

August 31, 2019

<p>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</p> <p>Scrip Code: 532345</p>	<p>National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Tel: 022 - 2659 8235 / 36 / 452 Fax: 022 - 2659 8237/ 38 Email: cmllist@nse.co.in</p> <p>Scrip Code : GATI</p>
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Dear Sir/Madam,

Sub: - Annual General Meeting – Annual Report 2018-19 and Intimation of Record Date

The 24th Annual General Meeting (“AGM”) of the Company will be held on Wednesday, September 25, 2019, at 12:00 Noon, at the registered office of the Company situated at Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 084, Telangana.

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we are submitting herewith the Annual Report of the Company along with Notice of AGM for the financial year 2018-19 which is being despatched / sent to the members by the permitted mode(s).

The Directors have recommended a dividend of Rs 0.80/- (Eighty Paise Only) per equity share of Rs. 2/- each of the Company for approval by the shareholders at the AGM.

Further, pursuant to Regulation 42 of the SEBI Listing Regulations, the Company has fixed **Wednesday, September 18, 2019 as the “Record Date”** for determining entitlement of members to dividend for the financial year ended March 31, 2019.

Further, the Company has fixed Wednesday, September 18, 2019 as the “Cut-off date” for the purpose of determining the members eligible to vote on all resolutions set out in the Notice.

The Annual Report containing the Notice is also available on the Company’s website www.gati.com.

Corporate & Regd. Office: Gati Limited

Plot No.20, Survey No.12, Kothaguda, Kondapur, Hyderabad - 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23142318

investor.services@gati.com | CIN:L630IITGI995PLC020121 | Toll Free No.:1860 123 4284 | www.gati.com



We request you to kindly take the above information on your records.

Thanking You,

Yours faithfully,
For Gati Limited



T.S. Maharani

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

cc:

1. National Securities Depository Limited Trade World, 4 th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013	2. Central Depository Services (India) Limited Marathon Futurex, A-Wing, 25 th floor, NM Joshi Marg, Lower Parel, Mumbai – 400 013
3. Karvy Fintech Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032	

Notice

Notice is hereby given that the 24th Annual General Meeting (AGM) of the members of Gati Limited (CIN: L63011TG1995PLC020121) (the Company) will be held on Wednesday, September 25, 2019 at 12:00 Noon at the registered office of the Company situated at Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad, Telangana – 500084 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, 2019 and the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as Ordinary Resolution:

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.

2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditors thereon and in this regard, pass the following resolution as Ordinary Resolution:

“RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

3. To declare Dividend on equity shares for the financial year ended March 31, 2019 and in this regard, pass the following resolution as Ordinary Resolution:

“RESOLVED THAT a dividend at the rate of ₹ 0.80/- (Eighty Paise Only) per equity share of ₹ 2/- (Two rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2019.

4. To appoint a Director in place of Mr. Yasuhiro Kaneda (DIN: **07619127**), who retires by rotation and in this regard, pass the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Yasuhiro Kaneda (DIN: 07619127), who retires by rotation at this meeting and, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

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”) (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 authorized to appoint Branch Auditor(s) for any branch office of the Company for the financial

year 2019-20, 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 resolutions as an Ordinary Resolution:**

- (i) **Appointment of Mr. Sushil Jiwarajka (holding DIN: 00016680) as an Independent Director of the Company.**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to appoint Mr. Sushil Jiwarajka (DIN: 00016680), who was appointed as an Additional Director of the Company by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of 5 consecutive years that is, up to September 24, 2024 and he shall not be liable to retire by rotation”.

- (ii) **Appointment of Dr. Savita Date Menon (holding DIN: 08528271) as an Independent Director of the Company.**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to appoint Dr. Savita Date Menon (DIN: 08528271), who was appointed as an Additional Director of the Company by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria of independence under Section 149 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom

the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of 5 consecutive years that is, up to September 24, 2024 and she shall not be liable to retire by rotation”.

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

(i) To re-appoint Mr. KL Chugh as an Independent Director for a second term of two consecutive years.

RESOLVED THAT pursuant to the provisions of sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed there under, read with Schedule IV to the Act, Regulation 17(1A) and Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. KL Chugh (DIN: 00140124), aged 81 years who was appointed as an Independent Director of the Company for a term of five years from the date of 19th Annual General Meeting held on August 05, 2014, be and is hereby re-appointed as an Independent Director of the Company for a second term of two consecutive years with effect from 04th August 2019 to 03rd August 2021.”

