
**INDEPENDENT AUDITORS' REPORT
TO THE BOARD OF DIRECTORS OF GATI LIMITED**

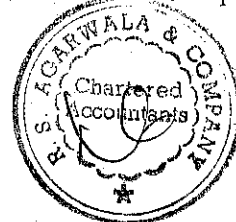
1. We have audited the accompanying Statement of Consolidated Financial Results of GATI LIMITED ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), for the year ended March 31, 2017 ("the Statement"), being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015. This Statement, which is the responsibility of the Holding Company's Management and approved by the Board of Directors, has been prepared on the basis of the related consolidated financial statements which are in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, as applicable and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement.
2. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance and whether the Statement is free from material misstatement. An audit includes examining, on a test basis, evidence supporting amounts disclosed in the Statement. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the significant accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.
3. (a) Financial Statements / consolidated financial statements of certain subsidiaries which reflect total assets of Rs.621.40 crore as at March 31, 2017 and total revenue of Rs.1170.99 crore for the year then ended, have been audited by us.

(b) We did not audit the financial statements /consolidated financial statements of certain subsidiaries, whose financial statements /consolidated financial statements reflect total assets of Rs. 96.07 crore as at March 31, 2017 and total revenues of Rs. 89.08 crore for the year then ended on the date as the case may be and financial statements /consolidated financial statements have been audited by other auditors whose reports have been furnished to us and our opinion is based solely on the reports of the other auditors.

Our opinion on the Statement is not modified in respect of the above matters with regard to our reliance on the work done and the reports of the other auditors and the financial statements / consolidated financial statements certified by the Management.

4. In our opinion and to the best of our information and according to the explanations give to us, and based on the consideration of the reports of the other auditors referred to in paragraph 3 above, the Statement :

- a. Includes the results of entities as given below



List of Subsidiaries:

Indian

- (i) Gati-Kintetsu Express Pvt. Limited
- (ii) Gati Kausar India Limited
- (iii) Gati Import Export Trading Limited
- (iv) Zen Cargo Movers Pvt. Limited
- (v) Gati Logistics Parks Pvt. Limited
- (vi) Gati Projects Pvt. Limited

Foreign

- (vii) Gati Asia Pacific Pte Ltd

- b. is presented in accordance with the requirements of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - c. gives a true and fair view in conformity with the aforesaid Accounting Standards and other accounting principles generally accepted in India of the consolidated net profit and other financial information of the Group for the year ended March 31, 2017.
5. The Statement includes the results for the Quarter ended March, 31 2017 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

Camp: Hyderabad
Date: 6 May, 2017

For **R.S. Agarwala & Co.,**
Chartered Accountants
(Firm's Registration No. 304045)

R.S. Agarwala
Partner
Membership No. 005534



GATI LIMITED

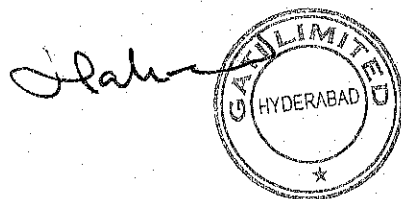
Regd. & Corp Office: Plot No 20, Survey No 12, Kothaguda, Kondapur, Hyderabad 500 084

website: www.gati.com e-mail: investor.services@gati.com, CIN: L63011TG1995PLC020121

STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31st MARCH, 2017

Rs. In Lakhs

| Particulars | Quarter Ended | | | Year Ended | Year Ended |
|---|---------------|---------------|---------------|-----------------|-----------------|
| | 31.03.2017 | 31.12.2016 | 31.03.2016 | 31.03.2017 | 31.03.2016 |
| | Unaudited | | | Audited | Audited |
| Income from Operations | 33,356 | 34,876 | 36,809 | 1,39,816 | 1,43,387 |
| Sale of Products | 7,672 | 7,084 | 5,643 | 27,411 | 22,269 |
| Other Operating Income | 466 | 527 | 352 | 1,872 | 1,046 |
| Total Income from Operations | 41,494 | 42,487 | 42,804 | 1,69,099 | 1,66,702 |
| Other Income | 343 | 318 | 521 | 1,311 | 1,478 |
| Total Income | 41,837 | 42,805 | 43,325 | 1,70,410 | 1,68,180 |
| Expenditure: | | | | | |
| - Cost of Sales | 7,340 | 6,832 | 5,456 | 26,464 | 21,627 |
| - Operating Expenses | 23,965 | 24,304 | 25,546 | 98,341 | 99,597 |
| - Employee Benefit Expenses | 4,132 | 4,822 | 4,332 | 18,424 | 17,970 |
| - Depreciation/Amortisation | 105 | 1,332 | 982 | 3,478 | 3,832 |
| - Other Expenses | 3,921 | 3,591 | 3,684 | 14,685 | 14,424 |
| Total Expenses | 39,463 | 40,881 | 40,000 | 1,61,392 | 1,57,450 |
| Profit from Ordinary Activities before finance cost and exceptional items | 2,374 | 1,924 | 3,325 | 9,018 | 10,730 |
| Finance Cost | 987 | 994 | 898 | 3,994 | 4,248 |
| Profit from ordinary activities after finance costs but before exceptional items | 1,387 | 930 | 2,427 | 5,024 | 6,482 |
| Exceptional Items | - | - | - | - | - |
| Profit from ordinary activities before tax | 1,387 | 930 | 2,427 | 5,024 | 6,482 |
| Tax Expense | 324 | 281 | 425 | 1,295 | 1,559 |
| Net Profit from ordinary activities after tax | 1,063 | 649 | 2,002 | 3,729 | 4,923 |
| Extraordinary Items (net of tax expenses) | - | - | - | - | - |
| Net Profit for the year | 1,063 | 649 | 2,002 | 3,729 | 4,923 |
| Minority Interest | 134 | 151 | 448 | 778 | 1,240 |
| Net profit after tax, Minority Interest | 929 | 498 | 1,554 | 2,951 | 3,683 |
| Paid up Equity Share Capital (Face Value of the Share Rs.2/- each) | 1,764 | 1,761 | 1,754 | 1,764 | 1,754 |
| Reserves excluding Revaluation reserve as per balance sheet of previous accounting year | | | | 54,001 | 52,524 |
| Earnings Per Share (EPS) | | | | | |
| a) Basic | 1.04 | 0.57 | 1.78 | 3.35 | 4.21 |
| b) Diluted | 0.78 | 0.42 | 1.31 | 2.49 | 3.11 |



SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED

Rs. In Lakhs

| Particulars | Quarter Ended | | | Year Ended | Year Ended |
|---|-----------------|-----------------|-----------------|-----------------|-----------------|
| | 31.03.2017 | 31.12.2016 | 31.03.2016 | 31.03.2017 | 31.03.2016 |
| 1. Segment Revenue (Net Sale / Income from each Segment) | | | | | |
| | Unaudited | | | Audited | Audited |
| a) Express Distribution & Supply Chain | 33,951 | 35,439 | 37,165 | 1,41,873 | 1,44,453 |
| b) Fuel Sales | 5,746 | 5,579 | 4,536 | 21,495 | 18,721 |
| c) Other Sales | 1,927 | 1,506 | 1,109 | 5,922 | 3,559 |
| Total | 41,624 | 42,524 | 42,810 | 1,69,290 | 1,66,733 |
| Less: Inter Segment Revenue | 130 | 37 | 6 | 191 | 31 |
| Net Sales / Income from Operations | 41,494 | 42,487 | 42,804 | 1,69,099 | 1,66,702 |
| 2. Segment Results (Profit (+) / Loss (-) before tax and interest from each Segment) | | | | | |
| a) Express Distribution & Supply Chain | 2,223 | 1,784 | 3,181 | 8,508 | 10,305 |
| b) Fuel Sales | 128 | 146 | 124 | 505 | 433 |
| c) Other Sales | 23 | (6) | 21 | 5 | (6) |
| Total | 2,374 | 1,924 | 3,326 | 9,018 | 10,732 |
| Less: Interest Expenses | 987 | 994 | 899 | 3,994 | 4,249 |
| Profit before tax | 1,387 | 930 | 2,427 | 5,024 | 6,483 |
| Segment Assets | | | | | |
| a) Express Distribution & Supply Chain | 1,17,924 | 1,22,882 | 1,21,657 | 1,17,924 | 1,20,273 |
| b) Fuel Stations | 2,105 | 1,988 | 1,594 | 2,105 | 1,594 |
| c) Unallocated/ Corporate/ Inter Segment | 23,102 | 22,557 | 24,136 | 23,102 | 24,136 |
| Total Assets | 1,43,131 | 1,47,427 | 1,47,387 | 1,43,131 | 1,46,003 |
| Segment Liabilities | | | | | |
| a) Express Distribution & Supply Chain | 13,314 | 15,880 | 20,074 | 13,314 | 18,689 |
| b) Fuel Stations | 48 | 26 | 42 | 48 | 42 |
| c) Unallocated/ Corporate/ Inter Segment | 72,961 | 73,208 | 71,560 | 72,961 | 71,560 |
| Total Liability | 86,323 | 89,114 | 91,676 | 86,323 | 90,291 |
| 3 Capital Employed (Segment Assets - Segment Liabilities) | | | | | |
| a) Express Distribution & Supply Chain | 1,04,610 | 1,07,002 | 1,01,584 | 1,04,610 | 1,01,584 |
| b) Fuel Stations | 2,057 | 1,962 | 1,552 | 2,057 | 1,552 |
| c) Unallocated/ Corporate/ Inter Segment | (49,859) | (50,651) | (47,424) | (49,859) | (47,424) |
| Total | 56,808 | 58,313 | 55,712 | 56,808 | 55,712 |



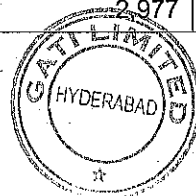
Notes:

1. The Audited financial results have been reviewed by the Audit Committee on May 05, 2017 and approved by the Board of Directors at its meeting held on May 06, 2017. These results are as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as modified by Circular No. CIR/CFD/FAC/62/2016 dated 5th July 2016.
2. The company and its 10 subsidiaries including 4 overseas step down subsidiaries are engaged primarily in the business of running Express Distribution, Supply Chain Services, e-Commerce logistics, Integrated Freight Forwarding, Warehousing and Fuel stations.
3. Depreciation and amortisation expense for the year includes foreign exchange loss on restatement of Foreign Currency Convertible Bonds (FCCBs) of Rs.477 lacs (Previous year Rs.1161 lacs) and for the quarter a Foreign exchange gain of Rs 690 lacs.
4. Pursuant to the order of the Hon'ble High Court of New Delhi in an appeal preferred by Air India, an amount of Rs.2200 lacs was made over to the company by Air India, pending adjudication of Cross Appeals before the Division Bench of the said Hon'ble High Court at New Delhi.
5. The Trustee of the bondholders (FCCBs) had filed a Civil Suit in the Secunderabad Court for specific performance for conversion of bonds into equity which fell due on 13th December 2016. The matter is pending adjudication.
6. a) In the assessment for the accounting year ended 31st March 2012, the surplus on transfer of Express Distribution & Supply Chain business of Rs.12,406 lacs to a subsidiary has been treated as income and raised demand of Rs.5113 lacs. On appeal, the Commissioner (Appeals) has deleted the addition. The Company has paid Rs.1260 lacs and also refunds due was adjusted to the tune of Rs.1405 lacs under protest which is treated as recoverable in books. Since the addition has deleted by the Commissioner Appeals, the said amount to be receivable from Income tax department. Against the order of Commissioner (Appeals), the income tax department has preferred an appeal with Income Tax Appellate Tribunal.

b) Income tax assessment for the accounting year ended 31st March 2014 was completed during the previous quarter resulting in disallowance of significant amount of advances written off during the accounting year against which an appeal has been filed. Such disallowances have been adjusted against business losses during the year.
7. The standalone financial results of the company for the quarter and year ended 31st March, 2017 are as follows:

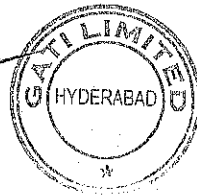
| Rs in Lakhs | | | | | |
|----------------------|---------------|------------|------------|------------|------------|
| Particulars | Quarter ended | | | Year ended | Year ended |
| | 31.03.2017 | 31.12.2016 | 31.03.2016 | 31.03.2017 | 31.03.2016 |
| Turnover | 12,238 | 13,077 | 12,738 | 51,196 | 48,516 |
| Profit before tax | 869 | 344 | 688 | 3,288 | 2,233 |
| Net Profit after tax | 770 | 276 | 599 | 2,977 | 1,983 |

Har



8. a) The Board of Directors of the company has allotted the following equity shares on exercise of options at a premium of Rs.26 per share granted to Employees 58,050 shares and to the Directors of the company 96,000 shares during the quarter. Consequently, the Equity Share Capital of the company increased from 8, 77, 22,937 equity shares of Rs 2/- each to 8,81, 82,054 equity shares of Rs 2/- each during the year.
- b) The Board at its meeting held on 6th May 2017 has allotted 1,88,316 equity shares to the employees at a premium of Rs.43.60 per share on exercise of options subsequent to March 2017.
- c) 9,55,303 options under Employee Stock Options Scheme were outstanding as on 31st March 2017.
9. A critical appraisal of the carrying value of company's investment in subsidiaries was carried out by the management and the diminution in their values amounting to Rs.802 lacs has been adjusted against the special reserve in the Balance Sheet. Further, certain advances and receivables amounting to Rs.2074 lacs found to be irrecoverable have been adjusted against the special reserve. All the above accounting treatment is in accordance with the Scheme of the Arrangement approved by the Honorable High Court of Andhra Pradesh vide their order dated 19th March 2013.
10. The Board of Directors at its meeting held today has recommended a dividend of Rs 0.80 /- (40%) per equity share for the financial year ended 31st March 2017, which upon approval by the shareholders at the ensuing annual general meeting will be met out of reserves of the company.
11. Tax expenses include Current Tax, MAT and Deferred Tax (Net) based on Income Tax returns filed for the previous years.
12. The remuneration paid to Managing Director of Gati-Kintetsu Express Private Limited of Rs 62.97 lacs for the financial year 2016-17 is in excess of the limits prescribed under the Companies Act, 2013, which is subject to the approval of the shareholders and central government.
13. The figures for the current quarter are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto nine months. Figures of the previous period/year have been regrouped /reclassified wherever necessary.
14. The standalone financial results of the Company are available at www.gati.com, www.nseindia.com and www.bseindia.com.

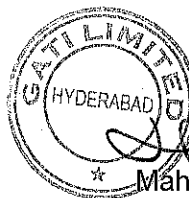
Shah

A circular stamp with the text "GATI LIMITED" around the top edge and "HYDERABAD" in the center. There is a small star symbol at the bottom of the circle.

