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad, Telangana – 500084 shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made thereat, to transact the following businesses:

## Ordinary Business:

- To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

- To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the Report of the Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

- To appoint a Director in place of Mr. Yasuhiro Kaneda (DIN: 07619127), who retires by rotation and, being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s) pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Yasuhiro Kaneda (DIN: 07619127), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

## Special Business:

### 4. Appointment of Branch Auditor

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) and the Rules made thereunder, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Board of Directors be and is hereby authorized to appoint Branch Auditor(s) for any branch office of the Company for the financial year 2020-21, whether existing or which may be opened / acquired hereafter, outside India, in consultation with the Company’s Auditors, any person(s) qualified to act as Branch Auditors within the provisions of Section 143(8) of the Act and to fix their remuneration.”

### 5. Appointment of Mr. Shashi Kiran Shetty (DIN: 00012754) as Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions if any, of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Shashi Kiran Shetty (DIN- 00012754) who was appointed as an Additional Director of the Company in terms of Section 161 of the Act by the Board of Directors on the recommendation of the Nomination and Remuneration Committee with effect from February 04, 2020 and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office is liable to determination by retirement of Directors by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

### 6. Appointment of Mr. Kaiwan Kalyaniwalla (DIN: 00060776) as Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions if any, of the Companies Act, 2013 (the Act) and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s)

or re-enactment thereof for the time being in force) Mr. Kaiwan Kalyaniwalla (DIN - 00060776) who was appointed as an Additional Director of the Company in terms of Section 161 of the Act by the Board of Directors on the recommendation of Nomination and Remuneration Committee with effect from February 04, 2020 and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office is liable to determination by retirement of Directors by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

**7. Appointment of Ms. Cynthia D’Souza (DIN: 00420046) as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Ms Cynthia Dsouza (DIN: 00420046), who was appointed as an Additional Director of the Company with effect from July 03, 2020 under Section 161 of the Act and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 years commencing from July 03, 2020.”

**“RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

**8. Appointment of Mr. Mohinder Pal Bansal (DIN: 01626343) as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Mohinder Pal Bansal (DIN: 01626343), who was appointed as an Additional Director of the Company with effect from July 03, 2020 under Section 161 of the Act and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 years commencing from July 03, 2020.”

**“RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

**9. Appointment of Mr. Dinesh Kumar Lal (DIN: 00037142) as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Dinesh Lal (DIN: 00037142), who was appointed as an Additional Director of the Company with effect from July 03, 2020 under Section 161 of the Act and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 years commencing from July 03, 2020.”

**“RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

## 10. Appointment of Mr. Shashi Kiran Shetty (DIN: 00012754) as a Managing Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the "Listing Regulations"), and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Shashi Kiran Shetty (DIN: 00012754), as the Managing Director of the Company, for a period of 5 (five) years with effect from November 04, 2020, on the remuneration and the terms and conditions, as set out below and as per the letter of appointment to be issued by the Company to Mr. Shashi Kiran Shetty, subject to the same not exceeding the limits specified in Schedule V of the Act or any amendment thereto."

### Proposed Terms & Conditions and Remuneration:

#### (i) Tenure:

The appointment shall be for a period of 5 years commencing from November 04, 2020 subject to the provisions of the Listing Regulations and the Act as may be amended both from time to time.

#### (ii) Duties and Responsibilities:

Subject to the superintendence, control and overall direction of the Board of Directors of the Company, the Managing Director shall have the power for general conduct and management of the whole of business and affairs of the Company, except in the matter which may be specifically required to be done by the Board either as per the provisions of the Act or by the Articles of Association of the Company and the Managing Director shall also exercise and perform such powers and duties as the Board of Directors of the Company (hereinafter called as "the Board") may from time to time determine and shall also do and perform all other acts and things which in the ordinary course of business he may consider necessary or proper or in the interest of the Company.

#### (iii) Salary:

Mr. Shashi Kiran Shetty will draw no remuneration from the Company. However as he is also the Chairman & Managing Director of Allcargo Logistics Limited (Holding Company), he will draw remuneration from the Holding Company.

#### (iv) Perquisites:

Mr. Shashi Kiran Shetty will not avail any perquisites from the Company as he shall avail the same from the Holding Company.

#### (v) Commission:

Based on the Net profits of the Company computed in the manner laid down in Section 198 of the Act, and subject to the overall ceiling limits as prescribed under Section 197 & 198 and other applicable provisions of the Act read with Schedule V of the Act, Mr. Shashi Kiran Shetty may draw commission from the Company.

#### (vi) Other terms and conditions:

- a) The Managing Director as long as he holds the said position shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
- b) Mr. Shashi Kiran Shetty shall, while he continues to hold office of the Managing Director, be subject to retirement by rotation and he shall be reckoned as a Director for the purpose of determining the directors liable to retire by rotation and such retirement and re-appointment shall, unless he is not re-appointed as a director, not constitute a break in his engagement as Managing Director during the tenure of his term and subsequent renewals thereof. Mr. Shashi Kiran Shetty shall not ipso facto cease to be a Director, if he ceases to hold office of Managing Director for any cause.
- c) Notice Period shall be six months by either himself or by the Company.
- d) Mr. Shashi Kiran Shetty can be appointed as Director or Managing Director or Whole-Time Director on the Board of other Companies including subsidiaries in accordance with the provisions of the applicable laws in India.

**"RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

## 11. Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 of Companies Act, 2013 (hereinafter referred as the "Companies Act") read with Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, and the provisions of the Memorandum of Association and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to re-classify and increase the Authorized Share Capital of the Company as below:

- i) The existing Authorized Share Capital of the Company i.e., Rs. 30,00,00,000/- (Rupees Thirty Crores) comprising of 12,50,00,000 (Twelve Crores Fifty Lakhs) equity shares

of face value of Rs. 2/- each and 5,00,000 (Five Lakhs) Redeemable Preference Shares of Rs. 100/- each, be and is hereby re-classified to Rs. 30,00,00,000/- (Rupees Thirty Crores) comprising of 15,00,00,000 (Fifteen Crores) equity shares of face value of Rs. 2/- each, after cancelling the existing unissued Redeemable Preference share capital comprising of 5,00,000 (Five Lakhs) Redeemable Preference Shares of Rs. 100/- each.

- ii) The existing Authorised Share Capital of the Company be and is hereby increased by Rs.5,00,00,000/- (Rupees Five Crores) i.e., from Rs. 30,00,00,000/- (Rupees Thirty Crores) to Rs. 35,00,00,000 (Rupees Thirty Five Crores) comprising of 17,50,00,000 (Seventeen Crores Fifty Lakhs) equity shares of face value of Rs. 2/- each.

**RESOLVED FURTHER THAT** pursuant to Section 13, 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval from the shareholders of the Company, consent of the Board of Directors be and is hereby accorded to substitute the existing clause V of the Memorandum of Association of the Company with the following new Clause V:

“The Authorized Share Capital of the Company is Rs. 35,00,00,000 (Rupees Thirty Five Crores) divided into 17,50,00,000 (Seventeen Crores Fifty lakhs) Equity Shares of Rs. 2/- (Rupees Two Only) each.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, any one of the Directors, Chief Financial Officer and Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient and to sign, execute and submit all the requisite documents with the appropriate authority including filing of requisite documents with the Registrar of Companies.”

