

July 7, 2017

<b>BSE Limited</b> 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	<b>National Stock Exchange of India Ltd.</b> 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
<b>Scrip Code: 532345</b>	<b>Scrip Code : GATI</b>

Dear Sir/Madam,

**Sub:- Intimation of 22nd Annual General Meeting, E-voting & book closure.**

This is to inform you that, pursuant to Section 96 of the Companies Act, 2013, the 22nd Annual General Meeting (AGM) of the Members of the Company will be held on Tuesday, August 1, 2017 at 5.00 p.m. at Hotel Radisson Hyderabad Hitech city, Gachibowli, Miyapur Road, Hyderabad -500032.

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 Tuesday, July 25, 2017 to Tuesday, August 1, 2017 (both days inclusive) for the purpose of AGM and payment of dividend, if declared at AGM.

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

- a) Date and time of commencement of e-voting - Thursday, July 27, 2017 at 9.00 a.m.
- b) Date and time of end of e-voting - Monday, July 31, 2017 at 5.00 p.m.
- c) Cut-off date for determining the eligibility to vote - Tuesday, July 25, 2017 by electronic means or in the AGM.

Kindly take the same on your records and acknowledge.

Thanking you

Yours faithfully  
for **Gati Limited**



**Amit Pathak**  
Company Secretary

**Corporate & Regd. Office: Gati Limited**

Plot No.20, Survey No.12, Kothaguda, Kondapur, Hyderabad - 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318

investor.services@gati.com | CIN: L6301ITGI995PLC020121 | Toll Free No.:1860 123 4284 | www.gati.com

# NOTICE

Notice is hereby given that the 22nd Annual General Meeting (AGM) of the members of Gati Limited (CIN: L63011TG1995PLC020121) (the Company) will be held on Tuesday, August 1, 2017, at 5:00 pm at Hotel Radisson Hyderabad Hitech city, Gachibowli, Miyapur Road, Hyderabad, Telangana-500032 to transact the following businesses:

## Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and Independent Auditors thereon;
2. To receive, consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of Independent Auditor's thereon.
3. To declare Dividend on equity shares for the financial year ended March 31, 2017.
4. To appoint a Director in place of Mr. Yasuhiro Kaneda (DIN: 07619127), who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint statutory auditors and fix their remuneration.

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. R S Agarwala & Co., Chartered Accountants (Firm Registration No. 304045E), to hold office from the conclusion of this 22nd AGM until the conclusion of the 27th AGM, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

## Special Business:

6. **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") (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 authorised to appoint Branch Auditor(s) for any branch office of the Company for the financial year 2017-18, 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."

7. **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 188(1)(f) of the Companies Act, 2013, read with Companies (Meetings of Board and its powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (Act), including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, the consent of the members be and is hereby accorded to the appointment of Mr. Dhruv Agarwal (son of Mr. Mahendra Agarwal, Managing Director of the Company), holding office or place of profit, as Chief Strategy Officer of the Company w.e.f. 1st April, 2017, at a remuneration for an amount not exceeding ₹2.35 Mn p.a.

**RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded to the Nomination & Remuneration Committee/Board of Directors of the Company, to finalise and decide the change in designation/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."

8. **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 188(1)(f) of the Companies Act, 2013, read with Companies (Meetings of Board and its powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (Act), including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, the consent of the members be and is hereby accorded to the appointment of Mr. Manish Agarwal (son of Mr. Mahendra Agarwal, Managing Director of the Company), holding office or place of profit, as Chief- Express Distribution of Gati Kintetsu Express Private Limited, Subsidiary Company w.e.f. 1st April, 2017, at a remuneration for an amount not exceeding ₹2.00 Mn p.a.

**RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded to the Nomination & Remuneration Committee/Board of Directors of the Gati Kintetsu Express Private Limited, Subsidiary Company, to finalise and decide the change in designation/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."

**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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013, as may be amended from time to time, the existing clause 123(ii) of the Articles of Association of the Company be and is hereby altered by replacing with the following article:

- (i) The Seal shall be affixed to any instrument either, by the authority of a resolution of the Board of Directors and in the presence of such person as authorised by the Board, from time to time, or in the presence of at least one Director and Company Secretary.

