

# Notice

Notice is hereby given that the 20th Annual General Meeting (AGM) of the members of Gati Limited (the Company) will be held on Thursday, July 30, 2015, at 11:00 am, at Novotel Hyderabad Convention Centre, Novotel & HICC Complex, (Near Hitec City), P.O. Bag 1101, Cyberabad Post Office, Hyderabad – 500 081 to transact the following business:

## Ordinary Business:

1. To consider and adopt:
  - a) the audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
  - b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2015.
2. To declare final dividend on the equity shares.
3. To appoint a Director in place of Mr. Sanjeev Jain (DIN: 05325926), who retires by rotation, and being eligible offers himself for re-appointment.
4. a) To ratify the appointment of M/s. RS Agarwala & Co, Chartered Accountants (Firm Registration No. 304045E) as approved by Members at the 19<sup>th</sup> Annual General Meeting as Statutory Auditors of the company, to hold office until the conclusion of 22<sup>nd</sup> Annual General Meeting, and to fix their remuneration for the financial year ending March 31, 2016.  
b) To appoint branch auditors

**“RESOLVED THAT** pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), as amended from time to time, the Board be and is hereby authorized to appoint as Branch Auditors for any branch office of the Company, 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.”

## Special Business:

5. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** Ms. Sheela Bhide, (DIN: 01843547) who was appointed as an Additional Director with effect from August 6, 2014 on the Board of the Company in terms of Section 149, 152, 160 and 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent director of the company, to hold office as such for a period of 5 (five) consecutive years, with effect from the date of appointment of additional director and that she shall not be liable to retire by rotation.”

6. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 including any statutory modifications or re-enactments thereof and subject to such consents and approvals from any authorities, as may be necessary, from time to time, the company hereby approves the re-appointment of and remuneration payable to Mr. Sanjeev Jain (DIN: 05325926) as Whole Time Director and CFO (Key Managerial Personnel) of the Company, designated as “Director - Finance” for a period of three (3) years with effect from July 1, 2015 as per the terms and conditions as stated in the explanatory statement to this resolution, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any committee which the Board may constitute to exercise powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of appointment and/or remuneration as may be agreed to between the Board and Mr. Sanjeev Jain, subject to the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the remuneration as stated in the explanatory statement to this resolution, shall be paid and allowed as minimum remuneration to Mr. Sanjeev Jain during the currency of his tenure as Director-Finance, notwithstanding the absence or inadequacy of profits in any financial year.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. **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 resolution passed at the Extraordinary General Meeting of the Company held on November 29, 2011 and the provisions of Section 180(1)(c) of the Companies Act, 2013, the consent of the Company is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of money from time to time, on such terms and conditions and with or without security as the Board of Directors may deem fit from banks, financial institutions or any other kind of lenders notwithstanding that the money or money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not so set aside for any specific purposes, provided however that the total amount so borrowed and remaining outstanding at any particular time shall not exceed Rs. 500 Crores.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

8. **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 resolution passed at the Extraordinary General Meeting of the Company held on November 29, 2011 and the provisions of section 180(1)(a) and

other provisions, if any, of the Companies Act 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage or charge all or any part of immovable or movable properties of the company, where so ever situated, both present and future, and whole or part of the undertakings of the Company of any nature and kind whatsoever and/or creating a floating charge in all or any immovable properties of the company together with the powers to takeover the managements of the business and concern of the company, in certain events, to or in favour of banks, financial institutions any other lenders to secure the amount borrowed/to be borrowed by the Company from time to time for the due payment of the principal monies together with the interest and other charges payable by the company in respect of such borrowings, provided however that the total amount so borrowed and remaining outstanding at any particular time which will be secured by such charge/mortgage shall not exceed Rs. 500 Crores.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**9. 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 and all other applicable provisions of the Companies Act, 2013 and the Rules made there under including any statutory modifications(s) or re-enactment thereof, for the time being in force, the draft form of the regulations contained in the Articles of Association submitted to this meeting, be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the any one of the Directors and the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.”