**“RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

## 12. Alteration of Articles of Association of the Company.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof) (“the Act”) and subject to other permissions and approvals, if any, as may be required, the Articles of Association of the Company be and is hereby amended by way of addition of following Articles :

### Article 89 A

- (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or rendered, and every vote not disallowed at such meeting shall be valid for all purposes.

- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

### Article 110 A

The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may deem fit with respect to keeping of any such register.

### Article 112 (iii)

Subject to the Provisions of the Act, an individual being the Chairperson of the Company may also hold the position of Managing Director / equivalent position of the Company at the same time.

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof) (“the Act”) and subject to other permissions and approvals, if any, as may be required, the Articles of Association of the Company be and is hereby amended by way of omission of following Articles :

### Article 83

A member paying the whole or a part of the amount remaining unpaid on any shares held by him although no part of that amount has been called up shall not be entitled to voting rights in respect of the moneys so paid by him.

### Article 89

Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

### Article 92

On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the vote he uses.

### Article 116(iii)

The quorum of any of the committees so constituted by the Board may be any two members of the Committee.

### Article 123(ii)

The seal shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two Directors and of the Secretary of such other

person as the Board may appoint for the purpose; and those two Directors and the Secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

#### Article 128

Where the capital is paid in advance of the calls upon the footing that the same shall carry interest, such capital shall not whilst carrying interest confer a right to dividend or to participate in profits.

**"RESOLVED FURTHER THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof) ("the Act") and subject to other permissions and approvals, if any, as may be required, the Articles of Association of the Company be and is hereby amended by way of substitution of following Articles:

#### Article 102

Notwithstanding anything to the contrary contained in these regulations, so long as any moneys remain owing by the Company to the Bank(s), Financial Institution(s), Body Corporate(s) and Insurance Company(ies) or a State Government or State Government themselves (each of the above is hereinafter in this Article referred to as "The Corporation") out of any loans, debentures and assistance granted by them to the Company or so long as the Corporation hold or continues to hold Debentures/Shares in the Company as a result of underwriting or by direct subscription or private placements, any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, (which Director/Directors, is/are hereinafter referred to as 'Nominee Director/s') on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s.

The Board of Directors of the Company shall have no power to remove from office the Nominee Directors at the option of the Corporation. Such Nominee Director/s shall not be required to hold any qualification share in the company. Also at the option of the Corporation such Nominee Director/ s shall not be liable to retire by rotation. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and subject to the same obligations as any other Director of the Company.

The Nominee Director/s so appointed shall hold the office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation hold or continues to hold debentures / shares in the Company as a result of under writing or by direct subscription or private placement or the liability of the Company arising out of the guarantee is outstanding and the Nominee Directors so appointed in exercise of the said power shall ipso facto vacate such office immediately after the moneys owing by the Company to the Corporation are paid off or the Corporation ceasing to hold Debenture/shares in the company or on the satisfaction of liability of the Company arising out of guarantee furnished by the Corporation.

The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other directors of the company are entitled, but if any other fees, commission, monies or remuneration in any form is payable to the Directors of the Company, the same need not be paid by the company to the Corporation or Director/s. Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment of Directorship, such expenses shall also be paid or reimbursed by the Company to the Corporation or as the case may be, to such Nominee Director/s.

Provided that if any such Nominee Director/s is an officer of the Corporation, the sittings fees in relation to such Nominee Director/s shall also accrue to the Corporation or as the case may be, to such Nominee Director/s,

Provided also that in the events of the Nominee Director/s being appointed as Whole-time Director/ s, such Nominee Director/s shall exercise such powers and duties as may be approved by the Corporation and have such rights which are usually exercised or available to a whole time Director in the management of the affairs of the Company.

#### Article 103

Subject to the Provisions of the Act, not less than two-thirds of the total number of Directors other than Independent Directors shall be liable to retire by rotation as per the provisions of the Act, and rules made there under, from time to time.

#### Article 107(ii)

The remuneration payable to the Directors, including any Managing or Whole-time Director or Manager, if any, shall be paid as per the provisions of the Act.

#### Article 140

The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

#### 13. Approval of request received from Mr. Mahendra Kumar Agarwal, Promoter for reclassification from "Promoter" category to "Public" category.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), and subject to approval from the BSE Limited, National Stock Exchange of India Limited (herein after referred to as stock exchanges), the Securities and Exchange Board of India and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded to reclassify the following applicant from “Promoter” category to “Public” category:

Name of the Promoter	No. of shares held as on September 28, 2020	Percentage (%)
Mr. Mahendra Kumar Agarwal	15,74,935	1.29
<b>Total</b>	<b>15,74,935</b>	<b>1.29</b>

**RESOLVED FURTHER THAT** in supersession of any provision, the applicant’s special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

**RESOLVED FURTHER THAT** the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from “Promoter” to “Public”.

**RESOLVED FURTHER THAT** on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

**RESOLVED FURTHER THAT** the Directors and the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from the Securities and Exchange Board of India, BSE Limited, the National Stock Exchange of India Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions”.

**14. Approval of request received from TCI Finance Limited, Persons belonging to the Promoter Group for reclassification from “Promoter Group” category to “Public” category.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), and subject to approval from the BSE Limited, National Stock Exchange of India Limited (herein after referred to as stock exchanges), the Securities and Exchange Board of India and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded to reclassify the following applicant from “Promoter Group” category to “Public” category:

Name of the Promoter	No. of shares held as on September 28, 2020	Percentage (%)
TCI Finance Limited	10,03,250	0.82
<b>Total</b>	<b>10,03,250</b>	<b>0.82</b>

**RESOLVED FURTHER THAT** in supersession of any provision, the applicant’s special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

**RESOLVED FURTHER THAT** the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from “Promoter” to “Public”.

**RESOLVED FURTHER THAT** on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

**RESOLVED FURTHER THAT** the Directors and the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from the Securities and Exchange Board of India, BSE Limited, the National Stock Exchange of India Limited (as

applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions”.

**15. Approval of request received from Mahendra Investment Advisors Private Limited, Persons belonging to the Promoter Group for reclassification from “Promoter Group” category to “Public” category.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), and subject to approval from the BSE Limited, National Stock Exchange of India Limited (herein after referred to as stock exchanges), the Securities and Exchange Board of India and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded to reclassify the following applicant from “Promoter Group” category to “Public” category:

Name of the Promoter	No. of shares held as on September 28, 2020	Percentage (%)
Mahendra Investment Advisors Private Limited	1,51,577	0.12
<b>Total</b>	<b>1,51,577</b>	<b>0.12</b>

**RESOLVED FURTHER THAT** in supersession of any provision, the applicant’s special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

**RESOLVED FURTHER THAT** the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from “Promoter” to “Public”.

**RESOLVED FURTHER THAT** on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

**RESOLVED FURTHER THAT** the Directors and the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from the Securities and Exchange Board of India, BSE Limited, the National Stock Exchange of India Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions”.