15. Statement of Assets and Liabilities:

| Particulars | (Rs. In Lakhs) | |
|-------------------------------------|-----------------------|-----------------------|
| | Consolidated | |
| | Audited 31.03.2017 | Audited 31.03.2016 |
| EQUITY AND LIABILITIES | | |
| 1. Shareholder's Fund | | |
| (a) Share Capital | 1,764 | 1,754 |
| (b) Reserves & Surplus | 55,625 | 54,597 |
| | 57,389 | 56,351 |
| 2. Minority Interest | 8,838 | 8,874 |
| 3. Non-Current Liabilities | | |
| (a) Long-term borrowings | 30,681 | 29,031 |
| (b) Deferred tax liabilities(Net) | 1,117 | 966 |
| (c) Other long-term liabilities | 789 | 401 |
| (d) Long-term provisions | 4,722 | 4,076 |
| | 37,309 | 34,474 |
| 4. Current Liabilities | | |
| (a) Short-term borrowings | 13,642 | 13,718 |
| (b) Trade Payables | 6,684 | 8,496 |
| (c) Other current liabilities | 10,287 | 14,544 |
| (d) Short-term provisions | 8,982 | 9,544 |
| | 39,595 | 46,302 |
| TOTAL EQUITY AND LIABILITIES | 1,43,131 | 1,46,001 |
| ASSETS | | |
| 1 Non-Current assets | | |
| (a) Fixed Assets (including CWIP) | 33,112 | 31,237 |
| (b) Goodwill on Consolidation | 44,688 | 44,688 |
| (c) Non-current Investments | 7,021 | 6,471 |
| (d) Long-term loans and Advances | 3,814 | 3,965 |
| (e) Other non-current Assets | 107 | 80 |
| | 88,742 | 86,441 |
| 2 Current Assets | | |
| (a) Investment | - | 3,429 |
| (b) Inventories | 661 | 515 |
| (c) Trade Receivables | 26,864 | 29,124 |
| (d) Cash and Cash equivalents | 6,296 | 4,540 |
| (e) Short-term loans and Advances | 20,568 | 21,952 |
| | 54,389 | 59,560 |
| TOTAL ASSETS | 1,43,131 | 1,46,001 |

For GATI LIMITED



Mahendra Agarwal

Place: Hyderabad
Date: May 06, 2017

Founder & CEO
DIN: 00179779

**INDEPENDENT AUDITORS' REPORT
TO THE BOARD OF DIRECTORS OF GATI LIMITED**

1. We have audited the accompanying Statement of Standalone Financial Results of GATI LIMITED ("the Company") for the year ended March 31, 2017 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared on the basis of the related financial statements which are in accordance with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement.

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance and whether the Statement is free from material misstatement. An audit includes examining, on a test basis, evidence supporting amounts disclosed in the Statement. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the significant accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

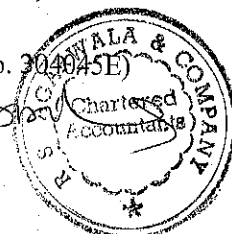
2. In our opinion and to the best of our information and according to the explanations given to us, the Statement;
 - (i) is presented in accordance with the requirements of Regulation 33 of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - (ii) gives a true and fair view in conformity with the aforesaid Accounting Standards and other accounting principles generally accepted in India of the net profit and other financial information of the Company for the year ended 31st March, 2017.
3. The Statement includes the results for the Quarter ended 31st March, 2017 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter on the current financial year which were subject to limited review by us.

Camp: Hyderabad
Date: 6 May, 2017

For **R.S.Agarwala & Co.,**
Chartered Accountants
(Firm's Registration No. 304045E)

R.S. Agarwala

R.S.Agarwala
Partner
Membership No. 005534



GATI LIMITED

Regd. & Corp Office: Plot no.20, Survey no.12, Kothaguda, Kondapur, Hyderabad - 500 084.

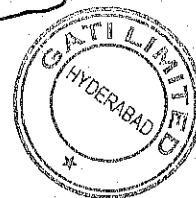
website: www.gatl.com e-mail: investor.services@gati.com CIN : L63011TG1995PLC020121 Telephone: 040 71204284 Fax: 040 23112318