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

Hyderabad,  
April 28, 2015

**VSN Raju**  
**Company Secretary**  
M. No. A11701

**Registered & Corporate Office:**

Plot No.20, Survey No.12  
Kothaguda, Kondapur,  
Hyderabad-84  
Tel: +91 040-7120 4284  
Fax: +91 040-2311 2318  
CIN: L6301ITG1995PLC020121  
Website: www.gati.com  
Email: investor.services@gati.com

**NOTES:**

1. **A member entitled to attend and vote at the annual general meeting (the “meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

2. **The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.** Instructions and other information relating to e-voting are given in this Notice under Note No. 29. The Company will also send communication relating to e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days’ written notice is given to the Company.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Shareholders are requested to bring their copy of annual report to the Meeting. In accordance with the provisions of the Companies Act, 2013 & SEBI Guidelines, only abridged standalone and consolidated annual accounts for the financial year ended March 31, 2015 are circulated. Any member desirous of having a copy of detailed accounts may apply to the Company and copies thereof will be available for reference at the venue of the Meeting.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Brief details of Directors seeking re-appointment / appointment at the Annual General Meeting scheduled to be held on July 30, 2015 (Pursuant to Clause 49 of the Listing Agreement) forms part of the notice.
8. The Register of Members and Share Transfer Books will remain closed from July 23, 2015 to July 30, 2015 (both days inclusive).
9. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

10. The members who have not surrendered their old share certificates (Issued by the then M/s. Transport Corporation of India Limited, now known as TCI Industries Ltd., the transferor Company, under the Scheme of Arrangement) are requested to surrender their old share certificates to M/s. TCI Industries Limited, Mukesh Textile Mills, NA Sawant Marg, Colaba, Mumbai – 400 005 to obtain their new share certificates of four companies including this Company.
11. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or Registrar and Share Transfer Agent of the Company, for assistance in this regard.
12. Final Dividend on equity shares as recommended by the Board of Directors for the financial year ended March 31, 2015, if approved at the meeting, will be paid within the stipulated time:
  - a) To those members whose names appear on the Company's register of members, after giving effect to all valid share transfers in physical form lodged with Karvy Computershare Private Limited, Registrar and Share Transfer Agent of the Company on or before July 23, 2015.
  - b) In respect of shares held in electronic form, to those whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on July 23, 2015.
13. a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to the Registrar & Share Transfer Agent.  
 b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
14. Non-Resident Indian Members are requested to inform Karvy, immediately of:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) 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.
15. Pursuant to the provisions of Section 205C of the Companies Act, 1956 the Company has transferred the unpaid or unclaimed dividends for the financial years upto 2006-07 from time to time on due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, the dividend for the financial year ended June 30, 2008, and thereafter, which remains unpaid or unclaimed for a period of seven years will be transferred to the IEPF. Shareholders who have not encashed their dividend warrant(s) so far for the financial year ended June 30, 2008 or any subsequent financial years are requested to make their claim to the office of the Registrar and Share Transfer Agents, M/s Karvy Computershare Pvt. Ltd.
16. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 5, 2014 (date of last Annual General Meeting) on the website of the Company (www.gati.com), as also on the website of the Ministry of Corporate Affairs.
17. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish a copy of their PAN card to the Company / RTAs for registration of such transfer of shares.
18. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of services where email addresses have not been registered. **Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, M/s. Karvy Computershare Pvt. Ltd.**
19. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide members' facility to exercise their right to vote at the 20<sup>th</sup> AGM by electronic means and the business shall be transacted through e-voting services provided by National Securities Depository Limited (NSDL).
20. The facility for voting through ballot / polling paper shall be made available at the AGM, to all the members attending the AGM, who have not opted e-voting facility. Further, the members who have opted e-voting facility may also attend the AGM but shall not be entitled to cast their vote again at the AGM.
21. The Board of Directors of the company has appointed M/s dvm gopal & associates, Practising Company Secretaries, Hyderabad as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
22. The login ID and password for e-voting is being sent to the members who have not registered their e-mail IDs with the Company / their respective Depository Participants along with physical copy of the Notice. Those 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.

23. 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. Thursday, July 23, 2015. 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 avail the facility of e-voting / Poll.
24. 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. July 23, 2015, 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) or can vote through ballot paper to be downloaded from the Company's website [www.gati.com](http://www.gati.com).
25. The e-voting facility will be available during the following period:  
Commencement of e-voting: From 9.00 a.m. (IST) on July 24, 2015. End of e-voting: Up to 5.00 p.m. (IST) on July 29, 2015.
26. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.
27. The Scrutinizer, after scrutinising the votes cast at the meeting (Poll) and through e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.gati.com](http://www.gati.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results shall simultaneously be communicated to the Stock Exchanges.
28. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. July 30, 2015.
- 29. Instructions and other information relating to e-voting:**
  - Voting through electronic means**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - III. The members who have cast their vote by remote e-voting prior to the AGM) may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on July 24, 2015 (9:00 am) and ends on July 29, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 23, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "Name of the company".
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [esos@gati.com](mailto:esos@gati.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

