# **NOTICE**

NOTICE is hereby given that the 27th (Twenty Seventh) Annual General Meeting ("AGM") of the Members of Gati Limited (CIN: L63011TG1995PLC020121) will be held on Thursday, September 15, 2022 at 3:00 P.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") for which purpose the Registered office of the Company situated at Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad, Telangana -500084 shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made thereat, to transact the following businesses:

#### **ORDINARY BUSINESS:**

- To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
  - "RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
- To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and the Report of the Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
  - "RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."
- To appoint a Director in place of Mr. Shashi Kiran Shetty (DIN: 00012754), who retires by rotation and, being eligible, offers himself for re-appointment and in this regard, 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 152 and other applicable provisions of the Companies Act, 2013, Mr. Shashi Kiran Shetty (DIN: 00012754), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."
- To appoint M/s. S. R. Batliboi & Associates LLP, Chartered Accountant as the Statutory Auditors of the Company for a period of five (5) consecutive years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 32<sup>nd</sup> Annual General Meeting to be held in the year 2027 and to fix their remuneration and in this regard, 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm's Registration No.: 101049W/ E300004), be and are hereby appointed as the Statutory Auditors of the Company, in place of the retiring Statutory Auditors, M/s. Singhi & Co., Chartered Accountants (Firm's Registration No.: 302049E), to hold office for a term of five consecutive years from the conclusion of Twenty Seventh Annual General Meeting till the conclusion of Thirty Second Annual General Meeting of the Company to be held in the year 2027, at such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time."

#### **SPECIAL BUSINESS:**

Appointment of Mr. Yasuyuki Tani (DIN: 09683124) as a **Nominee Director of the Company** 

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013, if any, rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with the Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Yasuyuki Tani (DIN: 09683124), appointed as a Non-Executive, Nominee Director by the Board of Directors with effect from August 02, 2022 upon recommendation of the Nomination and Remuneration Committee, being nominated by Kintetsu World Express Inc., and having consented to act as a Non-Executive, Nominee Director, be and is hereby appointed as a Non-Executive, Nominee Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Additional objective for utilization of the proceeds of the Preferential Issue of Warrants made during FY 2021-22 by the Company

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, if any, read with rules made there



under and subject to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2015 and other applicable rules, regulations and laws, the consent of the members of the Company be and is hereby accorded for including an additional purpose / objective namely 'Granting of Inter-Corporate Deposits' for utilization of the proceeds of the Equity Warrants issued on preferential basis amounting to ₹ 52,49,99,610/- (Rupees Fifty Two Crores Forty Nine Lakhs Ninety Nine Thousand Six Hundred and Ten only) approved for issue to the Promoters on preferential basis vide Extra-ordinary General Meeting

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

T.S. Maharani

(Company Secretary & Compliance Officer) Membership No: F8069

> Place: Hyderabad Date: August 02, 2022

of the Company held on June 03, 2021, being the balance 75% payable by the Warrant holder(s) entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the said Warrants."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

### 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:**

- In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular Nos. 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022, respectively, ("MCA Circulars") allowing, inter-alia, conduct of AGMs' through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility till December 31, 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. In compliance with these Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 27th AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 27th AGM shall be the Registered Office of the Company.
- 2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM VENUE ARE NOT ANNEXED TO THIS NOTICE.

- 3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 4. All the Members of the Company including retail individual investors, institutional investors, etc. are encouraged to attend the AGM through VC/OAVM mode and vote electronically. Corporate members intending to appoint their authorised representatives to attend and participate at the AGM, are requested to send to the Company, a certified copy (in PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer at <a href="mailto:pjandcofirm@gmail.com">pjandcofirm@gmail.com</a> with a copy marked to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting on first-come first-served basis by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited's ('NSDL') e-Voting website at <a href="https://www.evoting.nsdl.com">www.evoting.nsdl.com</a>. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on a first come first served basis as per the MCA Circulars. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
- 6. The Board of Directors have considered and decided to include the Item No. 5 and Item No. 6 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
- 7. The Members kindly note that the "Gati Employees Stock Appreciation Rights Plan – 2021" ("ESAR 2021"/"Plan") as approved by the Members of the Company on Thursday,

- January 27, 2022 through Postal Ballot by Remote E-voting. In this regard we would like to hereby clarify that, the Point "n" of the Explanatory Statement to the Postal Ballot Notice of the Company dated December 06, 2021 i.e. "The amount of loan to be provided for implementation of the Plan by the company to the trust, its tenure, utilization, repayment terms, etc." it is treated as Not Applicable as the Plan is implemented directly, and no loan shall be obtained.
- In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant. For members who have not registered their e-mail address and on request, hard copies of the Annual Report 2021-22 are being sent in the permitted mode. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.gati.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at  $\underline{www.bseindia.com}$  and  $\underline{www.nseindia.com}$ respectively, and on the website of the National Securities Depository Limited ("NSDL") a service provider for voting through remote e-Voting, for participation in the 27th AGM through VC/OAVM facility and e-Voting during the 27th AGM at https://www.evoting.nsdl.com/.
- The relative Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 5 and 6 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36 of the 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 AGM are also annexed.
- 10. Instructions for e-Voting and joining the AGM are as follows:

