



July 9, 2016

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. Tel: 022 - 2272 1233 / 34 Fax: 022 - 2272 2131 / 1072/ 2037 / 2061/ 41 Email: corp.relations@bseindia.com corp.compliance@bseindia.com	National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Tel: 022 - 2659 8235 / 36 / 452 Fax: 022 - 2659 8237/ 38 Email: cmlist@nse.co.in
Scrip Code: 532345	Scrip Code : GATI

Dear Sir/Madam,

Sub:- Intimation of 21st Annual General Meeting, E-voting & book closure.

This is to inform you that, pursuant to Section 96 of the Companies Act, 2013, the 21st Annual General Meeting (AGM) of the Company will be held on Thursday, August 4, 2016 at 10.00 a.m. at Hotel Radisson Blu Plaza, 8-2-409, Road no.6, Banjara Hills, Hyderabad – 500 034.

We also hereby inform you that pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer books of the Company will be closed from Thursday, July 28, 2016 to Thursday, August 4, 2016 (both days inclusive) for the purposes of AGM and dividend.

Further, e-voting facility has been made available to all the members of the Company. The details of e-voting are as follows:

- c) Date and time of commencement of e-voting - Saturday, July 30, 2016 at 9.00 a.m.
- d) Date and time of end of e-voting - Wednesday, August 3, 2016 at 5.00 p.m.
- c) Cut-off date for determining the eligibility to vote - Thursday, July 28, 2016 by electronic means or in the AGM.

Please also find attached the Notice of the 21st AGM of the Company. take the same on your records and acknowledge.

Thanking you

Yours faithfully
for **Gati Limited**


Sanjeev Jain
Director-Finance
DIN: 05325926

Corporate & Regd. Office: Gati Limited

Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 71204285

investor.services@gati.com | CIN: L63011TG1995PLC020121 | Toll Free No.: 1800-266-4284 | www.gati.com

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Notice

Notice is hereby given that the 21st Annual General Meeting (AGM) of the members of Gati Limited (the Company) will be held on Thursday, August 4, 2016, at 10:00 a.m., at Hotel Radisson Blu Plaza, 8-2-409, Road No. 6, Banjara Hills, Hyderabad - 500 034 to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt:
 - (a) the Audited financial statements of the Company for the financial year ended March 31, 2016, 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, 2016.
2. To declare Dividend on equity shares for the financial year ended March 31, 2016.
3. To appoint a Director in place of Mr. Yoshinobu Mitsuhashi (DIN: 03121427), who retires by rotation and being eligible offers himself for re-appointment.
4. To ratify the re-appointment of M/s. R S Agarwala & Co, Chartered Accountants (Firm Registration No. 304045E) as approved by Members at the 19th Annual General Meeting as Statutory Auditors of the company, to hold office until the conclusion of 22nd Annual General Meeting, and to fix their remuneration for the financial year ending March 31, 2017.

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 pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), 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 Auditors for any branch office of the Company for the Financial Year 2016-17, 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.”

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 203 read with Part I of Schedule V and all other applicable provisions, if any of the Companies Act, 2013 read with rules made thereunder, including any statutory modification or re-enactment thereof and subject to such consents and approvals as may be necessary, the company hereby approves the re-appointment of Mr. Mahendra Agarwal as Managing Director of the Company, designated as “Founder and CEO” for a period of five years with effect from 1st August, 2016 in such manner as may be agreed to between the Board and Mr. Mahendra Agarwal.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writing as may be required 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 provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) and enabling provisions of the Articles of Association of the company and subject to such approvals, consents, sanctions and permissions as may be necessary in this regard, consent of the members of the company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as the “Board” which expression shall also include a committee constituted by the Board or any person (s) authorized by the Board to exercise the power conferred on the Board by this resolution) to (a) give any loan to any person or other body corporate (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate which is higher of 60% of the aggregate of the paid-up share capital and free reserves and securities premium account; or 100% of its free reserves and securities premium account, upto an aggregate amount not exceeding ₹ 500 Crores, on such terms and conditions, as the Board may think fit.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the company be and is hereby authorized to take from time to time all decisions and such step as may be necessary for giving loans, guarantee or providing securities or for making such investments and to execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matter and things as it may in its absolute discretion, deem fit, necessary or appropriate.”