(ii) To re-appoint Dr. PS. Reddy as an Independent Director for a second term of two consecutive years.

RESOLVED THAT pursuant to the provisions of sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed there under, read with Schedule IV to the Act, Regulation 17(1A) and Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Pesara Sudhakar Reddy (DIN: 00608915), aged 82 years who was appointed as an Independent Director of the Company for a term of five years from the date of 19th Annual General Meeting held on August 05, 2014, be and is hereby re-appointed as an Independent Director of the Company for a second term of two consecutive years with effect from 04th August 2019 to 03rd August 2021.

(iii) To re-appoint Mr. N. Srinivasan as an Independent Director for a second term of two consecutive years.

RESOLVED THAT pursuant to the provisions of sections 149, 152, and other applicable provisions,

if any, of the Companies Act, 2013 (Act) and the rules framed there under, read with Schedule IV to the Act, Regulation 17(1A) and Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Srinivasan Natesan (DIN: 00004195), aged 88 years who was appointed as an Independent Director of the Company for a term of five years from the date of 19th Annual General Meeting held on August 05, 2014, be and is hereby re-appointed as an Independent Director of the Company for a second term of two consecutive years with effect from 04th August 2019 to 03rd August 2021.

(iv) To re-appoint Mr. Sunil Kumar Alagh as an Independent Director for a second term of two consecutive years.

RESOLVED THAT pursuant to the provisions of sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed there under, read with Schedule IV to the Act, Regulation 17(1A) and Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Sunil Kumar Alagh (DIN: 00103320), aged 72 years who was appointed as an Independent Director of the Company for a term of five years from the date of 19th Annual General Meeting held on August 05, 2014, be and is hereby re-appointed as an Independent Director of the Company for a second term of two consecutive years with effect from 04th August 2019 to 03rd August 2021.

(v) To re-appoint Mr. P.N. Shukla as an Independent Director for a second term of two consecutive years.

RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed there under, read with Schedule IV to the Act and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Prabhu Narain Shukla (DIN: 01868580), aged 66 years who was appointed as an Independent Director of the Company for a term of five years from the date of 19th Annual General Meeting held on August 05, 2014, be and is hereby re-appointed as an Independent Director of the Company for a second term of two consecutive years with effect from 04th August 2019 to 03rd August 2021.

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

T.S. Maharani
(Company Secretary & Compliance Officer)
Membership No: F8069

Place: Hyderabad
Date: 02nd August, 2019

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

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 5 to Item No. 7 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty Members holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. In case, the Proxy fails to do so, only the first fifty proxies received by the Company shall be considered as valid.
3. 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 September 23, 2019 at 12:00 Noon 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.
4. 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.
5. Corporate members intending to send their authorized representatives to attend the Meeting, pursuant to section 113 of the Companies Act 2013, are requested to send to the Company a certified copy of the relevant Board Resolution together with the respective specimen signature (s) of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting by not less than 48 (forty eight) hours before the commencement of the Meeting.
6. 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.
7. 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. 26**. 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.
8. The Company has fixed Wednesday, September 18, 2019 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2019.
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. Members holding shares in physical mode are:
 - a) Required to submit their Permanent Account Number (PAN) and bank account details to the Investor Service Department of the Company / Karvy Fintech Pvt. Ltd. ("Karvy"), if not registered with the Company as mandated by SEBI.
 - b) Advised to register the nomination in respect of their shareholding in the Company.