**16. Approval of request received from Mahendra Kumar Agarwal & Sons HUF, Persons belonging to the Promoter Group for reclassification from “Promoter Group” category to “Public” category.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), and subject to approval from the BSE Limited, National Stock Exchange of India Limited (herein after referred to as stock exchanges), the Securities and Exchange Board of India and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded to reclassify the following applicant from “Promoter Group” category to “Public” category:

Name of the Promoter	No. of shares held as on September 28, 2020	Percentage (%)
Mahendra Kumar Agarwal & Sons HUF	5,46,083	0.45
<b>Total</b>	<b>5,46,083</b>	<b>0.45</b>

**RESOLVED FURTHER THAT** in supersession of any provision, the applicant’s special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

**RESOLVED FURTHER THAT** the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from “Promoter” to “Public”.

**RESOLVED FURTHER THAT** on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such

reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

**RESOLVED FURTHER THAT** the Directors and the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from the Securities and Exchange Board of India, BSE Limited, the National Stock Exchange of India Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions”.

**17. Approval of request received from Bunny Investments & Finance Private Limited, Persons belonging to the Promoter Group for reclassification from “Promoter Group” category to “Public” category.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), and subject to approval from the BSE Limited, National Stock Exchange of India Limited (herein after referred to as stock exchanges), the Securities and Exchange Board of India and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded to reclassify the following applicant from “Promoter Group” category to “Public” category:

Name of the Promoter	No. of shares held as on September 28, 2020	Percentage (%)
Bunny Investments & Finance Private Limited	2,73,126	0.22
<b>Total</b>	<b>2,73,126</b>	<b>0.22</b>

**RESOLVED FURTHER THAT** in supersession of any provision, the applicant’s special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

**RESOLVED FURTHER THAT** the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of

sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from “Promoter” to “Public”.

**RESOLVED FURTHER THAT** on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

**RESOLVED FURTHER THAT** the Directors and the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from the Securities and Exchange Board of India, BSE Limited, the National Stock Exchange of India Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions”.

**18. Approval of request received from Jubilee Commercial & Trading Private Limited, Persons belonging to the Promoter Group for reclassification from “Promoter Group” category to “Public” category.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), and subject to approval from the BSE Limited, National Stock Exchange of India Limited (herein after referred to as stock exchanges), the Securities and Exchange Board of India and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded to reclassify the following applicant from “Promoter Group” category to “Public” category:

Name of the Promoter	No. of shares held as on September 28, 2020	Percentage (%)
Jubilee Commercial & Trading Private Limited	1,49,823	0.12
<b>Total</b>	<b>1,49,823</b>	<b>0.12</b>



**RESOLVED FURTHER THAT** in supersession of any provision, the applicant's special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

**RESOLVED FURTHER THAT** the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from "Promoter" to "Public".

**RESOLVED FURTHER THAT** on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing

Regulations and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

**RESOLVED FURTHER THAT** the Directors and the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from the Securities and Exchange Board of India, BSE Limited, the National Stock Exchange of India Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions".

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By order of the Board of Directors  
for **Gati Limited**

**T.S. Maharani**  
(Company Secretary & Compliance Officer)  
Membership No: F8069

Place: Hyderabad  
Date: November 25, 2020

**Registered & Corporate Office:**

Plot No.20, Survey No.12,  
Kothaguda, Kondapur, Hyderabad- 500 084  
Tel: +91 040-7120 4284, Fax: +91 040-2311 2318

**CIN:** L63011TG1995PLC020121

**Website:** [www.gati.com](http://www.gati.com)

**Email:** [investor.services@gati.com](mailto:investor.services@gati.com)

## NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. The Registered office of the Company situated at Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad, Telangana – 500084 shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat.
  2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM VENUE ARE NOT ANNEXED TO THIS NOTICE.
  3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
  4. All the Members of the Company including retail individual investors, institutional investors, etc. are encouraged to attend the AGM through VC/OAVM mode and vote electronically. Corporate members intending to appoint their authorised representatives to attend and participate at the AGM, are requested to send to the Company, a certified copy (in PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer at [dvmgopal@gmail.com](mailto:dvmgopal@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  5. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting on first-come first-served basis by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited's ("NSDL") e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
  6. The Board of Directors have considered and decided to include the Item nos. 4 to 18 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
  7. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.gati.com](http://www.gati.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of the National Securities Depository Limited ("NSDL") a service provider for voting through remote e-Voting, for participation in the 25<sup>th</sup> AGM through VC/OAVM facility and e-Voting during the 25<sup>th</sup> AGM at <https://www.evoting.nsdl.com/>.
  8. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 4 to Item No. 18 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
- Procedure for joining the 25<sup>th</sup> AGM through VC/OAVM**
9. NSDL will be providing facility for voting through remote e-Voting, for participation in the 25<sup>th</sup> AGM through VC/OAVM facility and e-Voting during the 25<sup>th</sup> AGM.
  10. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the link available against the EVEN for Company's AGM.
  11. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned below in the Notice.
  12. Members are encouraged to join the Meeting through Laptops for better experience.
  13. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  14. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

15. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)/022-24994360 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at [sagar.ghosalkar@nsdl.co.in](mailto:sagar.ghosalkar@nsdl.co.in)/022-24994553.

16. Members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, email id, mobile number at [investor.services@gati.com](mailto:investor.services@gati.com). Questions / queries received by the Company till 5:00 p.m. on Friday, December 25, 2020 shall only be considered and responded during the AGM.

17. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

#### 18. Procedure for remote e-Voting and e-Voting during the AGM:

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Regulations (as amended), and the MCA Circulars, the Company is providing facility to the Members to cast their vote on the matters set forth in AGM Notice, either by way of "remote e-voting" facility, prior to the AGM or by way of electronic voting system during the AGM. For this purpose, the Company has appointed NSDL for facilitating voting through electronic means, as the authorized agency.

The e-voting facility will be available during the following period:

**Commencement of e-voting: From 9.00 a.m. (IST) on Wednesday, December 23, 2020.**

**End of e-voting: Up to 5.00 p.m. (IST) on Sunday, December 27, 2020.**

#### Instructions:

#### Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

- I. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- II. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- III. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

IV. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

V. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, please follow steps mentioned below-
    - In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ([investor.services@gati.com](mailto:investor.services@gati.com)).

- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([investor.services@gati.com](mailto:investor.services@gati.com)).
- Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by providing the details mentioned above.

VI. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

VII. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

VIII. Now, you will have to click on “Login” button.

IX. After you click on the “Login” button, Home page of e-Voting will open.

#### **Step 2: Cast your vote electronically on NSDL e-Voting system**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting, shall be eligible to vote through e-Voting system during the AGM.

#### **19. General Guidelines for shareholders:**

- (a) The company has appointed M/s. DVM & Associates LLP, Company Secretaries, Hyderabad, as Scrutinizer for conducting the e-voting process and voting process at the time of the meeting in a fair and transparent manner.
- (b) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Monday, December 21, 2020. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to vote. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.
- (c) The login ID and password for e-voting is being sent to the members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.
- (d) The facility for voting the Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.
- (e) Any person who become members of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Monday, December 21, 2020, may obtain the User ID and password for e-voting by sending email intimating DP ID and Client ID / Folio No. at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) with a copy to [investor.services@gati.com](mailto:investor.services@gati.com). However, if you are already registered with NSDL for e-voting, you can use your existing User ID and password for casting your vote.

The Register of members and share transfer books of the Company will remain closed from Tuesday, December 22, 2020 to Monday, December 28, 2020 (both days inclusive) for the purpose of AGM.

