

May 28, 2021

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. Tel: 022 - 2272 1233 / 34 Fax: 022 - 2272 2131 / 1072/ 2037 / 2061 / 41 Scrip Code: 532345 ISIN No.: INE152B01027 Re.: Gati Limited	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Tel: 022 - 2659 8235 / 36 / 452 Fax: 022 - 2659 8237/ 38 Symbol : GATI ISIN No.: INE152B01027 Re.: Gati Limited
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Dear Sir/Ma'am,

Sub.: Submission of Annual Secretarial Compliance Report for year ended March 31, 2021 pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

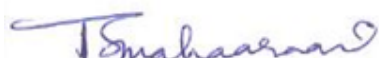
With reference to the above, please find enclosed herewith the copy of the Annual Secretarial Compliance Report for year ended March 31, 2021 issued by M/s. Puttaparthi Jagannatham & Co., Company Secretaries pursuant to Regulation 24A of the Listing Regulations.

The information contained in this submission is also available on the Company's website www.gati.com, on the website of the National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).

We request you to take the same on record.

Thanking you,

Yours faithfully,
For **Gati Limited**



T.S. Maharani
Company Secretary & Compliance Officer
M. No.: F8069

Encl.: As above



PUTTAPARTHI JAGANNATHAM & CO.
COMPANY SECRETARIES

SECRETARIAL COMPLIANCE REPORT OF GATI LIMITED FOR THE YEAR

ENDED 31ST MARCH, 2021

[Under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, Puttaparthi Jagannatham & Co., a firm of Practicing Company Secretaries, Hyderabad have examined:

- a) all the documents and records made available to us and explanation provided by Gati Limited ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable to the Company during the review period;**

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable to the Company during the review period;**

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable to the Company during the review period;**



(g) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable to the Company during the review period;**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
(to the extent applicable)

and based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observation/ Remarks of Practicing Company Secretary
1	Regulation 24(1) of SEBI (LODR) Regulations: Appointment of Common Independent Director on the Board of the unlisted material subsidiary	There was casual vacancy of common independent director on the Board of the unlisted material subsidiary w.e.f 5 th December 2019 which was not filled till 5 th October, 2020.	The position of the Independent Director on the Board of its unlisted material subsidiary i.e. Gati Kintetsu Express Private Limited has become vacant on 5th December, 2019 and the vacancy was filled on 5th October, 2020.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observation/ Remarks of Practicing Company Secretary, if any.
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(d) The listed entity has taken the following actions to comply with the observations made in previous report:




Sr. No	Observations of the practicing company secretary in the previous report	Observations made in the secretarial compliance report for the previous year ended 31.03.2020	Action taken by the listed entity, if any	Comments of the practicing company secretary on action taken by the listed entity
1	Appointment of Compliance Officer-Reg 6	Delay in filling the vacancy of Compliance Officer	After the resignation of Company Secretary & Compliance Officer on December 31, 2018, the Company appointed the Compliance Officer as per Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 2nd August, 2019.	Vacancy has been filled and compliance has been met for the year under review.
2	Appointment of Common Independent Director on the Board of the unlisted material subsidiary- Regulation 24(1)	Vacancy of common independent director in the unlisted material subsidiary w.e.f 05.12.2019	Company has not appointed common independent director in the unlisted material subsidiary, i.e., Gati Kintetsu Express Private Limited after the resignation of Independent Director on the Board of the Company on 5 th December 2019.	The position of the Independent Director on the Board of its unlisted material subsidiary i.e. Gati Kintetsu Express Private Limited has become vacant on 5th December, 2019 and the vacancy was filled on 5th October, 2020.

Place: Hyderabad
Date: 25.05.2021

FOR PUTTAPARTHI JAGANNATHAM & CO.,
COMPANY SECRETARIES




CS NAVAJYOTH PUTTAPARTHI
PARTNER
M. No: F9896, CP No. 16041
UDIN: F009896C000370685