- c) Requested to register / update their e-mail address with the Investor Service Department of the Company / Karvy for receiving all communications from the Company electronically.
12. Members holding shares in electronic mode are:
- a) Requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
- b) Advised to contact their respective DPs for registering the nomination.
- c) Requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
13. Non-Resident Indian members are requested to inform Karvy / respective DPs, immediately of:
- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Karvy / Investor Service Department of the Company, in case the shares are held by them in physical form.
15. Dividend on equity shares as recommended by the Board of Directors for the financial year ended March 31, 2019, if approved at the meeting, will be paid within the stipulated time:
- a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Wednesday, September 18, 2019;
- b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company as of the close of business hours on Wednesday, September 18, 2019.
16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Karvy / Investor Service Department, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
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 2010-11, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Members who have not encashed their dividend warrant(s) so far for the financial year ended June 30, 2012 or any subsequent financial years are requested to make their claim to the office of Karvy, Registrar and Share Transfer Agents, or the Chief Financial Officer, at the company registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the company's Unpaid Dividend Account, will, as per section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remain unclaimed for seven consecutive years will be transferred to the IEPF as per section 124 of the Act, and the applicable rules.
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 to 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. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on September 18, 2018 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: <https://www.gati.com/investor-relations/unclaimed-dividend-details/>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
21. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2018-19, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. December 15, 2018. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <https://www.gati.com/investor-relations/unclaimed-dividend-details/>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
22. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Karvy for lodging claim for refund of shares and / or dividend from the IEPF Authority.
23. A Route Map showing direction to reach the venue of 24th AGM is given in the Annual Report as per the requirement of the Secretarial Standard – 2 on General Meeting.
24. Members may also note that the Notice of the 24th AGM and the Annual report for the FY 2018-19 will be available on the company's website i.e., www.gati.com.

25. 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 24th AGM by electronic means and the business shall be transacted through e-voting services provided by Karvy Fintech 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 Friday, September 20, 2019.

End of e-voting: Up to 5.00 p.m. (IST) on Tuesday, September 24, 2019.

- c) The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.
- d) The company has appointed DVM & Associates LLP, 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.
- 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. Wednesday, September 18, 2019. 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., Wednesday, September 18, 2019, 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 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 Karvy i.e. <https://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. Wednesday, September 25, 2019.
- 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 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.

26. 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: <ol style="list-style-type: none"> 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
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Password	Your unique password is printed on the form / forwarded via email through the electronic notice
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Captcha	Enter the verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons
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- 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 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 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 Karvy i.e. <https://evoting.karvy.com>.

27) Details of directors seeking appointment/ re-appointment at the Annual General Meeting scheduled to be held on September 25, 2019 is given below:

BRIEF PROFILE OF DIRECTORS (SEEKING APPOINTMENT / RE-APPOINTMENT)