- (f) The Scrutinizer, after scrutinising the votes cast at the time of the meeting and through e-voting, will, within stipulated time, make a consolidated scrutinizer’s report and submit the same to the Chairman not later than 48 hours from the conclusion of the AGM. The results declared along with

the consolidated scrutinizer's report shall be placed on the website of the Company i.e. [www.gati.com](http://www.gati.com) and on the website of NSDL i.e. <https://www.evoting.nsdl.com/>. The results shall simultaneously be communicated to the Stock Exchanges.

- (g) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Monday, December 28, 2020.
- (h) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- (i) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to Mr. Amit Vishal, Senior Manager – NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (j) Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participants(s) (DP).
- (k) All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email ID [investor.services@gati.com](mailto:investor.services@gati.com) till the date of AGM.
- (l) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the certificate from Auditors of the Company certifying that the Gati Employee Stock Option Scheme (ESOS) are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. Monday, December 28, 2020. Members seeking to inspect such documents can send an email to [investor.services@gati.com](mailto:investor.services@gati.com).
- (m) The members who have not surrendered their old share certificates (Issued by the then Transport Corporation of India Limited, now known as TCI Industries Limited, the transferor Company, under the Scheme of Arrangement) are requested to surrender their old share certificates to TCI Industries Limited, Mukesh Textile Mills Private Limited, N.A. Sawant Marg, Colaba, Mumbai – 400 005 to obtain their new share certificates of four companies including this Company.
- (n) Members holding shares in physical mode are:
- Required to submit their Permanent Account Number (PAN) and bank account details to the Investor Service Department of the Company / Link Intime India Private Limited ("Link Intime"), Registrar and Share Transfer Agent of the Company, if not registered with the Company as mandated by SEBI.
  - Advised to register the nomination in respect of their shareholding in the Company.
  - Requested to register / update their e-mail address with the Investor Service Department of the Company / Link Intime for receiving all communications from the Company electronically.
- (o) Members holding shares in electronic mode are:
- Requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
  - Advised to contact their respective DPs for registering the nomination.
  - Requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
- (p) Non-Resident Indian members are requested to inform Link Intime / respective DPs, immediately of:
- Change in their residential status on return to India for permanent settlement.
  - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- (q) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Link Intime / Investor Service Department of the Company, in case the shares are held by them in physical form.
- (r) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Link Intime / Investor Service Department, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
- (s) Pursuant to the provisions of the Companies Act, 1956/2013, the Company has transferred the unpaid or unclaimed dividends for the period of seven years i.e. upto financial years 2011-12, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Members who have not encashed their dividend warrant(s) so far for

the financial year ended March 31, 2013 or any subsequent financial years are requested to make their claim to the office of Link Intime, Registrar and Share Transfer Agents or the Nodal Officer of the Company, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the IEPF. Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

- (t) Pursuant to Section 101 and Section 136 of the Act, read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company can now the same by submitting a duly filled-in 'Shareholder Registration Form' available on the website of the Company i.e. [www.gati.com](http://www.gati.com). Alternatively, Members holding shares in physical mode and who have not registered/updated their e-mail addresses with the Company are requested to register/update their email addresses by sending a duly signed request letter to the Company's Registrar and Share Transfer Agent viz. Link Intime by providing Folio No. and Name of the Member or may also send an e-mail to Mrs. T.S. Maharani, Company Secretary at [investor.services@gati.com](mailto:investor.services@gati.com). Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
- (u) The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2011-12, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on September 25, 2019 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: <https://www.gati.com/investor-relations/unclaimed-dividend-details/>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).
- (v) Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company is under the process of transferring the shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more to the IEPF Authority which are due for transfer during the financial year 2019-20. Details of shares to be transfer to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <https://www.gati.com/investor-relations/unclaimed-dividend-details/>.
- (w) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are

advised to visit the weblink: <http://www.iepf.gov.in/IEPF/refund.html> or contact Link Intime for lodging claim for refund of shares and / or dividend from the IEPF Authority.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

### Item No. 4

The Company has branch outside India (at Nepal) and may also open / acquire new branches outside India in future. It may be necessary to appoint branch auditors for carrying out the audit of the accounts of such branches. The Members are requested to authorize the Board of Directors of the Company to appoint branch auditors in consultation with the Company's Auditors and fix their remuneration.

None of the Directors or Key Managerial Person (KMP) or relatives of Directors and KMP, are in any way concerned with or interested, financially or otherwise, in the resolution at item no. 4 of the accompanying notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

### Item No. 5

The Board of Directors of the Company has appointed Mr. Shashi Kiran Shetty (DIN: 00012754) as an Additional Director of the Company with effect from February 04, 2020, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company. In terms of the provisions of Section 161(1) of the Act, Mr. Shashi Kiran Shetty would hold office up to the date of the ensuing Annual General Meeting.

The Company is in receipt of the notice in writing from a member proposing the candidature of Mr. Shashi Kiran Shetty for the office of Director of the Company.

The Company has received consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Notice received under Section 160 of the Act is available for inspection by the members at the Registered office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on February 04, 2020 has approved the appointment of Mr. Shashi Kiran Shetty as Non-Executive Non-Independent Director and recommends the same for the approval by the Shareholders of the Company.

Except Mr. Shashi Kiran Shetty, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 5 of this Notice.

Other information about Mr. Shashi Kiran Shetty, pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard-2 on General Meetings issued by ICSI are attached as Annexure to the Notice.

**Item No. 6**

The Board of Directors of the Company has appointed Mr. Kaiwan Kalyaniwalla (DIN: 00060776) as an Additional Director of the Company with effect from February 04, 2020, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company. In terms of the provisions of Section 161(1) of the Act, Mr. Kaiwan Kalyaniwalla would hold office up to the date of the ensuing Annual General Meeting.

The Company is in receipt of the notice in writing from a member proposing the candidature of Mr. Kaiwan Kalyaniwalla for the office of Director of the Company.

The Company has received consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Notice received under Section 160 of the Act is available for inspection by the members at the Registered office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on February 04, 2020 has approved the appointment of Mr. Kaiwan Kalyaniwalla as Non-Executive Non-Independent Director and recommends the same for the approval by the Shareholders of the Company.

Except Mr. Kaiwan Kalyaniwalla, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 5 of this Notice.

Other information about Mr. Kaiwan Kalyaniwalla, pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard-2 on General Meetings issued by ICSI are attached as Annexure to the Notice.

**Item No. 7**

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed Ms. Cynthia D'Souza (DIN: 00420046) as an Additional Director with effect from July 03, 2020 pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and as an Independent Director pursuant to Section 149 of the Act. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Ms. Cynthia D'Souza will hold office only up to the date of ensuing Annual General Meeting.

The Company has received consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that she is not disqualified u/s 164(2) of the Act to act as Director. The Company has also received declaration from her that she meets the criteria of independence as prescribed u/s 149(6) of the Act. In the opinion of the Board, Ms. Cynthia D'Souza fulfils the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management.

Ms. Cynthia D'Souza, being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for a First Term of 5 (Five) years commencing from July 03, 2020.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on July 03, 2020 has approved the appointment of Ms. Cynthia D'Souza as an Independent Director and recommends the same for the approval by the Shareholders of the Company.

Except Ms. Cynthia D'Souza, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 7 of this Notice.

Other information about Ms. Cynthia D'Souza, pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard-2 on General Meetings issued by ICSI are attached as Annexure to the Notice.