STATEMENT OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31st MARCH, 2017

Rs in Lakhs

| Particulars | Quarter Ended | | | Year Ended | |
|---|---------------|---------------|---------------|---------------|---------------|
| | 31.03.2017 | 31.12.2016 | 31.03.2016 | 31.03.2017 | 31.03.2016 |
| | Unaudited | | | Audited | Audited |
| Income from Operations | 6,430 | 7,412 | 8,075 | 27,946 | 28,577 |
| Net Sales | 5,746 | 5,579 | 4,536 | 21,495 | 18,721 |
| Other Operating Income | 62 | 87 | 127 | 1,755 | 1,218 |
| Total Income from Operations | 12,238 | 13,077 | 12,738 | 51,196 | 48,516 |
| Other Income | 369 | 377 | 400 | 1,437 | 1,285 |
| Total Income | 12,607 | 13,454 | 13,138 | 52,633 | 49,801 |
| Expenditure: | | | | | |
| - Cost of Sales | 5,595 | 5,416 | 4,399 | 20,903 | 18,211 |
| - Operating Expenses | 5,019 | 5,352 | 6,063 | 20,839 | 21,036 |
| - Employee Benefit Expenses | 687 | 844 | 766 | 3,165 | 3,330 |
| - Depreciation/ amortisation | (555) | 672 | 407 | 1,011 | 1,619 |
| - Other Expenses | 571 | 405 | 385 | 1,754 | 1,618 |
| Total Expenses | 11,317 | 12,689 | 12,021 | 47,672 | 45,814 |
| Profit from Ordinary Activities before finance cost and exceptional items | 1,290 | 765 | 1,116 | 4,961 | 3,986 |
| Finance Cost | 421 | 421 | 429 | 1,673 | 1,753 |
| Profit from Ordinary Activities after finance costs but before exceptional items | 869 | 344 | 688 | 3,288 | 2,233 |
| Exceptional Item | - | - | - | - | - |
| Profit from ordinary activities before tax | 869 | 344 | 688 | 3,288 | 2,233 |
| Tax Expense | 99 | 68 | 88 | 311 | 250 |
| Net Profit from ordinary activities after tax | 770 | 276 | 599 | 2,977 | 1,983 |
| Extraordinary Items (net of tax expense) | - | - | - | - | - |
| Net Profit for the period/year | 770 | 276 | 599 | 2,977 | 1,983 |
| Paid up Equity Share Capital (Face Value of the Share Rs.2/- each) | 1,764 | 1,761 | 1,754 | 1,764 | 1,754 |
| Reserves excluding Revaluation reserve as per balance sheet of previous accounting year | | | | 59,930 | 59,661 |
| Earnings Per Share (EPS) | | | | | |
| a) Basic | 0.87 | 0.31 | 0.68 | 3.37 | 2.26 |
| b) Diluted | 0.65 | 0.23 | 0.51 | 2.51 | 1.67 |

Chakraborty



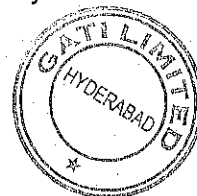
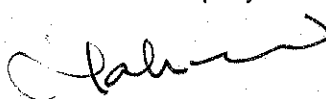
Notes:

1. The Audited financial results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on May 06, 2017. These results are as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as modified by Circular No. CIR/CFD/FAC/62/2016 dated 5th July 2016.
2. The Company is mainly engaged in E-commerce logistics, Integrated Freight Forwarding, running of Fuel Stations and overseeing the operations of its subsidiaries.
3. Other operating income during the year included a Dividend Income of Rs.1386 lacs received from a subsidiary company.
4. Depreciation and amortisation expense for the year includes foreign exchange loss on restatement of Foreign Currency Convertible Bonds (FCCBs) of Rs.477 lacs (Previous year Rs.1161 lacs) and for the quarter a Foreign exchange gain of Rs 690 lacs.
5. Pursuant to the order of the Hon'ble High Court of New Delhi in an appeal preferred by Air India, an amount of Rs.2200 lacs was made over to the company by Air India, pending adjudication of Cross Appeals before the Division Bench of the said Hon'ble High Court at New Delhi.
6. The Trustee of the bondholders (FCCBs) had filed a Civil Suit in the Secunderabad Court for specific performance for conversion of bonds into equity and the matter is still pending adjudication. The FCCB redemption has fallen due on 13th December 2016.
7. a) In the assessment for the accounting year ended 31st March 2012, the surplus on transfer of Express Distribution & Supply Chain business of Rs.12,406 lacs to a subsidiary has been treated as income and raised demand of Rs.5113 lacs. On appeal, the Commissioner (Appeals) has deleted the addition. The Company has paid Rs.1260 lacs and also refunds due was adjusted to the tune of Rs.1405 lacs under protest which is treated as recoverable in books. Since the addition has deleted by the Commissioner Appeals, the said amount to be receivable from Income tax department. Against the order of Commissioner (Appeals), the income tax department has preferred an appeal with Income Tax Appellate Tribunal.