#### **VOTING THROUGH ELECTRONIC MEANS**

- In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- The remote e-Voting period commences on Monday, September 12, 2022 (9:00 a.m. IST) and ends on Wednesday, September 14, 2022 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, September 08, 2022 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Members have the

- option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commences September 12, 2022 to September 14, 2022 or e-Voting during the AGM.
- The Members who have cast their vote by remote e-Voting prior to the AGM may attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote on such resolution again.
- The Board of Directors have appointed M/s. Puttaparthi Jagannatham & Co. Company Secretaries, Hyderabad, as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- 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.
- Any person holding shares in physical form and nonindividual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
  - In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to NSDL e-Voting system.

Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system.

# **Details on Step 1 are mentioned below:**

- Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
  - Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.



Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

### Type of Shareholders

### **Login Method**

Individual Shareholders holding securities in demat mode with NSDL

# A. NSDL IDeAS facility

#### If you are already registered, follow the below steps:

- Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile.
- 2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section.
- A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.
- 4. Click on "Access to e-Voting" appearing on the left hand side under e-Voting services and you will be able to see e-Voting page.
- Click on options available against company name or e-Voting service provider NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.

### If you are not registered, follow the below steps:

- 1. Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.
- Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>
   SecureWeb/IdeasDirectReg.jsp
- 3. Please follow steps given in points 1-5.

### B. e-Voting website of NSDL

- Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile phone.
  - 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
- 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.



Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="https://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.
- After successful login of Easi / Easiest the user will be also able to see the e-Voting Menu.
   The Menu will have links of ESP i.e. NSDL portal. Click on NSDL to cast your vote.

Type of Shareholders	Login Method		
	3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> . Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <a href="https://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.		
Individual Shareholders (holding securities in	<ol> <li>You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</li> </ol>		
demat mode) logging through their depository participants	<ol> <li>Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> </ol>		
	3. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.		

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

II. Login method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder / Member" section.
- A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in	8 Character DP ID followed by 8 Digit Client ID
demat account with NSDL.	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in	16 Digit Beneficiary ID
demat account with CDSL.	For example if your Beneficiary ID is 12******* then your user ID is 12********
c) For Members holding shares in	EVEN Number followed by Folio Number registered with the company
Physical Form.	For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



- 6. Your password details are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
  - i. If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from evoting@nsdl.co.in Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. In case you have not registered your e-mail address with the Company / Depository, please follow steps mentioned below:
    - In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (investor.services@gati.com).
    - In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (investor.services@gati.com).
    - Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned above.
- If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

- a) Click on "Forgot User Details / Password?"
   (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at <u>evoting@nsdl.co.in</u> mentioning your demat account number / folio number, your PAN, your name and your registered address.
- d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
- 9. Now you will have to click on "Login" button.
- 10. After you click on the "Login" button, Home page of e-Voting will open.

#### Details on Step 2 are mentioned below:

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- 4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders:**

 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting

- website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <a href="https://www.evoting.">https://www.evoting.</a> nsdl.com to reset the password.
- In case of any queries relating to e-Voting you may refer to the FAQs for Shareholders and e-Voting user manual for Shareholders available at the download section of <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or contact Mr. Amit Vishal, Senior Manager - NSDL at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
- Members may send a request to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> for procuring user id and password for e-voting by providing demat account number / Folio number, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained above.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- The instructions for members for e-Voting on the day of the AGM are mentioned in point number 9(A) above.

# INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

- 1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2 Members are encouraged to join the Meeting through Laptops for better experience.
- Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or contact Mr. Amit Vishal, Senior Manager - NSDL at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
- Members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, email id, mobile number at investor. services@gati.com. Questions / queries received by the Company till 5:00 p.m. on Tuesday, September 13, 2022 shall only be considered and responded during the AGM.
- The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
- 7. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting, shall be eligible to vote through e-Voting system during the AGM.

#### Other Instructions:

- Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Thursday, September 08, 2022. 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. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.
- The login ID and password for e-voting is being sent to the 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.
- (c) The facility for voting, the Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.
- 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 may obtain the User ID and password for e-voting by sending email intimating DP ID and Client ID / Folio No. at evoting@nsdl.co.in with a copy to investor. services@gati.com. However, if you are already registered with NSDL for e-voting, you can use your existing User ID and password for casting your vote.