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 provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder and regulation 23 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of the members be and is hereby accorded for the appointment of Mr. Dhruv Agarwal (relative of Mr. Mahendra Agarwal, Managing Director of the Company), to the place of profit being the office of the Chief Strategy Officer in the Company’s subsidiary, Gati-Kintetsu Express Private Limited (GKEPL) on the terms as set out in the Explanatory Statement under Item No. 8 to this Notice.”

“RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Board of Directors of the Company / GKEPL to finalize and decide the revisions in the remuneration payable to Mr. Dhruv Agarwal from time to time in accordance with the Company’s policy on performance measurement and such other applicable/relevant policies and to perform and execute all such acts, deeds, matters and things (including delegating such authority), as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

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 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder and regulation 23 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of the members be and is hereby accorded for the appointment of Mr. Manish Agarwal (relative of Mr. Mahendra Agarwal, Managing Director of the Company), to the place of profit being the office of the Whole-Time Director in the Company’s subsidiary, Gati Kausar India Limited (Gati Kausar) on the terms as set out in the Explanatory Statement under Item No. 9 to this Notice.”

“RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Board of Directors of the Company / Gati Kausar to finalize and decide the revisions in the remuneration payable to Mr. Manish Agarwal from time to time in accordance with the Company’s policy on performance measurement and such other applicable/relevant policies and to perform and execute all such acts, deeds, matters and things (including delegating such authority), as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

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.** 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 member.
2. The instrument appointing the proxy, duly completed, must be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting (on or before August 2, 2016, 10 a.m. IST). A proxy Form is annexed to this Report. Proxies submitted on behalf of Companies, Societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the relevant Board Resolution together with the respective specimen signature of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
4. Members/Proxies/Authorized Representatives are requested to bring their duly filled 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 at the meeting.
5. 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 (e-voting). Instructions and

other information relating to e-voting are given in this Notice under Note No. 21. 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.

6. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
7. Additional information, pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the Meeting is furnished as annexure to the Notice.
8. The Register of Members and Share Transfer Books of the Company will remain closed from July 28, 2016 to August 4, 2016 (both days inclusive).
9. The members who have not surrendered their old share certificates (Issued by the then M/s. Transport Corporation of India Limited, now known as M/s. 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, M/s. 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.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 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 for inspection by the members at the meeting.
11. 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 M/s. Karvy Computershare Private Limited, Registrar & Share Transfer Agent (Karvy).
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.
12. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) & Bank Account details by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN & Bank Account details to the Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form are required to submit their PAN & Bank Account details to M/s. Karvy/ Investor Service Department of the Company.
13. Non-Resident Indian Members are requested to inform M/s. 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, if not furnished earlier.

14. Dividend on equity shares as recommended by the Board of Directors for the financial year ended March 31, 2016, if approved at the meeting, will be paid within the stipulated time:
- 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 M/s. Karvy, Registrar and Share Transfer Agent of the Company on or before July 28, 2016.
 - 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 28, 2016.
15. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificate to M/s. Karvy for doing the needful.
16. 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 2007-08, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Shareholders who have not encashed their dividend warrant(s) so far for the financial year ended June 30, 2009 or any subsequent financial years are requested to make their claim to the office of the M/s. Karvy, Registrar and Share Transfer Agents. It may be noted that once the unclaimed dividend is transferred, on the expiry of seven years, to the IEPF, as stated here-in, no claim shall lie in respect thereof.
17. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 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 register the same by submitting a duly filled-in 'Shareholder Registration Form' available on the website of the Company www.gati.com to M/s. Karvy or Investor Service Department of the Company. 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.
18. The Notice of the Meeting, Annual Report along with Attendance Slip and proxy form etc. are being sent in electronic mode to Members whose email address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of the Meeting, Annual Report along with Attendance Slip and proxy form etc. are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of the Meeting, Annual Report along with Attendance Slip and proxy form etc. in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the Meeting.
19. A Route Map showing direction to reach the venue of 21st Annual General Meeting is given in the Annual Report as per the requirement of the Secretarial Standard – 2 on General Meeting.
- 20. VOTING THROUGH ELECTRONIC MEANS**
- In Compliance with provisions of Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility to the members to exercise their right to vote at the 21st AGM by electronic means and the business shall be transacted through e-voting services provided by M/s Karvy Computershare Private Limited (Karvy).
 - The e-voting facility will be available during the following period:
Commencement of e-voting: From 9.00 a.m. (IST) on Saturday, July 30, 2016
End of e-voting: Up to 5.00 p.m. (IST) on Wednesday, August 3, 2016
 - The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by M/s. Karvy upon expiry of aforesaid period.
 - The company has appointed M/s. dvmgopal & associates, Practicing Company Secretaries, Hyderabad, as Scrutinizer for conducting the e-voting process and voting process at the meeting (including voting through Ballot Form) in a fair and transparent manner.
 - 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 28, 2016. 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.
 - 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.
 - The facility for voting through ballot / polling paper shall be made available at the Meeting, to all the members attending the Meeting, who have not opted evoting facility. Further, the members who have opted evoting facility may also attend the Meeting but shall not be entitled vote again. Kindly note that members can opt for only one form of voting i.e. either by Ballot Forms or through e-voting. If members are opting for e-voting then they should not vote by Ballot Forms and vice-versa.