b) Income tax assessment for the accounting year ended 31st March 2014 was completed during the year resulting in disallowance of significant amount of advances written off during the accounting year against which an appeal has been filed. Such disallowances have been adjusted against business losses during the year.
8. a) The Board of Directors of the company has allotted the following equity shares on exercise of options at a premium of Rs.26 per share granted to Employees 58,050 shares and to the Directors of the company 96,000 shares during the quarter. Consequently, the Equity Share Capital of the company increased from 8, 77, 22,937 equity shares of Rs 2/- each to 8,81, 82,054 equity shares of Rs 2/- each during the year.

b) The Board at its meeting held on 6th May 2017 has allotted 1,88,316 equity shares to the employees at a premium of Rs.43.6 per share on exercise of options subsequent to March 2017.

c) 9,55,303 options under Employee Stock Options Scheme were outstanding as on 31st March 2017.
9. A critical appraisal of the carrying value of company's investment in subsidiaries was carried out by the management and the diminution in their values amounting to Rs.802 lacs has been adjusted against the special reserve in the Balance Sheet. Further, certain advances and receivables amounting to Rs.2074 lacs found to be irrecoverable have been adjusted against the special reserve. All the above accounting treatment is in accordance with the Scheme of the Arrangement approved by the Honorable High Court of Andhra Pradesh vide their order dated 19th March 2013.
10. The Board of Directors at its meeting held today has recommended a dividend of Rs 0.80 /- (40%) per equity share for the financial year ended 31st March 2017, which upon approval by the shareholders at the ensuing annual general meeting will be met out of reserves of the company.



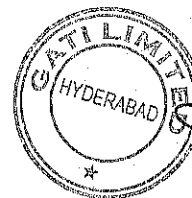
11. The tax expense during the quarter includes MAT and Deferred Tax based on Income Tax returns filed for the previous years.

12. The figures for the current quarter are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto nine months. Figures of the previous period/year have been regrouped /reclassified wherever necessary.

13. Statement of Assets and Liabilities:

| Particulars | Rs. in Lakhs | |
|---------------------------------------|-----------------------|-----------------------|
| | Standalone | |
| | Audited 31.03.2017 | Audited 31.03.2016 |
| A. EQUITY AND LIABILITIES | | |
| 1. Shareholder's Fund | | |
| (a) Share Capital | 1,764 | 1,754 |
| (b) Reserves & Surplus | 61,087 | 60,525 |
| Sub-Total | 62,851 | 62,279 |
| 2. Non current Liabilities | | |
| (a) Long-Term Borrowings | 21,889 | 21,995 |
| (b) Deferred Tax Liabilities | 485 | 406 |
| (c) Other Long Term Liabilities | 15 | 122 |
| (d) Long-Term Provisions | 4,722 | 4,076 |
| Sub-Total | 27,111 | 26,599 |
| 3. Current Liabilities | | |
| (a) Short-Term Borrowings | 2,320 | 2,745 |
| (b) Trade Payables | 2,453 | 3,142 |
| (c) Other Current Liabilities | 7,095 | 8,066 |
| (d) Short Term Provisions | 1,332 | 2,080 |
| Sub-Total | 13,200 | 16,033 |
| TOTAL - EQUITY AND LIABILITIES | 1,03,162 | 1,04,912 |
| B. ASSETS | | |
| 1. Non Current Assets | | |
| (a) Fixed Assets | 13,428 | 13,132 |
| (b) Non-Current Investments | 66,346 | 65,832 |
| (c) Long-Term Loans and Advances | 2,907 | 3,185 |
| (d) Other Non Current Assets | 103 | 77 |
| Sub-Total | 82,784 | 82,226 |
| 2. Current Assets | | |
| (a) Inventories. | 147 | 131 |
| (b) Trade Receivables. | 6,771 | 7,377 |
| (c) Cash and Cash Equivalents | 3,503 | 2,044 |
| (d) Short Term Loans and Advances | 9,957 | 13,134 |
| Sub-Total | 20,378 | 22,686 |
| TOTAL ASSETS | 1,03,162 | 1,04,912 |