**Item No. 8**

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Mohinder Pal Bansal (DIN: 01626343) as an Additional Director with effect from July 03, 2020 pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and as an Independent Director pursuant to Section 149 of the Act. In terms of the provisions of Section 161(1) of the Act, Mr. Mohinder Pal Bansal will hold office only up to the date of ensuing Annual General Meeting.

The Company has received consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) of the Act to act as Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed u/s 149(6) of the Act. In the opinion of the Board, Mr. Mohinder Pal Bansal fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Mr. Mohinder Pal Bansal, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a First Term of 5 (Five) years commencing from July 03, 2020.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on July 03, 2020 has approved the appointment of Mr. Mohinder Pal Bansal as an Independent Director and recommends the same for the approval by the Shareholders of the Company.

Except Mr. Mohinder Pal Bansal, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 8 of this Notice.

Other information about Mr. Mohinder Pal Bansal, pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard-2 on General Meetings issued by ICSI are attached as Annexure to the Notice.

#### Item No. 9

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Dinesh Kumar Lal (DIN: 00037142) as an Additional Director with effect from July 03, 2020 pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and as an Independent Director pursuant to Section 149 of the Act. In terms of the provisions of Section 161(1) of the Act, Mr. Dinesh Kumar Lal will hold office only up to the date of ensuing Annual General Meeting.

The Company has received consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) of the Act to act as Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed u/s 149(6) of the Act. In the opinion of the Board, Mr. Dinesh Kumar Lal fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Mr. Dinesh Lal, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a First Term of 5 (Five) years commencing from July 03, 2020.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on July 03, 2020 has approved the appointment of Mr. Dinesh Kumar Lal as an Independent Director and recommends the same for the approval by the Shareholders of the Company.

Except Mr. Dinesh Kumar Lal, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 9 of this Notice.

Other information about Mr. Dinesh Kumar Lal, pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard-2 on General Meetings issued by ICSI are attached as Annexure to the Notice.

#### Item No. 10

In accordance with the provisions of the Companies Act, 2013 ("the Act") the Board of Directors of the Company has appointed Mr. Shashi Kiran Shetty (DIN: 00012754) as an Additional Director of the Company with effect from February 04, 2020, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company. In terms of the provisions of Section 161(1) of the Act, Mr. Shashi Kiran Shetty would hold office up to the date of the ensuing Annual General Meeting.

Mr. Shashi Kiran Shetty has been appointed as the Chairman of the Board w.e.f. July 24, 2020. Further the Company is in receipt of the consent letter in writing from Mr. Shashi Kiran Shetty (DIN:00012754) to act as the Managing Director of the Company.

Considering Mr. Shetty's outstanding contribution in developing and expanding the business of the Company and in development of trade and the industry in which it operates, the Board of Directors

of the Company at their meeting held on November 04, 2020 has appointed Mr. Shashi Kiran Shetty as the Managing Director of the Company subject to approval of the Members of the Company, for a period of five years effective from November 04, 2020 on the following terms & conditions as recommended by the Nomination and Remuneration Committee of the Company:

#### Proposed Terms & Conditions and Remuneration:

##### (i) Tenure:

The appointment shall be for a period of 5 years commencing from November 04, 2020 subject to the provisions of the Listing Regulations and the Act as may be amended both from time to time.

##### (ii) Duties and Responsibilities:

Subject to the superintendence, control and overall direction of the Board of Directors of the Company, the Managing Director shall have the power for general conduct and management of the whole of business and affairs of the Company, except in the matter which may be specifically required to be done by the Board either as per the provisions of the Act or by the Articles of Association of the Company and the Managing Director shall also exercise and perform such powers and duties as the Board of Directors of the Company (hereinafter called as "the Board") may from time to time determine and shall also do and perform all other acts and things which in the ordinary course of business he may consider necessary or proper or in the interest of the Company.

##### (iii) Salary:

Mr. Shashi Kiran Shetty will draw no remuneration from the Company. However, as he is also the Chairman & Managing Director of Allcargo Logistics Limited (Holding Company), he will draw remuneration from the Holding Company.

##### (iv) Perquisites:

Mr. Shashi Kiran Shetty will not avail any perquisites from the Company as he shall avail the same from the Holding Company.

##### (v) Commission:

Based on the Net profits of the Company computed in the manner laid down in Section 198 of the Act, and subject to the overall ceiling limits as prescribed under Section 197 & 198 and other applicable provisions of the Act read with Schedule V of the Act, Mr. Shashi Kiran Shetty may draw commission from the Company.

##### (vi) Other terms and conditions:

- a) The Managing Director as long as he holds the said position shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
- b) Mr. Shashi Kiran Shetty shall, while he continues to hold office of the Managing Director, be subject to retirement by rotation and he shall be reckoned as a Director for the purpose of determining the directors liable to retire by rotation and



such retirement and re-appointment shall, unless he is not re-appointed as a director, not constitute a break in his engagement as Managing Director during the tenure of his term and subsequent renewals thereof. Mr. Shashi Kiran Shetty shall not ipso facto cease to be a Director, if he ceases to hold office of Managing Director for any cause.

- c) Notice Period shall be six months by either himself or by the Company.
- d) Mr. Shashi Kiran Shetty can be appointed as Director or Managing Director or Whole-Time Director on the Board of other Companies including subsidiaries in accordance with the provisions of the applicable laws in India.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for the approval by the Members.

Except Mr. Shashi Kiran Shetty, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 10 of this Notice.

Other information about Mr. Shashi Kiran Shetty, pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard-2 on General Meetings issued by ICSI are attached as Annexure to the Notice.

#### Item No. 11

The Board of Directors vide resolution passed by circulation dated November 25, 2020 decided to alter the Capital clause of the Memorandum of Association of the Company, to re-classify (un-issued capital) and increase the Authorised Share Capital of the Company with the approval of the shareholders of the Company.

The authorised share capital of the Company, at present, is Rs. 30,00,00,000/- (Rupees Thirty Crores) comprising of 12,50,00,000 (Twelve Crores Fifty Lakhs) equity shares of face value of Rs. 2/- each and 5,00,000 (Five Lakhs) Redeemable Preference Shares of Rs. 100/- each.

The Company with the objective to augment the long-term resources to finance its business operations and at the same time for financing Working Capital requirement for general Corporate Purposes, is chalking down various fund raising options that involves issuance of Equity Shares which requires the Company to enhance its existing Authorised Share Capital base.

Accordingly, it is deemed appropriate to re-classify and increase the Authorised Share Capital of the Company and for that purpose, the Memorandum of Association of the Company is proposed to be altered in the manner specified in resolution at Item No. 11 of the accompanied notice.

The alteration in the Memorandum of Association of the Company is only consequential changes to reflect the proposed increase in the Authorised share capital of the Company.

Save and except for the shares of the Company held by them, none of the Directors or Key Managerial Personnel of the Company or

their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

#### Item No. 12

The Board in its meeting held on November 04, 2020 decided to alter the Articles of Association with the approval of the Shareholders of the Company more appropriately to align with the provisions of the Companies Act, 2013. It is therefore proposed to amend the Articles of Association of the Company pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013.

Your Board, accordingly, recommends passing of the Special resolution as set out at Item No.12 of this Notice for the approval of the Members. None of the Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company.