- B. In case a Member receives physical copy of the Notice of AGM for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy:
- (i) Initial password is provided as below in ballot form :
 

**Electronic Voting Event Number (EVEN)**  
**USER ID PASSWORD**
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
  - (iii) Those members who are unable to cast their vote through evoting mechanism, may fill up the ballot form and submit the same in a sealed envelop to the Company Secretary, Gati Limited, Plot no.20, Sy. no.12, Kothaguda, Kondapur, Hyderabad - 500084, so as to reach latest by 5.00 pm on July 29, 2015. Ballot forms received thereafter will strictly be treated as if not received. In the event a member casts his votes through both the processes, i.e. evoting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  - VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 23, 2015.
  - X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 23, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer.  
  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the toll free no.: 1800-222-990.
  - XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
  - XII. 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 avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  - XIII. Mr. DVM Gopal, Practicing Company Secretary (Membership No.6280) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  - XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  - XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.gati.com](http://www.gati.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

30. Details of the Directors proposed to be appointed at the AGM Scheduled to be held on July 30, 2015, (Pursuant to Clause 49 (VIII)(E) of the Listing Agreement) is given below:

Name of the Director	Ms. Sheela Bhide	Mr. Sanjeev Jain
Qualification	Doctorate in International Trade from the Institute of International Studies, Geneva and a Master's degree in Economics from George Mason University, USA. Ms. Sheela holds a Master's degree in Public Policy Administration (MPA) from John F. Kennedy School of Government, Harvard University, USA. She joined the Indian Administrative Service in 1973.	Master's Degree in Commerce from DAV College, Dehradun and a qualified Chartered Accountant
Expertise in specific functional areas	Ms. Sheela Bhide has over 36 years of experience as a civil servant and has served in various government bodies and ministries such as Chairman and Managing Director of India Trade Promotion Organization, Ministry of Commerce, Government of India (Gol), Special Secretary and Financial Advisor in Ministry of External Affairs (Gol), Additional Secretary and Financial Advisor in Ministry of Defence (Gol), Joint Secretary in Ministry of Corporate Affairs (Gol), Principal Secretary Finance, Government of Andhra Pradesh and Principal Secretary, Industries and Commerce, Government of Andhra Pradesh.	Mr. Sanjeev Jain has over 25 years experience in finance and accounting, audit, merger and acquisitions, business restructuring and transformation, and has served in a number of key financial positions across industry and business verticals ranging from telecom, logistics and fertilizers. Prior to joining the Company, he was CFO of AFL- FedEx Limited from September 2007 to June 2011, and Global Head-Management Assurance services at Tata Communication Limited.
Date of appointment on the Board of the Company	06.08.2014	01.07.2012
Details of Shares held in the Company as on 31.03.2015	Nil	Nil
List of Companies in which outside Directorships held as on 31.03.2015	Suryodaya Micro Finance Pvt. Ltd., L & T Metro Rail (Hyderabad) Ltd., Gati-Kintetsu Express Private Ltd., Rane Holdings Ltd., Bombay Dyeing and Manufacturing Company Ltd., Bombay Burmah Trading Corporation Ltd	Gati-Kintetsu Express Pvt. Ltd.
Chairman / Member of the Committees of other Companies on which he / she is a Director as on 31.03.2015	Member of Audit & CSR Committee and Chairperson of Nomination and Remuneration Committee of Gati-Kintetsu Express Pvt Ltd.  Chairperson of Audit & Nomination and Remuneration Committee and Member of CSR Committee of Suryodaya Micro Finance Pvt. Ltd.  Member of CSR Committee of Bombay Dyeing and Manufacturing Company Ltd.,  Chairperson of Audit Committee and member of Nomination and Remuneration Committee of L & T Metro Rail (Hyderabad) Ltd.	Member of CSR Committee & Nomination and Remuneration Committee of Gati-Kintetsu Express Pvt Ltd.
Category	Independent Director	Director-Finance (Executive)
Relationship with other Directors	Nil	Nil

## Annexure to the Notice of the Annual General Meeting, as per Section 102 of the Companies Act, 2013.

### Item no.4

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

- a) M/s. R S Agarwala & Co., (ICAI Firm Registration No.304045A), Chartered Accountants, Kolkata, were appointed as the statutory auditors of the Company for a period of three years at the Annual General Meeting (AGM) of the Company held on August 5, 2014.

