



Plot No. 20, Sy. No. 12, Kothaguda, Kondapur, Hyderabad – 500 084
Tel No: (040) 7120 4284, Fax No.: (040) 2311 2318
CIN: L63011TG1995PLC020121
Website: www.gati.com
E-mail: investor.services@gati.com

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting (“EGM”) of the Members of Gati Limited will be held on Tuesday, January 07, 2020 at 3:00 P.M. at the registered office of the Company situated at Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad, Telangana – 500084 to transact the following Business:

SPECIAL BUSINESS:

ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

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

“**RESOLVED THAT** pursuant to the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (“SEBI (LODR) Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/ or the stock exchanges where the shares of the Company are listed and enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions (including but not limited to approval from the Competition Commission of India) and which may be agreed to, by the board of directors of the Company (“Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company be and is hereby granted to Board to create, offer, issue and allot on a preferential basis, 1,33,33,340 equity shares of face value Rs. 2/- each (“Equity Shares”) for cash at a price of Rs. 75/- (including a premium of Rs. 73/- per Equity Share), to Allcargo Logistics Limited (Investor), for a total consideration of up to Rs. 100,00,00,500, provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue on such terms and conditions, as are stipulated in the explanatory statement attached and as Board may deemed fit in its absolute discretion.

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of equity shares be and is hereby fixed as Friday, December 06, 2019 (December 07, 2019 and December 08, 2019 being holiday) being the weekday 30 days prior to the date of Extraordinary General Meeting i.e. Tuesday, January 07, 2020.

RESLOVED FURTHER THAT all such equity shares to be issued and allotted by the Board shall be subject to provisions of Memorandum of Association and Article of Association of the Company and shall rank pari-passu in all respect including dividend with the existing equity shares of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the names of the Investor be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No.PAS-4 together with an application form be issued to the Investor inviting them to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialled by the Chairman for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the monies received by the Company from the Investor for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and be issued in dematerialized form only. Further, the same shall be subject to lock-in for such period as may be prescribed under Regulation 167 of the SEBI ICDR Regulations. The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of SEBI (LODR) Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubt that may arise with respect to the offer, issued and allotment of equity shares, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or executive of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors
For Gati Limited

Sd/-

T.S. Maharani

Company Secretary

Place: Hyderabad

Date: December 05, 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. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members not exceeding 50 (Fifty) and holding in aggregate not more than 10% (Ten percent) of the total share capital of the Company. Proxies submitted on behalf of corporate members must be supported by an appropriate resolution/authority, as applicable.
2. A Member holding more than 10% (Ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholders.
3. Proxy in the prescribed Form No. MGT - 11 as enclosed herewith, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 (Forty Eight) hours before the time of holding this Extraordinary General Meeting (“EGM”).
4. Pursuant to Section 113 of the Companies Act, 2013 (the “Act”) and rules framed thereunder, the corporate members intending to send their authorised representatives to attend the EGM are requested to send to the Company, a

certified copy of the Board Resolution or Power of Attorney, if any, authorising their representative(s) to attend and vote, on their behalf, at the EGM.

5. The Statement pursuant to Section 102 of the Act read with applicable Rules thereto and SEBI (ICDR) Regulations relating to the Special Businesses to be transacted at this EGM is annexed hereto and form part of this notice.
6. The Register of Directors and Key Managerial Personnel(s) and their shareholding maintained under Section 170 of the Act along with other Statutory Registers as required under the provisions of Act, will be available for inspection by the Members at the EGM.
7. Members can avail themselves, the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail themselves of this facility may send their nominations in the prescribed Form No. SH-13 duly filled to the Company's Registrar & Transfer Agents (R & T Agents). Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
8. Electronic copy of Notice calling the EGM of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form are being sent to all Members whose e-mail ids are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail id, physical copies of aforesaid documents are being sent through permitted mode.
9. Members who have not registered their e-mail id so far are requested to register their e-mail id for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic form.
10. Members may note that the Notice calling this EGM is available on the Company's website www.gati.com and can also be downloaded from weblink <https://evoting.kfintech.com>. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours (11:00 AM to 1:00 PM) on all working days upto and including the date of this EGM. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the Members may also send request to the Company's investor relations e-mail id: investor.services@gati.com.
11. Members/Proxies are requested to bring the Attendance Slip duly filled in at the EGM venue.
12. Voting through electronic means:
 - I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings ("SS-2") issued by the ICSI as amended from time to time, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the EGM by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by Kfin Technologies Private Limited ("Kfin").
 - II. The facility for voting through Polling Paper shall be made available at the EGM and the Members attending the EGM who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.
 - III. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Thursday, January 02, 2020 (9:00 AM) and ends on Monday, January 06, 2020 (5:00 PM). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Tuesday, December 31, 2019, may cast their vote through remote e-voting. The remote e-voting module shall be disabled by Kfin for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - V. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Kfin upon expiry of aforesaid period.