#### Item No. 13

The Company had received request from Mr. Mahendra Kumar Agarwal, Promoter of the Company for reclassification from the 'Promoter' category to 'Public' category. The following are the details regarding his shareholding in the Company:

Name of the Promoter	No. of shares held as on September 28, 2020	Percentage (%)
Mr. Mahendra Kumar Agarwal	15,74,935	1.29
<b>Total</b>	<b>15,74,935</b>	<b>1.29</b>

Pursuant to Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") along with amendments thereto, the Board of Directors of the Company shall analyze the request, place the same before the shareholders in a general meeting for approval and apply for stock exchanges' approval subsequently.

Mr. Mahendra Kumar Agarwal was the erstwhile founder and Managing Director of the Company.

On the basis of the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of Listing Regulations, Mr. Mahendra Kumar Agarwal seeking reclassification confirmed that:

- i) He, do not hold more than ten per cent of the total Voting Rights in the Company;
- ii) He do not exercise control over the affairs of the Company directly or indirectly;
- iii) He do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv) He do not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- v) He do not act as a Key Managerial Person in the Company;
- vi) He is not 'wilful defaulter' as per the Reserve Bank of India Guidelines;

vii) He is not fugitive economic offender.

Further, they have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A of Listing Regulations.

The said requests for reclassification were considered, analyzed and approved by the Board of Directors at its meeting held on September 28, 2020, subject to members' approval and stock exchanges' approval subsequently.

The Promoter shareholding in the Company after considering the reclassification as per Item no. 13, the same would be 50.61%.

None of the Directors/KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 13 of this Notice.

The Board recommends the resolution set forth in Item no. 13 for the approval of the Members.

#### Item No. 14

The Company had received request from TCI Finance Limited, Persons belonging to the Promoter group of the Company for reclassification from the 'Promoter Group' category to 'Public' category. The following are the details regarding its respective shareholding in the Company:

Name of the Promoter	No. of shares held as on September 28, 2020	Percentage (%)
TCI Finance Limited	10,03,250	0.82
<b>Total</b>	<b>10,03,250</b>	<b>0.82</b>

Pursuant to Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") along with amendments thereto, the Board of Directors of the Company shall analyze the request, place the same before the shareholders in a general meeting for approval and apply for stock exchanges' approval subsequently.

TCI Finance Limited was incorporated on November 29, 1973 in India. TCI Finance Limited is a Non-Banking Finance Company.

On the basis of the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of Listing Regulations, TCI Finance Limited seeking reclassification confirmed that:

- They, together do not hold more than ten per cent of the total Voting Rights in the Company;
- They do not exercise control over the affairs of the Company directly or indirectly;
- They do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- They do not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- They do not act as a Key Managerial Person in the Company;

vi) They are not 'wilful defaulters' as per the Reserve Bank of India Guidelines;

vii) They are not fugitive economic offenders.

Further, they have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A of Listing Regulations.

The said requests for reclassification were considered, analyzed and approved by the Board of Directors at its meeting held on September 28, 2020, subject to members' approval and stock exchanges' approval subsequently.

The Promoter shareholding in the Company after considering the reclassification as per Item no. 13 & 14, the same would be 49.79%.

None of the Directors/KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 14 of this Notice.

The Board recommends the resolution set forth in Item no. 14 for the approval of the Members.

#### Item No. 15

The Company had received request from Mahendra Investment Advisors Private Limited, Persons belonging to the Promoter group of the Company for reclassification from the 'Promoter Group' category to 'Public' category. The following are the details regarding its respective shareholding in the Company:

Name of the Promoter	No. of shares held as on September 28, 2020	Percentage (%)
Mahendra Investment Advisors Private Limited	1,51,577	0.12
<b>Total</b>	<b>1,51,577</b>	<b>0.12</b>

Pursuant to Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") along with amendments thereto, the Board of Directors of the Company shall analyze the request, place the same before the shareholders in a general meeting for approval and apply for stock exchanges' approval subsequently.

Mahendra Investment Advisors Private Limited was incorporated on August 05, 2004 in India with the intention to make investments in various manners.

On the basis of the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of Listing Regulations, Mahendra Investment Advisors Private Limited seeking reclassification confirmed that:

- They, together do not hold more than ten per cent of the total Voting Rights in the Company;
- They do not exercise control over the affairs of the Company directly or indirectly;
- They do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;

- iv) They do not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- v) They do not act as a Key Managerial Person in the Company;
- vi) They are not 'wilful defaulters' as per the Reserve Bank of India Guidelines;
- vii) They are not fugitive economic offenders.

Further, they have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A of Listing Regulations.

The said requests for reclassification were considered, analyzed and approved by the Board of Directors at its meeting held on September 28, 2020, subject to members' approval and stock exchanges' approval subsequently.

The Promoter shareholding in the Company after considering the reclassification as per Item no. 13, 14 & 15, the same would be 49.67%.

None of the Directors/KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 15 of this Notice.

The Board recommends the resolution set forth in Item no. 15 for the approval of the Members.

#### Item No. 16

The Company had received request from Mahendra Kumar Agarwal & Sons HUF, Persons belonging to the Promoter group of the Company for reclassification from the 'Promoter Group' category to 'Public' category. The following are the details regarding its respective shareholding in the Company:

Name of the Promoter	No. of shares held as on September 28, 2020	Percentage (%)
Mahendra Kumar Agarwal & Sons HUF	5,46,083	0.45
<b>Total</b>	<b>5,46,083</b>	<b>0.45</b>

Pursuant to Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") along with amendments thereto, the Board of Directors of the Company shall analyze the request, place the same before the shareholders in a general meeting for approval and apply for stock exchanges' approval subsequently.

On the basis of the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of Listing Regulations, Mahendra Kumar Agarwal & Sons HUF seeking reclassification confirmed that:

- i) They, together do not hold more than ten per cent of the total Voting Rights in the Company;
- ii) They do not exercise control over the affairs of the Company directly or indirectly;

- iii) They do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;

- iv) They do not represent on the Board of Directors (including not having a Nominee Director) of the Company;

- v) They do not act as a Key Managerial Person in the Company;

- vi) They are not 'wilful defaulters' as per the Reserve Bank of India Guidelines;

- vii) They are not fugitive economic offenders.

Further, they have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A of Listing Regulations.

The said requests for reclassification were considered, analyzed and approved by the Board of Directors at its meeting held on September 28, 2020, subject to members' approval and stock exchanges' approval subsequently.

The Promoter shareholding in the Company after considering the reclassification as per Item no. 13, 14, 15 & 16 the same would be 49.22%.

None of the Directors/KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 16 of this Notice.

The Board recommends the resolution set forth in Item no. 16 for the approval of the Members.

#### Item No. 17

The Company had received request from Bunny Investments & Finance Private Limited, Persons belonging to the Promoter group of the Company for reclassification from the 'Promoter Group' category to 'Public' category. The following are the details regarding its respective shareholding in the Company:

Name of the Promoter	No. of shares held as on September 28, 2020	Percentage (%)
Bunny Investments & Finance Private Limited	2,73,126	0.22
<b>Total</b>	<b>2,73,126</b>	<b>0.22</b>

Pursuant to Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") along with amendments thereto, the Board of Directors of the Company shall analyze the request, place the same before the shareholders in a general meeting for approval and apply for stock exchanges' approval subsequently.