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM. Accordingly, ratification of the members is being sought for the proposal contained in the Resolution set out at item no. 4 of the Notice.

- b) The Company has branch outside India 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 KMP or relatives of Directors and KMPs, 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 Resolutions at Item No. 4 to be passed as an ordinary resolution.

### Item No. 5

Ms. Sheela Bhide was appointed as an Additional Director w.e.f. August 6, 2014 in accordance with the provisions of sections 149, 152, 160 & 161 of the Companies Act, 2013 and Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Ms. Sheela Bhide candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Ms. Sheela Bhide on the Board is desirable and would be beneficial to the company and hence recommends resolution No. 5 for adoption.

None of the Directors or KMP or relatives of Directors and KMP, except Ms. Sheela Bhide, are in any way concerned with or interested, financially or otherwise, in the resolution at item no.5 of the accompanying notice.

The Board recommends the resolution at Item No. 5 to be passed as an ordinary resolution.

### Item No.6

The Board of Directors, subject to approval of the Shareholders appointed Mr. Sanjeev Jain as Whole time Director of the Company, designated as "Director-Finance" for a period of three (3) years from July 1, 2015 on the following terms and conditions.

- Salary: Basic - Rs. 2,12,500/- per month, with authority to the Board to sanction increment, subject to the provisions of the Companies Act, 2013.
- House Rent Allowance: 50% of the Basic.
- Perquisites & other allowances:

Perquisites & other allowances shall be paid in addition to the salary as per the policy of the Company but within the overall limit, if any, prescribed under the Companies Act, 2013, as amended from time to time. The perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

- a) Medical Reimbursement: Expenses incurred for the appointee and his family.
- b) Group medi-claim & personal accident insurance: Applicable as per rules of the Company.
- c) Club fees: Fees for membership in one club. This will not include life membership fees.
- d) Employer's contribution to Provident fund / superannuation fund: As per rules of the Company.
- e) Gratuity: Gratuity payable shall be at the rate of 15 days salary for each completed year of service in accordance with the rules.
- f) Variable pay: As per Company's policy.

Minimum Remuneration: The above remuneration shall be paid and allowed as minimum remuneration to Mr. Sanjeev Jain during the currency of tenure of his office as Director-Finance, notwithstanding the absence or inadequacy of profits in any accounting year.

This may be treated as an abstract of terms under the provisions of the Companies Act, 2013.

The information required under sub-paragraph (B) of paragraph (1) of Section II of Part - II of Schedule V of the Companies Act, 2013 is given below.

#### I. General Information:

1. Nature of Industry : Logistics
2. Date or expected date of commencement of commercial production : 05.05.1995
3. in case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
4. Financial performance (Rs. in Mn.)

Particulars	Consolidated		Standalone	
	2014-15	2013-14 (9 Months)	2014-15	2012-13 (9 Months)
Total Income	16627	11272	4546	2626
Gross Profit Before Interest, Depreciation & Tax	1538	947	526	216
Profit Before Tax	758	401	257	129
Profit After Tax	412	234	239	206
Dividend percentage	70	35	70	35

5. Foreign investments or collaborations, if any :

The company has entered into a Joint Venture (JV) with Japanese global logistic service major Kintetsu World Express (KWE) under the name 'Gati-Kintetsu Express'. Under the JV agreement, Gati holds 70 per cent stake and 30 per cent by KWE. As part of the transaction, substantial part of Express Distribution and Supply Chain (EDSC) business of Gati was transferred into the joint venture company through a Business Transfer Agreement.

The holdings of Foreign Institutional Investors (FII) & NRI's as on March 31, 2015 is 7.23% of the equity share capital.

**II. Information about the appointee:**

1. Background details: Mr. Sanjeev Jain is a seasoned and result oriented professional with an experience of over 25 years in key financial positions. Mr. Jain has industry expertise across varied business verticals like telecom, logistics and agri-products etc. Prior to joining Gati, Mr. Jain was associated with AFL-FedEx Express Ltd., wherein he was spear heading the role of Chief Financial Officer. Mr. Jain has always been the person with strong business acumen, impeccable industry foresight and has contributed in implementing several path breaking business processes. He has also worked with Tata Communication Ltd for over 10 years, where, he was responsible for management assurance services for the group.
2. Past Remuneration: Not Applicable, as this is his first appointment as Director-Finance.
3. Recognition or awards : NIL
4. Job Profile and his suitability: Mr. Sanjeev Jain is a Master in Commerce and is also a Fellow Member of the Institute of Chartered Accountants of India. He has an extensive knowledge in the field of accounting and business processes. He is also well versed with Company Law, Taxation & Regulation. Keeping in view his vast experience and expertise the Board considers him suitable for the position of Director-Finance.
5. Remuneration Proposed: As stated in the explanatory statement above.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Considering the general industry and the specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed companies in India.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Except for the remuneration drawn, Mr. Sanjeev Jain does not have any pecuniary relation directly or indirectly with the company. Mr. Jain is not related to any other managerial personnel.