Name of the Director	Mr. Yasuhiro Kaneda (DIN: 07619127)	Mr. KL Chugh (DIN: 00140124)	Dr. PS Reddy (DIN: 00608915)	Mr. N Srinivasan (DIN: 00004195)	Mr. Sunil Alagh (DIN: 00103320)	Mr. PN Shukla (DIN: 01868580)	Mr. Sushil Jiwaraajka (DIN: 00016680)	Dr. Savita Date Menon (DIN: 08528271)
Age	57 Years	81 Years	82 Years	88 Years	72 Years	66 Years	63 Years	59 Years
Date of Appointment	04.11.2016	30.06.1998	25.04.1995	18.10.2000	22.04.2004	19.10.2012	02.08.2019	02.08.2019
Qualifications	Commerce Graduate from Meiji University	Mechanical Engineer from Delhi University	MD / DN / MRCP / FACP / FACC	B.com, CA	B.A.Economics (Hons.) & MBA (IIM, Calcutta)	M Sc Physics & LLB from Allahabad University and graduated in Business Management from Perth University, Australia.	Commerce and Economics Graduate from University of Mumbai	Phd. In Clinical and Health Psychology
Brief Resume & Expertise in Specific functional are	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.	Mr. K.L. Chugh, a Mechanical Engineer from Delhi College of Engineering (now Delhi Technological University) is also Chairman Emeritus ITC Limited. He was Executive Chairman of ITC Group from November 1991 to December 1995 and during his years of stewardship ITC emerged as India's #1 Company, on various criterions of Sales growth, Exports, Profit, Returns to shareholders and Market Capitalization, emerging as India's leading homegrown MNC. On his retirement he was honored with the title of Chairman	Dr. P. Sudhakar Reddy is a well-known cardiologist, humanitarian, social activist and is recognized as the creator of the Mediciti Hospital in Hyderabad. He is recognized as one of the most distinguished sons of Hyderabad. He did his MRCP from Edinburgh, U.K. Dr. Reddy is a professor of Medicine, University of Pittsburgh and was Director of Cardiac Angio Laboratories.	Mr. N. Srinivasan is a Chartered Accountant. He was a Senior Partner of the well-known Firms, Fraser & Ross and Deloitte Haskins & Sells, Chennai. He was the past President of various professional Institutes and Chambers of Commerce, including bilateral Chambers of Commerce.	Mr. Sunil Kumar Alagh is Chairman of SKA Advisors, a Business Advisory / Consultancy firm with a focus on Marketing and Brand building strategies. He is a graduate in Economics (Hons.) with MBA from IIM Calcutta. He has worked with ITC Limited, Jagatjit Industries Limited and Britannia Industries Limited. He was Managing Director and CEO of Britannia Industries Limited from 1989 to 2003. During this tenure, Britannia figured in the Forbes Magazine list of 300 Best Small Companies in the world for 3 years. It also became the Number 1 food Brand in India. He was honoured with	Mr. Shukla joined Indian Railway Traffic Service in 1976. He is a Rail transport Operations & Logistics specialist. He completed MSc Physics & LLB from Allahabad University and graduated in Business Management from Perth University, Australia. His association with Coal, Steel, POL, Cement, Fertiliser, Minerals, Containers, and Express cargo movement of Railways has been long and intense. He worked in the Ministry of Railways for nine years as Executive Director Transport, Executive Director Tourism & Catering and Executive	Mr. Sushil Jiwaraajka, a prominent industrialist, is the Chairman of Artheon Group of Companies. He is also the Chairman and Managing Director of Essjay Ericsson Pvt. Ltd, a Joint Venture with LM Ericsson of Sweden. Artheon Group has interests in Telecom, Renewable energy, industrial batteries and E-commerce. He has promoted OMC Power Company Pvt. Ltd., which has been providing clean Power Energy for Director, Freight Marketing. He also worked as Director of Container	Dr Savita Date Menon, PhD, is a Psychologist having trained at Mumbai University, India. She is also a certified Health & Wellness Expert. She has worked in the field for almost 30 years. 10 years with Tata Steel Hospital, Jamshedpur, where she was responsible for setting up the Dept. of Psychiatry, and where she received several Quality Awards. And over 18 years with Apollo Hospitals.

		<p>Emeritus ITC.</p> <p>Mr. Chugh was appointed by the Govt. of India as Director on the Central Board of Reserve Bank of India, Shipping Credit and Investment Company of India Ltd., Tourism Finance Corporation of India, National Housing Bank of India, Member Board of Governors on the National Council of Applied Economic Research (NCAER), and various other bodies.</p> <p>He is presently Chairman Emeritus ITC Ltd., Chairman Gati Ltd., Chairman Cosmos Consulting, Member Board of Directors of Sandhar Auto Group, Population Foundation of India, Kiwani Club New Delhi, and Member Advisory Council of the Institute of Directors and Member Board of Management of the India Energy Forum.</p> <p>Mr. Chugh's current interests are management consulting, renewable energy and education</p>			<p>the 'Gold Medal Kashlkar Memorial Award 2000' for outstanding contribution to the food processing industry in India. He was a finalist for the Ernst and Young Entrepreneur of the Year Award, 2002.</p>	<p>Corporation of India and Indian Railway Catering & Tourism Corporation. As Executive Director Freight Marketing he introduced liberalized policies for private participation in area of freight and parcel traffic. In 2003, he set up one of the new divisions as Divisional Railway Manager at Guntur on South Central Railway within two years. He worked as Chief Operations Manager of South Western Railway in 2005-2006 at Hubli. During his tenure, a number of long distance trains were introduced from Hubli, Bangalore and Mysore. Mr. Shukla has presented a paper on IT applications on Indian Railways at Stockholm in Sweden in 1998. A number of innovations were introduced on Indian Railways from his wide exposure to foreign railways. He developed Automobile wagons and special parcel wagons for attracting this traffic to railways. He was also coordinator of international operations of Indian Railways such as Bangladesh and Pakistan.</p>	<p>telecom sites and rural communities. This Company has won several prestigious awards. Recently, he has been appointed as the Hon. Consul General of Greece in Mumbai.</p>	
Details of Remuneration last drawn (including commission for FY 2018-19 payable after 24th AGM of the Company)	2,50,000/-	5,00,000/-	2,50,000/-	3,50,000/-	2,50,000/-	2,50,000/-	N.A.	N.A.