- VI. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, December 31, 2019.
- VII. Any one who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., Tuesday, December 31, 2019, may obtain the User ID and password for e-voting by sending email intimating DP ID and Client ID / Folio No. at evoting@kfintech.com with a copy to investor.services@gati.com. However, if you are already registered with Kfin for e-voting, you can use your existing User ID and password for casting your vote.
- VIII. 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 avail the facility of remote e-voting as well as voting at the EGM through Polling Paper.
- IX. M/s. DVM & Associates LLP, Company Secretaries, Hyderabad has been appointed as the Scrutiniser to scrutinise the remote e-voting process and voting conducted through Polling Paper at the EGM in a fair and transparent manner.
- X. The Chairperson shall, at the EGM, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of Scrutiniser, by use of Polling Paper for all those Members who are present at the EGM but have not cast their votes through remote e-voting facility.
- XI. The Scrutiniser shall after the conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the EGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company at www.gati.com and on the website of Kfin immediately after the declaration of result by the Chairperson or a person authorised by him in writing. The Results shall also be forwarded to Stock Exchanges.
- XIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Tuesday, January 07, 2020.

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

The instructions for e-voting are as under:

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

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

- c) After entering these details appropriately, click on 'LOGIN'.
- d) 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 Kfin 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.

- e) You need to login again with the new credentials.
- f) On successful login, the system will prompt to select the 'Event' i.e. 'Company Name'.
- g) If you are holding shares in demat form and had logged on to <https://evoting.kfintech.com> and cast your vote earlier for any company, then your existing login id and password are to be used.
- h) 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'.
- i) 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.
- j) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- k) 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@kfintech.com. The file scanned image of the Board resolution should be in the naming format 'Corporate Name_ Event number'.
- l) If you are already registered with Kfin 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).
- m) Please contact Kfin toll-free number 1-800-34-54-001 for any further clarifications.
- n) 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 Kfin i.e. <https://evoting.kfintech.com>.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

The board of directors of the Company ("Board") in their meeting held on Thursday, December 05, 2019 subject to necessary approval(s), have approved the proposal for raising of funds for an amount not exceeding Rs.100,00,00,500 by way of issue of 1,33,33,340 Equity shares having face value of Rs. 2/- each.

In terms of Section 62(1)(c) read with section 42 of the Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of Chapter V "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

Subject to approval of the shareholders of the Company, the Board vide its board resolution dated December 05, 2019 has authorized the issuance and allotment of 1,33,33,340 Equity Shares at a price of Rs.75/- per Equity Share provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the ICDR Regulations, to the Investors by way of a preferential allotment for a total consideration of Rs.100,00,00,500. Pursuant to the same, the Company, the Investor, members of the existing promoter and promoter group of the Target Company (Gati Limited) namely: Mahendra Kumar Agarwal, TCI Finance Limited and Mahendra Investment Advisors Private Limited have entered into a share subscription agreement dated December 05, 2019 ("SSA") in relation to the proposed preferential allotment to the Investor.