**RESOLVED FURTHER THAT** the Board of Directors or the company secretary of the company be and are hereby severally authorised to file all the necessary forms and other necessary documents as may be required by the statutory authorities including the Registrar of Companies and to do such acts, deeds and things that may be required for the purpose of alteration of Articles of Association of the Company that may be suggested by the Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolutions and to authorise such person or persons to give effect to the above resolutions and to submit all documents to the concerned authorities with regard to the same and to take all the necessary steps in this regard."

**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.
- 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 July 30, 2017, 5:00 pm 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.

- During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
- Corporate members intending to send their authorised 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) authorised under the said resolution to attend and vote on their behalf at the Meeting.
- Members/Proxies/Authorised 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.
- 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. 23. 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.
- 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.
- 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.
- The Register of Members and Share Transfer Books of the Company will remain closed from July 25, 2017 to August 1, 2017 (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2017 and the AGM.
- 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.

11. 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.
12. 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.
13. 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 and Bank Account details to M/s. Karvy / Investor Service Department of the Company.
14. 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.
15. Dividend on equity shares as recommended by the Board of Directors for the financial year ended March 31, 2017, 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 M/s. Karvy, Registrar and Share Transfer Agent of the Company on or before July 25, 2017.
  - 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 25, 2017.
16. 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.
17. 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, 2010 or any subsequent financial years are requested to make their claim to the office of M/s. Karvy, Registrar and Share Transfer Agents.
18. 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](http://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.
19. 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 aforesaid documents 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.
20. A Route Map showing direction to reach the venue of 22nd AGM is given in the Annual Report as per the requirement of the Secretarial Standard – 2 on General Meeting.
21. Members may also note that the Notice of the 22nd AGM and the Annual report for the FY2016-17 will be available on the company's website i.e., [www.gati.com](http://www.gati.com).

**22. VOTING THROUGH ELECTRONIC MEANS**

- a) 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 SEBI (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 22nd AGM by electronic means and the business shall be transacted through e-voting services provided by M/s. Karvy Computershare Private Limited (Karvy).
- b) The e-voting facility will be available during the following period:
- Commencement of e-voting: From 9.00 a.m. (IST) on Thursday, July 27, 2017
- End of e-voting: Up to 5.00 p.m. (IST) on Monday, July 31, 2017
- c) 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.
- d) The company has appointed M/s. dvmgopal & Associates, Company Secretaries, Hyderabad, as Scrutiniser for conducting the e-voting process and voting process at the meeting (including voting through Ballot Form) in a fair and transparent manner.
- e) 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. Tuesday, July 25, 2017. 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.
- f) 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.
- g) 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 to 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.
- h) 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. Tuesday, July 25, 2017, 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](mailto:evoting@karvy.com) with a copy to [investor.services@gati.com](mailto: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 scrutiniser, 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 Scrutiniser, after scrutinising the votes cast at the meeting (Poll) and through e-voting, will, within stipulated time, make a consolidated scrutiniser's report and submit the same to the Chairman. The results declared along with the consolidated scrutiniser'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 M/s. Karvy i.e. <http://evoting.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. Tuesday, August 1, 2017.

### 23. 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 / FIs / 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](mailto:dvmgopal@gmail.com) with copy to [evoting@karvy.com](mailto: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 at downloads section of the e-voting website of M/s. Karvy i.e. <https://evoting.karvy.com>.

**PROFILE OF DIRECTORS (SEEKING RE-APPOINTMENT)**

Name of the Director	Mr. Yasuhiro Kaneda
Brief Resume & Expertise in specific functional areas	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 or more than 30 years in Freight Forwarding and Logistics Industry. Presently, he is Managing Director of KWE South East and South Asia Region.
Details of shares held in the Company as on 31.03.2017	Nil
Listed Companies in which Directorships held as on 31.03.2017	Nil
Chairman / Member of the Committees of Listed Companies in which he is a Director as on 31.03.2017	Nil
Relationship with other Directors	Not related to any Director

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

**Amit Pathak**

Company Secretary  
M. No. A19971

Place: Hyderabad  
Date: May 6, 2017

**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

**Explanatory Statement to the Notice of the Annual General Meeting, as per Section 102(1) of the Companies Act, 2013.****Item No. 5**

Though not mandatory, this statement is provided for reference.