Date of first appointment on the Board	04.11.2016	30.06.1998	25.04.1995	18.10.2000	22.04.2004	19.10.2012	02.08.2019	02.08.2019
Relationship with other Directors/ Key Managerial Person	Not related to any director	Not related to any director	Not related to any director	Not related to any director	Not related to any director	Not related to any director	Not related to any director	Not related to any director
Details of shares held in the Company as on 31.03.2019	-	-	-	89000	90000	20000	-	-
Number of meetings of the Board attended during the financial year (2018-19)	5/8	8/8	4/8	7/8	6/8	8/8	N.A.	N.A.
Directorship held in the other public companies (excluding foreign companies and section 8 companies)	-	1 (Sandhar Technologies Limited)	1 (Bhorukha Textiless Limited)	3 (Tractors and Farm Equipment Ltd, Essar Shipping Ltd, OGD Services Limited)	3 (United Breweries Ltd., Indofil Industries Ltd, Gati Import Export Trading Ltd.)	1 (Gati Kausar India Limited)	1 (Indo Count Industries Limited)	-
Membership/ Chairmanship of committees of other public companies (includes only Audit Committee and Stakeholders Relationship Committee)	-	-	-	2	2	1	-	-

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

T.S. Maharani
 (Company Secretary & Compliance Officer)
 Membership No: F8069

Place: Hyderabad
 Date: 02nd August, 2019

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 Resolution at Item No. 5 to be passed as an ordinary resolution.

Item No. 6 (i) to (ii)

(i) Appointment of Mr. Sushil Jiwarajka (holding DIN: 00016680) as an Independent Director of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had appointed Mr. Sushil Jiwarajka (holding DIN:00016680) as the Additional Director – Non Executive & Independent of the Company w.e.f August 02, 2019 to hold the office till the date of this Annual General Meeting.

The Board of Directors further proposes the appointment of Mr. Sushil Jiwarajka as an Independent Director for a period of 5 years from this Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Sushil Jiwarajka (holding DIN: 00016680) for the office of Independent Director of the Company. Mr. Sushil Jiwarajka (holding DIN: 00016680) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and have given his consent to act as an Independent Director. The Company has received a declaration from Mr. Sushil Jiwarajka (holding DIN: 00016680) that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Sushil Jiwarajka (holding DIN: 00016680) fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Sushil Jiwarajka (holding DIN: 00016680) is independent of the management and possesses appropriate skills, experience and knowledge. Details of Mr. Sushil Jiwarajka (holding DIN: 00016680) are provided in the Note No. 27 to the Notice pursuant to the provisions of

(i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letter of appointment of Mr. Sushil Jiwarajka (holding DIN: 00016680) setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6(i) of the Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Ordinary Resolution set out at Item No. 6(i) of the Notice for approval by the members.

(ii) Appointment of Dr. Savita Date Menon (holding DIN: 08528271) as an Independent Director of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had appointed Dr. Savita Date Menon (holding DIN: 08528271) as the Additional Director – Non Executive & Independent of the Company w.e.f August 02, 2019 to hold the office till the date of this Annual General Meeting.

The Board of Directors, on the recommendation made by the Nomination and Remuneration Committee further proposes the appointment of Dr. Savita Date Menon (holding DIN: 08528271) as an Independent Director for a period of 5 years from this Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Dr. Savita Date Menon (holding DIN: 08528271) for the office of Independent Director of the Company. Dr. Savita Date Menon (holding DIN: 08528271) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and have given her consent to act as an Independent Director. The Company has received a declaration from Dr. Savita Date Menon (holding DIN: 08528271) that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Dr. Savita Date Menon (holding DIN: 08528271) fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations. Dr. Savita Date Menon (holding DIN: 08528271) is independent of the management and possesses appropriate skills, experience and knowledge. Details of Dr. Savita Date Menon (holding DIN: 08528271) are provided in the Note No. 27 to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on

General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. Copy of draft letter of appointment of Dr. Savita Date Menon (holding DIN: 08528271) setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6(ii) of the Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Ordinary Resolution set out at Item No. 6(ii) of the Notice for approval by the members.