For GATI LIMITED



Mahendra Agarwal
Mahendra Agarwal
Founder & CEO,
DIN: 00179779

Place: Hyderabad
Date: May 06, 2017

May 06, 2017

| | |
|--|---|
| 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 Scrip Code: 532345 | 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 : GATI |
|--|---|

Dear Sirs/Madam,

Sub: Declaration pursuant to Regulation 33(3)(d) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Ref: Q4Annual Results – 2016-17

DECLARATION

I, Mahendra Agarwal, Founder & CEO of Gati Limited (CIN: L63011TG1995PLC020121) having its registered office at Plot. No. 20, Survey No. 12, Kothaguda, Kondapur-500084, Hyderabad, Telangana, India, hereby declare that, the statutory auditors of the company, M/s. R. S. Agarwala & Co., Chartered Accountants (FRN: 304045E), have issued an Audit Report with unmodified opinion on Audited Financial Results of the company (Standalone & Consolidated) for the quarter and year ended on 31 March, 2017.

This declaration is given in compliance to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2016, vide notification No. SEBI/LAD-NRO/GN/2016-17/001 dated May 25, 2016 and Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016.

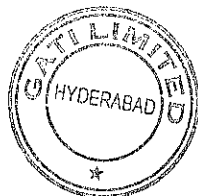
Kindly take this declaration on your records.

Thanking You

Yours faithfully,
For GATI LIMITED



Mahendra Agarwal
Founder & CEO




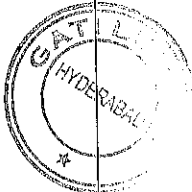

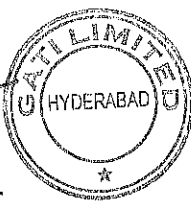

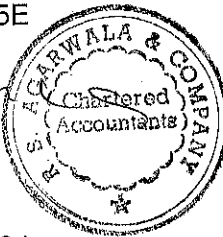

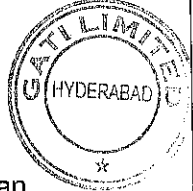
Corporate & Regd. Office: Gati Limited

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

investor.services@gati.com | CIN: L63011TG1995PLC020121 | Toll Free No.: 1860 123 4284 | www.gati.com

FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

| | |
|---|--|
| 1. Name of the company | Gati Limited |
| Annual financial statements for the year ended | 31 st March, 2017 |
| Type of Audit observation | As per Annexure -I |
| Frequency of observation | As per Annexure -I |
| To be signed by- CEO / Managing Director | For Gati Limited  Mr. Mahendra Agarwal Managing Director & CEO DIN: 00179779  |
| CFO | For Gati Limited  Mr. Manoj Gupta Chief Finance Officer  |
| Auditor of the Company | For R S Agarwala & Co. Chartered Accountants Firm Regn. No.304045E  R S Agarwala Partner Membership No.005534  |
| Audit Committee Chairman | For Gati Limited  Mr. N Srinivasan Audit Committee Chairman DIN: 00004195  |

Annexure - I

| Sl.No | Nature of Observations | Observation | Frequency |
|-------|------------------------|--|-----------|
| 1. | Emphasis of Matter | Note 31 of the financial statements regarding certain loans and advances to a 100% subsidiary amounting to Rs.19.00 crores in respect of which the management is confident of its recovery. | Repeated |
| 2. | Emphasis of Matter | Note 32 of the finance statements regarding non provision for diminution in the value of Investments of Rs.39.92 crores in the share capital of Subsidiary Gati Kausar India Limited as in the opinion of management no provision is necessary considering the expected improvement in performance of the subsidiary in near future. | Repeated |