Investor, some of the members of the existing promoter and promoter group of the Target Company namely, Mahendra Kumar Agarwal, TCI Finance Limited and Mahendra Investment Advisors Private Limited (collectively referred as Sellers) and Target Company have entered in Share Purchase Agreement ("SPA") dated December 05, 2019 wherein investor has agreed to acquire up to 1,03,85,332 equity shares (includes up to 9,67,000 equity shares of Company which pursuant to the order of the High Court at Kolkata are to be restored to TCI Finance Limited and which would form part of sale shares if restored prior to the Completion Date as defined in SPA) of Target Company from Sellers.

The transactions pursuant to the SSA and SPA are collectively referred to as the "Underlying Transactions".

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 62 and The Companies (Prospectus and Allotment of Securities) Rules, 2014 and ICDR Regulations:

i. The objects of the issue	(i) to repay debt (ii) to meet working capital requirement (iii) General Corporate Purpose					
ii. The total number of shares or other securities to be issued	1,33,33,340 Equity Shares of Face value of Rs. 2/- each.					
iii. The price or price band at which the allotment is proposed	The issue price is Rs.75/- per share provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the ICDR Regulations.					
iv. Basis on which the price has been arrived at	The equity shares of Company are listed on Stock Exchange viz. BSE Limited and National Stock Exchange of India Limited and are frequently traded in accordance with the ICDR Regulations. In terms of the applicable provisions of ICDR Regulations the price at which equity shares shall be allotted shall not be less than higher of the following: (a) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty Six (26) weeks preceding the Relevant Date; or (b) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date. The higher minimum issue price arrived at after calculating in the aforesaid manner has been considered as minimum issue price for the issue of Equity Shares.					
v. The relevant date on the basis of which price has been arrived at	Friday, December 06, 2019 (December 07, 2019 and December 08, 2019 being holiday) being the weekday 30 days prior to the date of Extraordinary General Meeting i.e. Tuesday, January 07, 2020.					
vi. The class or classes of persons to whom the allotment is proposed to be made	Name of Investor	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued	Pre Issue		Post Issue	
			No. of Shares	%	No. of Shares	%
	Allcargo Logistics Limited	Not applicable as Listed company	Nil	Nil	1,33,33,340	10.93%
vii. Intention of Promoters, directors or key managerial personnel to subscribe to the offer	None of the promoters, directors or key managerial personnel of the Company are subscribing to the Preferential Allotment. However, upon completion of the proposed preferential issue, the investor shall be classified as "Promoters" and will be in control of the Company.					
viii. The proposed time within which the allotment shall be completed	Under Regulation 170 of the ICDR Regulations, Preferential Allotment of the Equity Shares is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.					
ix. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Sl. No.	Name of the proposed Allottees			%*	
	1.	Allcargo Logistics Limited			19.45	
	*Including Purchase of Equity shares under SPA					
x. Change in control, if any in the Company that would occur consequent to the preferential offer	Yes, Consequent to the completion of the Underlying Transactions the investor will be classified as Promoter and will be in control of the Company.					
xi. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.	Nil					

xii. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not Applicable			
xiii. The Shareholding pattern of the Company before and after the allotment of securities under the preferential offer	Shareholding Before the offer: (as on November 29, 2019)			
	Sr. No.	Category	No. of Shares	%
	A	Promoters and Promoter Group Holding:		
	1.	Indian:		
		Individual/HUF	1,06,19,367	9.78
		Bodies Corporate	87,66,068	8.07
		Sub Total	1,93,85,435	17.85
	2.	Foreign Promoters		
			-	-
		Sub Total (A)	1,93,85,435	17.85
	B	Non-Promoters holding:		
	1.	Institutional Investors		
			2,35,45,314	21.67
		a) Foreign Bodies Corporate	43,29,114	3.99
	2.	Non-Institution:		
		a) Individuals	4,81,23,111	44.31
		b) Indian Bodies Corporate	1,39,24,645	12.82
		c) NRI (Repatriable)	15,40,363	1.42
		d) NRI (Non-Repatriable)	5,87,876	0.54
		e) Clearing Member	6,54,231	0.60
	f) Directors	1,98,000	0.18	
	g) Trust	1,39,355	0.13	
	h) NBFC	12,954	0.01	
	i) Others	5,01,353	0.46	
	Sub Total (B)	8,92,27,202	82.15	
	TOTAL	10,86,12,637	100	
Shareholding after the offer:				
Sr.No.	Category	No. of Shares	%	
A	Promoters holding:			
1.	Indian:			
	Existing Promoter Individual/HUF	84,11,664	6.90	
	Bodies Corporate	15,55,439	1.28	
	New Promoter			
	*Allcargo Logistics Limited	2,37,18,672	19.45	
	Sub Total	3,36,85,775	27.62	
2.	Foreign Promoters			
		-	-	
	Sub Total (A)	3,36,85,775	27.62	
B	Non-Promoters holding:			
1.	Institutional Investors			
		2,35,45,314	19.31	
	a) Foreign Bodies Corporate	43,29,114	3.55	
2.	Non-Institution:			
	a) #Individuals	4,71,56,111	38.67	
	b) Indian Bodies Corporate	1,39,24,645	11.42	
	c) NRI (Repatriable)	15,40,363	1.26	
	d) NRI (Non-Repatriable)	5,87,876	0.48	
	e) Clearing Member	6,54,231	0.54	
	f) Directors	1,98,000	0.16	
	g) Trust	1,39,355	0.11	
	h) NBFC	12,954	0.01	
	i) Others	5,01,353	0.41	
	Sub Total	8,82,60,202	72.38	
	TOTAL	12,19,45,977	100	