However, in case members casting their vote both by e-voting and Ballot Forms, then voting done through e-voting shall prevail and voting done by Physical Ballot shall be treated as invalid.
 - 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. Thursday, July 28, 2016, may obtain the User ID and password for e-voting by sending email intimating DP ID and Client ID / Folio No. at evoting@karvy.com with a copy to investor.services@gati.com.

However, if you are already registered with M/s. Karvy for e-voting, you can use your existing User ID and password for casting your vote.

- i) The Chairman shall, at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the help of scrutinizer, by use of 'Ballot Paper' for all those members, who are present at the meeting, but have not cast their vote by availing e-voting facility.
- j) The Scrutinizer, after scrutinising the votes cast at the meeting (Poll) and through e-voting, will, within stipulated time, 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 i.e. www.gati.com and on the website of M/s. Karvy i.e. www.karvy.com. The results shall simultaneously be communicated to the Stock Exchanges.
- k) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, August 4, 2016.

21. Instructions and other information relating to e-voting:

The instructions for e-voting are as under:

- i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e. user-id & password). Your folio / DP ID - Client ID will be your User ID.

User ID	For Members holding shares in demat form: a) For NSDL: 8-character DP ID followed by 8-digit Client ID b) For CDSL: 16-digit beneficiary ID For Members holding shares in physical form: Event number, followed by Folio Number registered with the Company
Password	Your unique password is printed on the form / forwarded via email through the electronic notice
Captcha	Enter the verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons

- iii) After entering these details appropriately, click on 'LOGIN'.
- iv) Members holding shares in demat / physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through M/s. Karvy e-voting platform. System will prompt you to change your password and update

any contact details like mobile number, email ID etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt to select the 'Event' i.e. 'Company Name'.
- vii) If you are holding shares in demat form and had logged on to <https://evoting.karvy.com> and cast your vote earlier for any company, then your existing login id and password are to be used.
- viii) On the voting page, you will see Resolution description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. If you do not want to cast your vote, select 'ABSTAIN'.
- ix) After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly, modify your vote.
- x) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xi) Corporate / Institutional Members (Corporate / FIs / FII's / Trusts / Mutual Funds / Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutiniser through e-mail to dvmgopal@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board resolution should be in the naming format 'Corporate Name_ Event number'.
- xii) If you are already registered with M/s. Karvy for e-voting, then you can use your existing user ID and password for casting your vote. 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).
- xiii) Please contact M/s. Karvy toll-free number 1-800-34-54-001 for any further clarifications.
- xiv) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of the e-voting website of M/s. Karvy <https://evoting.karvy.com>.