Item No. 7 (i) to (v)

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 19th Annual General Meeting held on August 05, 2014 approved the appointment of Mr. KL Chugh, Dr. PS Reddy, Mr. N. Srinivasan, Mr. Sunil Alagh & Mr. PN Shukla as Independent Directors of the Company for a period of 5 years from the date of 19th AGM held on August 05, 2014.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders. Board Proposes to reappoint them for a period of two consecutive years from August 04, 2019.

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘Listing Regulations’), with effect from April 1, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Our Independent Directors, Mr. Krishan Lal Chugh, Mr. Natesan Srinivasan, Mr. Pesara Sudhakar Reddy have already attained the age of 75 years and Mr. Sunil Alagh will attain the age of 75 years during his second term as an Independent Director of the Company.

The Brief Justification for appointment of such Non-Executive Independent Directors is provided at the end of this Explanatory Statement.

The Company has received intimation in Form DIR-8 from each of the Independent Directors stating that they are not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that they meet with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Chapter IV of the Securities & Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 and their consent to get re-appointed as an Independent Director.

The resolution seeks the approval of members for the re-appointment of the Independent Directors of the Company in terms of Section 149 and other applicable provisions of the Act and Rules made there under. They are not liable to retire by rotation. In the opinion of the Board, each of these Independent Directors fulfill the conditions specified in the Act and rules made thereunder for their re-appointment as an Independent Directors and are independent of the management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of the directors, the Board of Directors at its meeting held on August 2, 2019 on the basis of the report of performance evaluation of Independent Directors approved the re-appointment of these Independent Directors as stated in the resolution.

The terms and conditions of re-appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

A brief profile and other details of the Independent Directors whose appointment is proposed has been given in point no. 27 of the notes to this notice.

Mr. KL Chugh, Mr. N. Srinivasan, Dr. PS Reddy, Mr. Sunil Kumar Alagh and Mr. PN Shukla are concerned or interested in the Resolutions of the accompanying Notice relating to their own re-appointment.

Brief Justification for appointment of the directors who have already attained the age of 75 years and who will attain the age of 75 years during their second term as an Independent Director is given below:

Mr. Krishan Lal Chugh, aged 81 years is an Independent Director of our Company and was appointed on the Board in 1998. He is also the Chairman of the Company, Mr. K.L. Chugh, a Mechanical Engineer from Delhi College of Engineering (now Delhi Technological University) is also Chairman Emeritus ITC Limited.

He was Executive Chairman of ITC Group from November 1991 to December 1995 and during his years of stewardship ITC emerged as India’s #1 Company, on various criterions of Sales growth, Exports, Profit, Returns to shareholders and Market Capitalization, emerging as India’s leading homegrown MNC. On his retirement he was honored with the title of Chairman Emeritus ITC.

Mr. Chugh is credited with the creation of ITC Bhadrachalam Paperboards, within budget and before scheduled time in the remote tribal area of Andhra Pradesh. Under his leadership BPL emerged as India’s most successful and publicly decorated Paper & Board Mill. As a pioneer in introducing Clonal Biotechnology to India, its adoption has helped saved millions of natural trees and low cost pulpwood, greatly increasing

the competitiveness of the Indian Paper Industry. The company received National Productivity Awards for 3 consecutive years 1982, 1983, 1984 and a Special Award from the Hon'ble President of India in 1986. Today ITC Bhadrachalam is the largest Paperboards mill in India & amongst the top 10 in the world.

Mr. Chugh was appointed by the Govt. of India as Director on the Central Board of Reserve Bank of India, Shipping Credit and Investment Company of India Ltd., Tourism Finance Corporation of India, National Housing Bank of India, Member Board of Governors on the National Council of Applied Economic Research (NCAER), and various other bodies.

He is presently Chairman Emeritus ITC Ltd., Chairman Gati Ltd., Chairman Cosmos Consulting, Member Board of Directors of Sandhar Auto Group, Population Foundation of India, Kiwani Club New Delhi, and Member Advisory Council of the Institute of Directors and Member Board of Management of the India Energy Forum.

Mr. Chugh's current interests are management consulting, renewable energy and education.

His vast experience in various industries/ Board has been very helpful to the Company from time to time. Hence, it is recommended re-appoint him as an Independent Director for a second term of two consecutive years.