M/s. R S Agarwala & Co., Chartered Accountants (Firm Registration No. 304045E) were appointed as statutory auditors of the company, since inception. In terms of their appointment made at the 19th AGM held on 05.08.2014, they are holding office of the auditors up to the conclusion of the 22nd AGM and hence, would retire at the conclusion of the forthcoming 22nd AGM.

As per second proviso to Section 139(2) of the Companies Act, 2013 (the Act), a transition period of three years from the commencement of the Act is provided to appoint a new auditor when the existing auditor's firm has completed two terms of five consecutive years.

Accordingly, as per the said requirements of the Act, M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) is proposed to be appointed as statutory auditors of the company, for a period

of 5 years, commencing from the conclusion of 22nd AGM till the conclusion of the 27th AGM, subject to ratification by members every year, as may be applicable.

M/s. Singhi & Co., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 5 of the notice.

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

**Item No. 6**

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 authorise 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. 6 of the accompanying notice.

The Board recommends the Resolution at Item No. 6 to be passed as an ordinary resolution.

**Item No. 7**

The provisions of section 188(1)(f) of the Companies Act, 2013, that govern the related party transactions require a Company to obtain prior approval of the Audit Committee, Board of Directors and shareholders for the related party's appointment to any office or place of profit.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting held on May 06, 2017, had approved the appointment of Mr. Dhruv Agarwal as Chief Strategy Officer of the company, subject to approval of the Shareholders by way of an Ordinary Resolution.

The details of the remuneration payable to Mr. Dhruv Agarwal is given in the resolution no. 7. As per section 188(1)(f) of the Companies Act, 2013, your Directors recommend the resolution for your approval.

Further, Mr. Dhruv Agarwal is also holding the position of Chief Strategy Office (CSO) in Gati-Kintetsu Express Private Limited, Subsidiary Company.

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. 7 of the accompanying notice

**Item No. 8**

The provisions of section 188(1)(f) of the Companies Act, 2013, that govern the related party transactions require a Company to obtain prior approval of the Audit Committee, Board of Directors and shareholders for the related party's appointment to any office or place of profit.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting held on May 06, 2017, had approved the appointment of Mr. Manish Agarwal as Chief – Express Distribution of Gati Kintetsu Express Private Limited, Subsidiary Company, subject to approval of the Shareholders by way of an Ordinary Resolution.

The details of the remuneration payable to Mr. Manish Agarwal is given in the resolution no. 8. As per section 188(1)(f) of the Companies Act, 2013, your Directors recommend the resolution for your approval.

Further, Mr. Manish Agarwal is also holding the position of Whole-Time Director in Gati Kausar India Limited, Subsidiary Company.

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. 8 of the accompanying notice.

**Item no. 9**

As per the existing Clause 123(ii) of the Articles of Association of the Company, the Common Seal of the Company can be affixed on any instrument only with the approval of the Board or of a committee of the Board authorised by it in that behalf and in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose.

The Board of Directors at their meeting held on May 06, 2017, have approved to amend the above Clause of the Article, subject to the approval of the shareholders of the Company, to enable affixation of Common Seal in the presence of such person(s) as may be authorised by the Board or in the presence of at least one Director and Company Secretary.



Pursuant to the Companies (Amendment) Act, 2015, use of Common seal has now become optional for the Companies. Further, Company being a Service Company has to execute various agreements, documents etc., towards its business matters including for borrowing proposals and other administrative necessities. In view of the same and to facilitate administrative convenience for execution of such documents on behalf of the Company, it is proposed to alter the existing Articles of Association (“AOA”) of the Company suitable as proposed in the resolution.

Pursuant to Section 14 of the Companies Act, 2013, the said alteration can be effected only with the Special Resolution as set forth in Item no. 9 of the Notice. The relevant documents are available for inspection at the Registered Office during the voting period

None of the Directors 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 except as members.

The Board recommends the resolution at item No. 9 to be passed as a special resolution.

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

**Amit Pathak**

Company Secretary  
M. No. A19971

Place: Hyderabad  
Date: May 6, 2017

**Registered & Corporate Office:**

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Kothaguda, Kondapur, Hyderabad- 500 084  
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