PROFILE OF DIRECTORS (SEEKING RE-APPOINTMENT)

Name of the Director	Mr. Mahendra Agarwal	Mr. Yoshinobu Mitsuhashi
Brief Resume & Expertise in specific functional areas	<p>Mr. Mahendra Agarwal, 62 years, is the promoter, Founder and CEO of Company. Mr. Agarwal holds a bachelor's degree in engineering from Bangalore University, and a Master's in Business Administration from University of Austin, Texas (USA). He established Gati in 1989 with an aim to redefine the logistics industry. Mr. Agarwal is the driving force behind Gati's journey to its leadership position. Under his visionary leadership, Gati has evolved into a major ILSP (Integrated Logistics Service Provider).</p> <p>Mr. Agarwal is an avid speaker and has been invited to many symposia and forums like the Global Logistics Summit 2006 held at the Indian School of Business, Hyderabad and the Logistics 2005 conference. He was also invited by IIM (Ahmedabad) to interact with the students.</p> <p>A leader, thinker and philosopher, Mr. Agarwal is an institution by himself. Apart from being on the Board of several Indian companies, Mr. Agarwal is also the founder member of Supply Chain & Logistics Group (SCLG) India (in addition to being a member of the international board of advisors for SCLG Global), member of CII Southern Region Council, member of CII Institute of Logistics Advisory Council, FICCI's Civil Aviation Committee & FICCI's Logistics Forum.</p>	<p>Mr. Yoshinobu Mitsuhashi, 61 years is a nominee director of Kintetsu World Express (S) Pte Limited. Mr. Mitsuhashi graduated from Keio University, Faculty of Law and Department of Political Science. He joined Kintetsu World Express Inc. in 1979 and after serving in various positions, became the Managing Director of Kintetsu Integrated Air Services Sdn Bhd. Presently, he is the Director and General Manager of South East Asia Region of Kintetsu World Express Inc.</p>
Details of shares held in the Company as on 31.03.2016	38,34,188	Nil
Listed Companies in which Directorships held as on 31.03.2016	TCI Finance Ltd., TCI Industries Ltd., Gati Kausar India Ltd.	Nil
Chairman / Member of the Committees of Listed Companies in which he is a Director as on 31.03.2016	Member of Nomination & Remuneration committee of TCI Finance Ltd.	Nil
Relationship with other Directors	Not related to any Director	Not related to any Director

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

Hyderabad
April 27, 2016

Sanjeev Jain
Director-Finance
DIN: 05325926

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, Email: investor.services@gati.com

Explanatory Statement to the Notice of the Annual General Meeting, as per Section 102(1) of the Companies Act, 2013.

Item No.5

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 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. 5 of the accompanying notice.

The Board recommends the Resolutions 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. Mahendra Agarwal as Managing Director of the Company, designated as "Founder & CEO" for a period of five (5) years from August 1, 2016 under Section 196 of the Companies Act, 2013.

Further, Mr. Mahendra Agarwal is also the Managing Director of GKEPL, Subsidiary Company designated as "Executive Chairman" and prefer to draw remuneration from GKEPL only.

The approval of the members is sought by way of a Special Resolution for the re-appointment of Mr. Mahendra Agarwal as Managing Director of the Company, designated as "Founder & CEO" with effect from August 1, 2016 for a period of five (5) years.

Mr. Mahendra Agarwal & his relatives are interested in this item of Business to the extent of their shareholding. Except this none of the Directors or KMP or their relatives of Directors and KMP, 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

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting. In view of the aforesaid, it is proposed to take approval under section 186 of the Companies Act, 2013, by way of special resolution, upto a limit of ₹ 500 Crores, as proposed in the Notice.

The investments, loans, guarantees and securities, as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own/surplus funds/ internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

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 7 of the accompanying notice.

The Board recommends the resolution at item no. 7 to be passed as special resolution.

Item No. 8

Pursuant to Section 188(1)(f) of the Companies Act, 2013, the company has already obtained approval from the shareholders at the 19th Annual General Meeting of the Company held on August 5, 2014, for the appointment of relative of a Director in a place of profit in the subsidiary company.

Further, Regulation 23(8) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (notified on 01.12.2015), requires all existing material related party contracts or arrangements entered into prior to the date of notification of these regulations and which may continue beyond such date shall be placed for approval of the shareholders in the first General Meeting subsequent to notification of these regulations.