Mr. Natesan Srinivasan, aged 88 years is an Independent Director of our Company and was appointed on the Board in 2000, he is a fellow member of the Institute of Chartered Accountants of India since 1955. He was the Senior Partner of Fraser & Ross, Chartered Accountants, with Head Office in Chennai and branches at Bangalore, Coimbatore, Cochin and Hyderabad. Messrs. Fraser & Ross is a member firm of Messrs Deloitte Touche Tohmatsu International, New York one of the four big multi-national firms of chartered accountants. Mr. N. Srinivasan is closely associated with the development of the profession of accounting and auditing in India. He has been the Chairman of the Southern India Regional Council and a Central Council Member of the Institute of Chartered Accountants of India.

His vast experience in Accounting and Auditing has been very helpful to the Company from time to time. He has also been rendering his valuable guidance and advices to the Company from time to time. Hence, it is recommended re-appoint him as an Independent Director for a second term of two consecutive years.

Mr. Pesara Sudhakar Reddy, aged 82 years is an Independent Director of our Company and was appointed on the Board in 1995, he is a well-known cardiologist, humanitarian, social activist and is recognized as the creator of the Mediciti Hospital

in Hyderabad. He is recognized as one of the most distinguished sons of Hyderabad. He did his MRCP from Edinburgh, U.K. Dr. Reddy is a professor of Medicine, University of Pittsburgh and was Director of Cardiac Angio Laboratories.

He has been associated with Gati Limited since 1995 and his deep understanding of the business and industry has been very helpful to the Company from time to time.

Hence, it is recommended re-appoint him as an Independent Director for a second term of two consecutive years.

Mr. Sunil Kumar Alagh, aged 72 years is an Independent Director of our Company and was appointed on the Board in 2004. He is also Chairman of SKA Advisors, a Business Advisory / Consultancy firm with a focus on Marketing and Brand building strategies. He is a graduate in Economics (Hons.) with MBA from IIM Calcutta. He has worked with ITC Limited, Jagatjit Industries Limited and Britannia Industries Limited. He was Managing Director and CEO of Britannia Industries Limited from 1989 to 2003. During this tenure, Britannia figured in the Forbes Magazine list of 300 Best Small Companies in the world for 3 years. It also became the Number 1 food Brand in India. He was honoured with the 'Gold Medal Kashlkar Memorial Award 2000' for outstanding contribution to the food processing industry in India. He was a finalist for the Ernst and Young Entrepreneur of the Year Award, 2002.

His vast experience in various industries and his deep insight and understanding of the industry has been of immense importance to the Company. Hence, it is recommended re-appoint him as an Independent Director for a second term of two consecutive years.

Mr. PN Shukla, aged 66 years is an Independent Director of our Company and was appointed on the Board in 2012. He joined Indian Railway Traffic Service in 1976. He is a Rail transport Operations & Logistics specialist. He completed MSc Physics & LLB from Allahabad University and graduated in Business Management from Perth University, Australia. His association with Coal, Steel, POL, Cement, Fertiliser, Minerals, Containers, and Express cargo movement of Railways has been long and intense. He worked in the Ministry of Railways for nine years as Executive Director Transport, Executive Director Tourism & Catering and Executive Director, Freight Marketing. He also worked as Director of Container Corporation of India and Indian Railway Catering & Tourism Corporation. As Executive Director Freight Marketing he introduced liberalized policies for private participation in area of freight and parcel traffic.

His vast experience especially in the logistics space and his deep insight and understanding of the industry has

been of immense importance to the Company. Hence, it is recommended re-appoint him as an Independent Director for a second term of two consecutive years.

Except Mr. Krishan Lal Chugh, Dr. Pesara Sudhakar Reddy, Mr. N. Srinivasan, Mr. Sunil Alagh and Mr. Prabhu Shukla Directors of the Company, none of the Directors

or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7(i) to (v) of the Notice.

The Board recommends the Resolution at Item No. 7 (i) to (v) to be passed as a special resolution.

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

T.S. Maharani
(Company Secretary & Compliance Officer)
Membership No: F8069

Place: Hyderabad
Date: 02nd August, 2019

Registered & Corporate Office:

Plot No.20, Survey No.12,
Kothaguda, Kondapur, Hyderabad- 500 084
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CIN: L63011TG1995PLC020121
Website: www.gati.com
Email: investor.services@gati.com