**III. Other Information :**

1. Reasons of loss or inadequate profits: NA
2. Steps taken or proposed to be taken for improvement: NA
3. Expected increase in productivity and profits in measurable terms.

The economy is expected to gain momentum in FY 2015-16 with Government initiatives like "Make in India" and GST implementation which will have positive impact on logistics industry. The guidance for the company looks optimistic on the back of improving macroeconomic outlook, rising consumer confidence levels and growth-friendly Government policies.

Continuous growing trend in logistics and supply chain solution will be a pushing factor for the business. For the FY 2015-16, your Company is expected to post better growth at consolidated level which will be fuelled by growing e-Commerce logistics and cold chain. The Company's flagship subsidiary, Gati-KWE is poised for better growth through solution selling by integrating warehousing, distribution along with other value added services.

During the FY 2014-15, the e-Commerce division recorded a revenue of Rs. 1,274 mn as against a revenue of Rs. 408 mn in the previous year (9 months). The e-Commerce division of the Company is growing at a CAGR of 125% over the last four years and will continue to soar for the next couple of years. The Indian e-Commerce industry is set to grow at a rapid pace, clocking 12 million orders per month by CY16 (Source: Accel Partners'), we believe that logistics service providers will realize mammoth growth opportunities. As per the growth trend the company projects a growth of 100% YoY.

The approval of the members is sought by way of a special resolution for the re-appointment of Mr. Sanjeev Jain as Whole time Director of the Company, designated as "Director-Finance" with effect from July 1, 2015.

None of the Directors or KMP or relatives of Directors and KMP, except Mr. Sanjeev Jain are in any way concerned with or interested financially or otherwise in the resolution at item no.6 of the accompanying notice.

The Board recommends the resolution at item no.6 to be passed as special resolution.

**Item No. 7 & 8:**

The members of the Company at their Extraordinary General Meeting held on 29th November, 2011 approved by way of a ordinary resolution under Section 293(1)(d) of the erstwhile Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 600 Crores (Rupees Six hundred crores) and create charge / mortgage the assets as per section 293(1)(a) of the erstwhile Companies Act, 1956.

The corresponding sections under the Companies Act, 2013 are 180(1)(c) & 180(1)(a) respectively.

As per the Companies Act, 2013 and circulars issued by the Ministry of Corporate Affairs, the Companies are required to pass the above resolutions under the new Act. In view of this, members are requested to pass Special Resolutions as set out at item no. 7 & 8 of the notice in accordance with section 180(1)(c) and 180(1)(a) and other applicable provisions of the Companies Act, 2013.

Members may kindly note that these resolutions are proposed to be passed only in supersession of earlier resolutions already approved by the members at the EGM held on 29th November, 2011. It is also proposed to reduce the existing borrowing limits from Rs. 600 crs. to Rs. 500 crs. Also members may note that the actual level of debt would be less than the proposed limit of Rs.500 crores.

None of the directors or KMP or relatives of Directors and KMP are in any way concerned with or interested, financially or otherwise in the resolutions at item no.7 & 8 of the accompanying notice.

The Board recommends the resolutions at item no.7 & 8 to be passed as special resolutions.



### Item No.9

The Articles of Association (“AoA”) of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (“the Act”).

Substantive sections of the Act which deals with the general working of companies stand notified. With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table ‘F’ of the Act which sets out the model articles of association for a company limited by shares.

A copy of the proposed set of new AoA of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day, up to the date of the Annual General Meeting and during the Annual General Meeting.

None of the directors or KMP or relatives of Directors and KMP are in any way concerned with or interested financially or otherwise in the resolution at item no. 9 of the accompanying notice.

The Board recommends the Resolution at Item No. 9 to be passed as special resolution.

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

Hyderabad,  
April 28, 2015

**VSN Raju**  
**Company Secretary**  
M. No. A11701

### **Registered & Corporate Office:**

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