Accordingly, the approval of the shareholders through special resolution is being sought pursuant to Regulation 23(8) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Name of Related Party	Mr. Dhruv Agarwal
Name of the Director or key managerial personnel who is related	Mr. Mahendra Agarwal, Managing Director
Nature of Relationship	Mr. Dhruv Agarwal is son of Mr. Mahendra Agarwal
Profile	Mr. Dhruv Agarwal is the Chief Strategy Officer, GKEPL. In his role he leads the long term strategy of the Gati Group (Gati) which involves corporate capability development, setting up new lines of services and business, to help Gati to set the benchmarks and be the leader in the Indian Logistics landscape. Since joining Gati in 2012, he has been instrumental in shaping Gati's future vision and strategy. He led the successful closure of Gati's Shipping business as part of the group's strategy to focus on its core - Logistics and Supply Chain Solutions. He championed Gati's entry into ecommerce logistics, fulfillment centre operations and expanded the end to end supply chain solutions capabilities and industry specific expertise. Prior to joining Gati, Mr. Dhruv Agarwal was the founder of SunVolt Energy- a Renewable Energy development company. Sunvolt has implemented one of India's first grid connected MW size solar power plants. He has previously worked as a Project Development Consultant in Capital Fortunes Pvt. Ltd., as a Business Analyst in JP Morgan Chase, USA, as a Summer Consultant in Deloitte Haskins & Sells and as a Project Manager in Illinois Business Consulting USA.

	Mr. Dhruv Agarwal holds a Bachelor degree in Liberal Arts & Science in Economics from the University of Illinois, Urbana-Champaign, USA. He is currently a CII Telangana State Council Member and Leads the Logistics and Industrial Corridor Panel.
Nature, material terms, monetary value and other particulars	Full time employment; Remuneration comprising of fixed component of ₹ 4.56 lakhs per month plus performance bonus subject to revision by the Board of Directors/Committee thereof of the Company/GKEPL in accordance with the applicable company's policies/statutory/regulatory provisions.

Mr. Dhruv Agarwal & his relatives are interested in this item of Business to the extent of their shareholding. Except this none of the Directors or KMP or their relatives of Directors and KMP, are in any way concerned with or interested financially or otherwise in the resolution at item no. 8 of the accompanying notice.

Item No.9

Pursuant to Section 188(1)(f) of the Companies Act, 2013, the company has already obtained approval from the shareholders at the 19th Annual General Meeting of the Company held on August 5, 2014, for the appointment of relative of a Director in a place of profit in the subsidiary company.

Further, Regulation 23(8) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (notified on 01.12.2015), requires all existing material related party contracts or arrangements entered into prior to the date of notification of these regulations and which may continue beyond such date shall be placed for approval of the shareholders in the first General Meeting subsequent to notification of these regulations.

Accordingly, the approval of the shareholders through special resolution is being sought pursuant to Regulation 23(8) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Name of Related Party	Mr. Manish Agarwal
Name of the Director or key managerial personnel who is related	Mr. Mahendra Agarwal, Managing Director
Nature of Relationship	Mr. Manish Agarwal is son of Mr. Mahendra Agarwal
Profile	Mr. Manish Agarwal is the Whole-Time Director, Gati Kausar, Gati's cold chain subsidiary. Mr. Manish Agarwal has been responsible for giving the business direction, creating integrated supply chain capability and enhancing synergy with the rest of Gati's capabilities and products. He has also been responsible for the strategic partnership with Mandala Capital in October 2014. Mr. Manish Agarwal holds 2 bachelor degrees in Computer Science and in Economics from the School of Engineering and the Wharton School

	respectively, at the University of Pennsylvania. He graduated as part of the Jerome Fisher Program in Management in Technology at the University. He has also done a summer program in international relations and public policy at the London School of Economics. Mr. Manish Agarwal is passionate about the food industry and about creating a sustainable and efficient express network for food and pharmaceuticals in India. He is largely responsible for improving the efficiency of operations. He has a hands on person and works closely with the team at large both at office and outside office. He has developed a special rapport with all customers having visited them regularly. He has knowledge about best practices related to the cold chain business and brings in international experience which is relevant for development of this industry in India. As part of Gati's leadership team, he is also involved in other key strategic initiatives of the group, including sales and solution selling.
Nature, material terms, monetary value and other particulars	Full time employment; Remuneration of ₹ 2.45 lakhs per month plus performance bonus subject to revision by the Board of Directors/Committee thereof of the Company/Gati Kausar in accordance with the applicable company's policies/statutory/regulatory provisions.