On the basis of the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of Listing Regulations, Bunny Investments & Finance Private Limited seeking reclassification confirmed that:

- i) They, together do not hold more than ten per cent of the total Voting Rights in the Company;

- ii) They do not exercise control over the affairs of the Company directly or indirectly;
- iii) They do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv) They do not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- v) They do not act as a Key Managerial Person in the Company;
- vi) They are not 'wilful defaulters' as per the Reserve Bank of India Guidelines;
- vii) They are not fugitive economic offenders.

Further, they have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A of Listing Regulations.

The said requests for reclassification were considered, analyzed and approved by the Board of Directors at its meeting held on September 28, 2020, subject to members' approval and stock exchanges' approval subsequently.

The Promoter shareholding in the Company after considering the reclassification as per Item no. 13, 14, 15, 16 & 17 the same would be 49.00%.

None of the Directors/KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 17 of this Notice.

The Board recommends the resolution set forth in Item no. 17 for the approval of the Members.

#### Item No. 18

The Company had received request from Jubilee Commercial & Trading Private Limited, Persons belonging to the Promoter group of the Company for reclassification from the 'Promoter Group' category to 'Public' category. The following are the details regarding its respective shareholding in the Company:

Name of the Promoter	No. of shares held as on September 28, 2020	Percentage (%)
Jubilee Commercial & Trading Private Limited	1,49,823	0.12
<b>Total</b>	<b>1,49,823</b>	<b>0.12</b>

By order of the Board of Directors  
for **Gati Limited**

**T.S. Maharani**

(Company Secretary & Compliance Officer)  
Membership No: F8069

Place: Hyderabad

Date: November 25, 2020

Pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") along with amendments thereto, the Board of Directors of the Company shall analyze the request, place the same before the shareholders in a general meeting for approval and apply for stock exchanges' approval subsequently.

On the basis of the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of Listing Regulations, Jubilee Commercial & Trading Private Limited seeking reclassification confirmed that:

- i) They, together do not hold more than ten per cent of the total Voting Rights in the Company;
- ii) They do not exercise control over the affairs of the Company directly or indirectly;
- iii) They do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv) They do not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- v) They do not act as a Key Managerial Person in the Company;
- vi) They are not 'wilful defaulters' as per the Reserve Bank of India Guidelines;
- vii) They are not fugitive economic offenders.

Further, they have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A of Listing Regulations.

The said requests for reclassification were considered, analyzed and approved by the Board of Directors at its meeting held on September 28, 2020, subject to members' approval and stock exchanges' approval subsequently.

The Promoter shareholding in the Company after considering the reclassification as per Item no. 13, 14, 15, 16, 17 & 18 the same would be 48.88%.

None of the Directors/KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 18 of this Notice.

The Board recommends the resolution set forth in Item no. 18 for the approval of the Members.

#### Registered & Corporate Office:

Plot No.20, Survey No.12,

Kothaguda, Kondapur, Hyderabad- 500 084

Tel: +91 040-7120 4284, Fax: +91 040-2311 2318

**CIN:** L63011TG1995PLC020121

**Website:** [www.gati.com](http://www.gati.com)

**Email:** [investor.services@gati.com](mailto:investor.services@gati.com)

## ANNEXURE

**PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED IS FURNISHED BELOW:**

**Mr. Yasuhiro Kaneda (DIN: 07619127)**

Age	58
Qualifications	Commerce Graduate from Meiji University
Experience (including expertise in specific functional area) / Brief Resume	Mr. Yasuhiro Kaneda joined Kintetsu World Express Inc in 1985. He has more than 10 years of working experience in various leadership positions for development of KWE business at North America. He also headed the export operations of KWE Japan market. He is a commerce graduate from Meiji University and has rich experience of more than 30 years in Freight Forwarding and Logistics Industry. Presently, he is Managing Director of KWE South East and South Asia Region.
Terms & Conditions of Re-appointment	Non – Executive Director liable to retire by rotation
Remuneration Last Drawn (FY 2019-20)	Rs. 2,50,000 (Commission Paid for the FY 2018-19)
Remuneration proposed to be paid	-
Date of first appointment on the Board	04-11-2016
Shareholding in the Company as on March 31, 2020	-
Relationship with other Directors/Key Managerial Personnel	Not related to any director.
Number of meetings of the Board attended during the financial year (2019-20)	7 out of 11
Directorships of other Boards as on March 31, 2020	Kintetsu World Express (India) Private Limited
Membership/ Chairmanship of committees of other listed companies as on March 31, 2020 (includes only Audit Committee and Stakeholders Relationship Committee)	-

**Mr. Shashi Kiran Shetty (DIN: 00012754)**

Age	63
Qualifications	Bachelor of Commerce
Experience (including expertise in specific functional area) / Brief Resume	In 1993, he founded Allcargo Logistics which today enjoys the status of being India's largest integrated logistics company. Its trajectory of success and wide portfolio of world-class services like MTO, Contract Logistics and Project Equipment are testimony to Mr. Shetty's entrepreneurial spirit and foresight.
Terms & Conditions of Re-appointment	As mentioned in the Notice and explanatory statement.
Remuneration Last Drawn (FY 2019-20)	-
Remuneration proposed to be paid	-
Date of first appointment on the Board	04-02-2020
Shareholding in the Company as on March 31, 2020	-
Relationship with other Directors/Key Managerial Personnel	Not related to any director.
Number of meetings of the Board attended during the financial year (2019-20)	1 out of 1
Directorships of other Boards as on March 31, 2020	<ul style="list-style-type: none"> <li>▪ Allcargo Logistics Limited;</li> <li>▪ AGL Warehousing Private Limited;</li> <li>▪ Avvashya CCI Logistics Private Limited;</li> <li>▪ Allcargo Inland Park Private Limited;</li> <li>▪ Allcargo Multimodal Private Limited;</li> <li>▪ Malur Logistics and Industrial Parks Private Limited;</li> <li>▪ Allcargo Projects Private Limited;</li> <li>▪ Alltrans Logistics Private Limited;</li> <li>▪ Avashya Corporation Private Limited;</li> <li>▪ Avashya Holdings Private Limited;</li> <li>▪ FTL (India) Private Limited; and</li> <li>▪ Talentos Entertainment Private Limited.</li> </ul>
Membership/ Chairmanship of committees of other listed companies as on March 31, 2020 (includes only Audit Committee and Stakeholders Relationship Committee)	<p><b>Allcargo Logistics Limited:-</b></p> <ul style="list-style-type: none"> <li>▪ Stakeholders Relationship Committee</li> </ul>