	<p>*Including Purchase of Equity shares under SPA.</p> <p>#up to 9,67,000 equity shares of Company which pursuant to the order of the High Court at Kolkata are to be restored to TCI Finance Limited and which would form part of sale shares if restored prior to the Completion Date as defined in SPA have been considered for calculating post preferential holding of Allcargo Logistics Limited (Investor) and have been assumed to be reduced from non-promoter holding – individuals.</p>
xiv. Lock-In Period	The Equity Shares issued pursuant to this Preferential Allotment to the Proposed Allottees shall be locked-in as per Regulation 167 and other applicable provisions of ICDR Regulations.
xv. The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, consequent to the Preferential Issue	Not Applicable as proposed allottee is listed company
xvi. Requirements as to re-computation of price:	Since the Equity Shares of the Company have been listed on the stock exchanges for a period of more than twenty six weeks prior to the Relevant Date, the Company is neither required to re-compute the price of the equity shares nor to submit undertakings specified under relevant provisions of ICDR Regulations.
xvii. Auditor's Certificate	Statutory Auditors of the Company, M/s. Singhi & Co., Chartered Accountants have issued a certificate confirming that the issue of the Equity Shares is being made in accordance with the requirements of the ICDR Regulations. A copy of the certificate will also be open for inspection at the Registered Office of the Company from 11.00 A.M. to 1.00 P.M. on any working day upto the date of the meeting.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 1 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

By Order of the Board of Directors
For **Gati Limited**

Place: Hyderabad
Date: December 05, 2019

Sd/-
T.S. Maharani
Company Secretary

Registered & Corporate Office:
Plot No.20, Survey No.12,
Kothaguda, Kondapur, Hyderabad- 500 084
Tel: +91 040-7120 4284, Fax: +91 040-2311 2318
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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member	
Registered Address	
E-Mail Id	
Folio No/Client ID	
DP ID	

I/We, being the member(s) of _____ equity shares of Gati Limited, hereby appoint:

(1) Name:.....Address:.....

E-mail id:.....Signature.....or failing him;

(2) Name:.....Address:.....

E-mail id:.....Signature.....or failing him;

(3) Name:.....Address:.....

E-mail id:.....Signature.....or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Tuesday, January 07, 2020, at 3:00 P.M. at registered office of the Company situated at Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad, Telangana - 500084 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above proxy to vote in the manner as indicated in the box below:

Sl. No.	Resolutions	For	Against	Abstain
	Special Business			
1.	Issue of equity shares on preferential basis			

Signed this _____ day of _____ 2020

Affix
Revenue
Stamp

Signature of Member(s)

- Notes:**
- (1) This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
 - (2) A Proxy need not to be a member of the Company.
 - (3) Please put a 'X' in the Box in the appropriate column against the respective resolution. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she think appropriate.

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Route Map