Mr. Manish Agarwal & his relatives are interested in this item of Business to the extent of their shareholding. Except this none of the Directors or KMP or their 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.

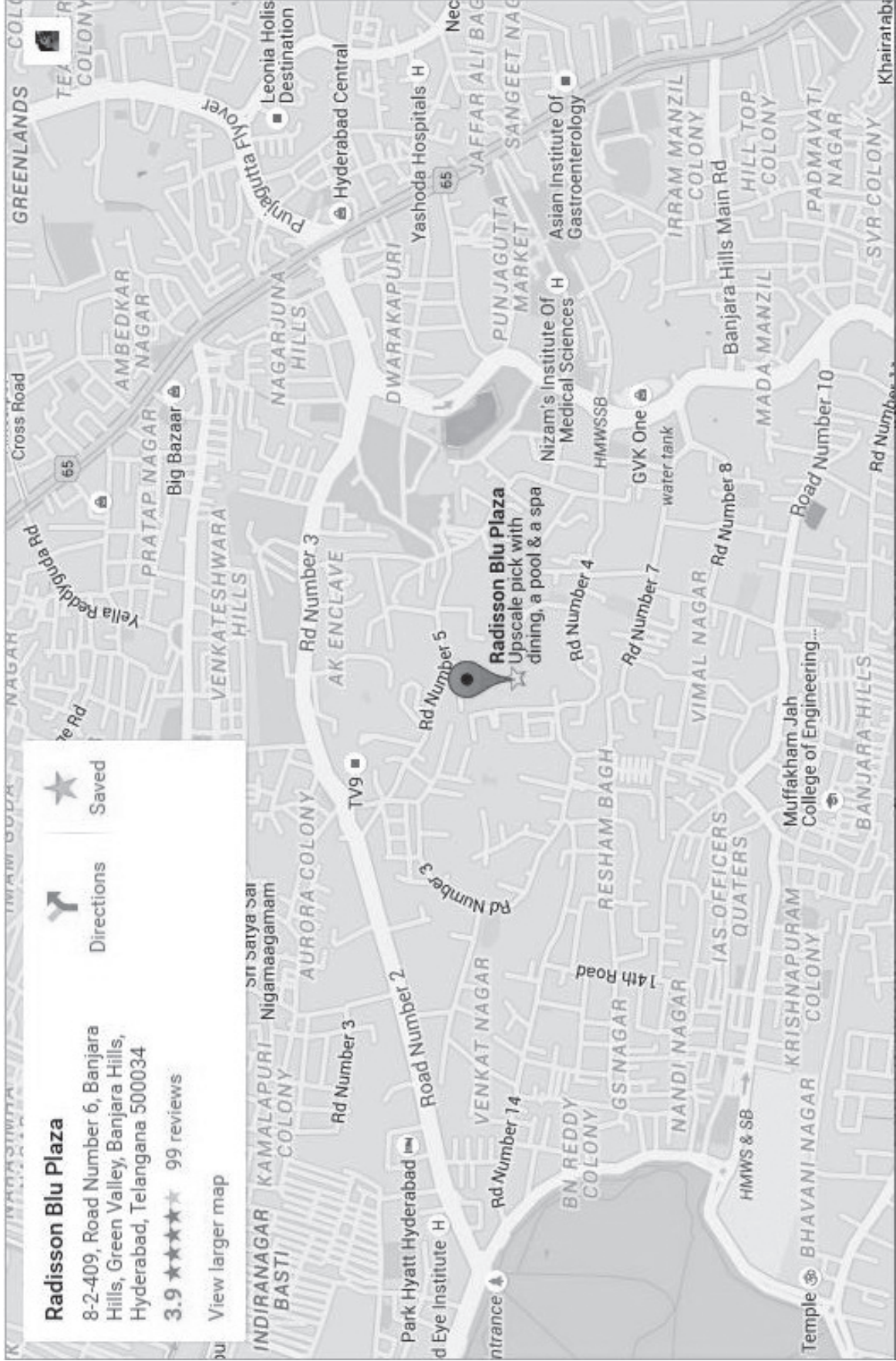
By order of the Board of Directors
for Gati Limited

Hyderabad
April 27, 2016

Sanjeev Jain
Director-Finance
DIN: 05325926

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