**Mr. Kaiwan Kalyaniwalla (DIN: 00060776)**

Age	56
Qualifications	<ul style="list-style-type: none"> <li>▪ Bachelor's degree in economics and political science; and</li> <li>▪ Bachelor of Law.</li> </ul>
Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Kalyaniwalla has been in the practice of law for over 32 years and is enrolled as a Solicitor of the Supreme Court of England and Wales.</p> <p>His practice is predominantly in the field of corporate laws, property laws, tax laws and general commercial laws.</p>
Terms & Conditions of Re-appointment	Non-Executive Director liable to retire by rotation
Remuneration Last Drawn (FY 2019-20)	-
Remuneration proposed to be paid	-
Date of first appointment on the Board	04-02-2020
Shareholding in the Company as on March 31, 2020	-
Relationship with other Directors/Key Managerial Personnel	Not related to any director.
Number of meetings of the Board attended during the financial year (2019-20)	1 out of 1
Directorships of other Boards as on March 31, 2020	<ul style="list-style-type: none"> <li>▪ Modern India Limited;</li> <li>▪ Allcargo Logistics Limited;</li> <li>▪ Iorn &amp; Metal Traders Private Limited;</li> <li>▪ Bombay Metal And Alloys Mfg Company Private Limited</li> <li>▪ Transindia Logistic Park Private Limited;</li> <li>▪ Synchro Investments Private Limited; and</li> <li>▪ Quantum Trustee Company Private Limited</li> </ul>
Membership/ Chairmanship of committees of other listed companies as on March 31, 2020 (includes only Audit Committee and Stakeholders Relationship Committee)	<p><b>Modern India Ltd.:-</b></p> <ul style="list-style-type: none"> <li>▪ Audit Committee</li> </ul> <p><b>Allcargo Logistics Limited:-</b></p> <ul style="list-style-type: none"> <li>▪ Stakeholders Relationship Committee</li> <li>▪ Audit Committee</li> </ul>

**Ms. Cynthia D'Souza (DIN: 00420046)**

Age	67
Qualifications	<ul style="list-style-type: none"> <li>▪ Graduation in Psychology from Bombay University;</li> <li>▪ Masters Degree in Human Resources (Including Industrial Psychology) from a premier Institute in India (TATA Institute of Social Sciences);</li> <li>▪ Certified Trainer in the Zenger Miller Leadership Training (USA);</li> <li>▪ Seven Dimensions of Culture Model - Trompenaars Hampden-Turner Intercultural Management Consulting;</li> <li>▪ Certified Assessor for Assessment Centres.</li> </ul>
Experience (including expertise in specific functional area) / Brief Resume	<p>Cynthia's experience spans over 44 years in the areas of general management, strategic planning, sales &amp; marketing and human resource management. Her core competency lies in the management and development of people, cross cultural integration and client relationship management.</p>
Terms & Conditions of Re-appointment	As mentioned in the Notice and explanatory statement
Remuneration Last Drawn (FY 2019-20)	-
Remuneration proposed to be paid	-
Date of first appointment on the Board	03-07-2020
Shareholding in the Company	-
Relationship with other Directors/Key Managerial Personnel	Not related to any director.
Number of meetings of the Board attended during the financial year (2019-20)	Not Applicable
Directorships of other Boards as on March 31, 2020	<ul style="list-style-type: none"> <li>▪ Cynthesis Management Consultants Private Limited;</li> <li>▪ Watnxt Advisory Services Private Limited</li> </ul>
Membership/ Chairmanship of committees of other listed companies as on March 31, 2020 (includes only Audit Committee and Stakeholders Relationship Committee)	-

**Mr. Mohinder Pal Bansal (DIN: 01626343)**

Age	63
Qualifications	Chartered Accountant
Experience (including expertise in specific functional area) / Brief Resume	Mr. Bansal has over three decades of experience in M&A, strategic advisory, capital markets, portfolio company integration in addition to post-acquisition performance management in India, Asia and Europe.  Mr Bansal has significant operational experience in managing corporate entities as well as advising private equity firms in India on improving the performance of their portfolio companies in multiple sectors including logistics, auto components, manufacturing, realty, banking, education and IT.
Terms & Conditions of Re-appointment	As mentioned in the Notice and explanatory statement
Remuneration Last Drawn (FY 2019-20)	Not Applicable
Remuneration proposed to be paid	-
Date of first appointment on the Board	03-07-2020
Shareholding in the Company	-
Relationship with other Directors/Key Managerial Personnel	Not related to any director.
Number of meetings of the Board attended during the financial year (2019-20)	Not Applicable
Directorships of other Boards as on March 31, 2020	<ul style="list-style-type: none"> <li>▪ Navneet Education Limited;</li> <li>▪ Allcargo Logistics Limited;</li> <li>▪ Transindia Logistic Park Private Limited;</li> <li>▪ Hindustan Cargo Limited;</li> <li>▪ Avvashya CCI Logistics Private Limited;</li> <li>▪ Prince Pipes and Fittings Limited;</li> <li>▪ K 12 Techno Services Private Limited;</li> <li>▪ Blacksoil Capital Private Limited;</li> <li>▪ Blacksoil Asset Management Private Limited; and</li> <li>▪ Allnet Financial Services Private Limited.</li> </ul>
Membership/ Chairmanship of committees of other listed companies as on March 31, 2020 (includes only Audit Committee and Stakeholders Relationship Committee)	<p><b>Navneet Education Limited:-</b></p> <ul style="list-style-type: none"> <li>▪ Audit Committee;</li> <li>▪ Stakeholders Relationship Committee.</li> </ul> <p><b>Allcargo Logistics Limited:-</b></p> <ul style="list-style-type: none"> <li>▪ Audit Committee</li> </ul> <p><b>Prince Pipes and Fittings Limited:-</b></p> <ul style="list-style-type: none"> <li>▪ Audit Committee</li> </ul>

**Mr. Dinesh Kumar Lal (DIN: 00037142)**

Age	68
Qualifications	B.Com (Hons.)
Experience (including expertise in specific functional area) / Brief Resume	Mr. Dinesh is a shipping professional with more than 4 decades of experience in the Shipping Industry. His Management skills and entrepreneurial spirit has driven many conglomerates to achieve pinnacle of success during his tenure.  He played a pivotal role in creating a mutually beneficial ground between companies and government bodies. Some of the famed quasi government projects in India were established under his guidance and participation.
Terms & Conditions of Re-appointment	As mentioned in the Notice and explanatory statement
Remuneration Last Drawn (FY 2019-20)	Not Applicable
Remuneration proposed to be paid	-
Date of first appointment on the Board	03-07-2020
Shareholding in the Company	-
Relationship with other Directors/Key Managerial Personnel	Not related to any director.
Number of meetings of the Board attended during the financial year (2019-20)	Not Applicable
Directorships of other Boards as on March 31, 2020	<ul style="list-style-type: none"> <li>▪ Lotus Court Limited;</li> <li>▪ Speedy Multimodes Limited;</li> <li>▪ Raymond Limited;</li> <li>▪ Shefali Farms Private Limited;</li> <li>▪ AMI Global Logistics Private Limited;</li> <li>▪ Hi-TOS Liner Agency Private Limited;</li> <li>▪ Alert Agencies and Investments Private Limited;</li> <li>▪ Santusht Credit Capital and Finance Private Limited (under liquidation); and</li> <li>▪ Eden Realtors Private Limited.</li> </ul>
Membership/ Chairmanship of committees of other listed companies as on March 31, 2020 (includes only Audit Committee and Stakeholders Relationship Committee)	<b>Raymond Limited:-</b> <ul style="list-style-type: none"> <li>▪ Stakeholders Relationship Committee</li> </ul>

By order of the Board of Directors  
for **Gati Limited**

**T.S. Maharani**

(Company Secretary & Compliance Officer)  
Membership No: F8069

Place: Hyderabad

Date: November 25, 2020

**Registered & Corporate Office:**

Plot No.20, Survey No.12,  
Kothaguda, Kondapur, Hyderabad- 500 084  
Tel: +91 040-7120 4284, Fax: +91 040-2311 2318

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