- The Register of members and share transfer books of the Company will remain closed from Thursday, September 08, 2022 to Thursday, September 15, 2022 (both days inclusive) for the purpose of AGM.
- The Scrutinizer, after scrutinising the votes cast at the time of the meeting and through e-voting, will, within stipulated time, make a consolidated scrutinizer's report and submit the same to the Chairman not later than two working days from the conclusion of the AGM. 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 NSDL i.e. https://www.evoting.nsdl.com/. The results shall simultaneously be communicated to the Stock Exchanges.
- Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, September 15, 2022.
- Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participants(s) (DP).
- All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email ID investor.services@ gati.com till the date of AGM.
- The Register of Directors and Key Managerial Personnel (i) and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the certificate from Secretarial Auditors of the Company certifying that the 'Gati - Employees Stock Appreciation Rights Plan - 2021' (ESAR 2021) are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation, 2021, as amended, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. Thursday, September 15, 2022. Members seeking to inspect such documents can send an email to investor.services@gati.com.
- The members who have not surrendered their old share (j) certificates (Issued by the then Transport Corporation of India Limited, now known as TCI Industries Limited, the transferor Company, under the Scheme of Arrangement) are requested to surrender their old share certificates to TCI Industries Limited, 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.

- Members holding shares in physical mode are:
  - Required to submit their Permanent Account Number (PAN) and bank account details to the Secretarial Department of the Company / Link Intime India Private Limited ("Link Intime"), Registrar and Share Transfer Agent of the Company, if not registered with the Company as mandated by SEBI.
  - Advised to register the nomination in respect of their shareholding in the Company.
  - Requested to register / update their e-mail address with the Secretarial Department of the Company / Link Intime for receiving all communications from the Company electronically.
- (I) Members holding shares in electronic mode are:
  - Requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
  - Advised to contact their respective DPs for registering the nomination.
  - Requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
- (m) Non-Resident Indian members are requested to inform Link Intime / respective DPs, immediately of:
  - Change in their residential status on return to India for permanent settlement.
  - 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
- 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 Link Intime / Secretarial Department of the Company, in case the shares are held by them in physical form.
- Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Link Intime / Secretarial 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.
- 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 interim dividend for the financial year 2014-15, 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 March 31, 2015 or any subsequent financial years are requested to make their claim to the office of Link Intime, Registrar and Share Transfer Agent, or the Nodal Officer of the Company, at the Company's 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 be transferred to IEPF. Shares on which dividend remains unclaimed for seven consecutive years will also be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

- Pursuant to Section 101 and Section 136 of the Act 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 do the same by submitting a duly filled-in 'Shareholder Registration Form' available on the website of the Company i.e. www.gati.com. Alternatively, Members holding shares in physical mode and who have not registered/updated their e-mail addresses with the Company are requested to register/update their email addresses by sending a duly signed request letter to the Company's Registrar and Share Transfer Agent viz. Link Intime by providing Folio No. and Name of the Member or may also send an e-mail to Mrs. T.S. Maharani, Company Secretary at <a href="mailto:investor.services@gati.">investor.services@gati.</a> com. 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.
- The Company has transferred the unpaid or unclaimed dividends declared up to the interim dividend for the financial years 2014-15 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 22, 2021 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: <a href="https://www.gati.com/investor-relations/">https://www.gati.com/investor-relations/</a> 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.
- 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 is under the process of transferring the shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more to the IEPF Authority and which were due for transfer during the financial year 2022-23. Details of the shares to be 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/.
- 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://www.iepf.gov.in/IEPF/refund.html or contact Link Intime for lodging claim for refund of shares and / or dividend from the IEPF Authority.

# **EXPLANATORY STATEMENT PURSUANT TO** SECTION 102(1) OF THE COMPANIES ACT, 2013.

#### Item No. 5

The appointment of Mr. Yasuyuki Tani as a Non-Executive, Nominee Director of the Company is based on the nomination by the Kintetsu World Express, Inc. vide their letter dated July 01, 2022 to the Company. In terms of Article 100 of the Articles of Association, the Board of Directors are empowered to appoint the Nominee Directors under the provisions of the Companies Act, 2013 ("the Act") and that appointment will be approved by the Shareholders at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended.

Accordingly, the Board appointed Mr. Yasuyuki Tani as a Non-Executive, Nominee Director with effect from August 02, 2022 based on the recommendation of the Nomination and Remuneration Committee. The Company has received a notice in writing under Section 160 of the Act proposing the appointment of Mr. Yasuyuki Tani as a non-Executive, Nominee Director on the Board of the Company.

Pursuant to the provisions of Regulation 17(IC) of the Listing Regulations the Company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Except Mr. Yasuyuki Tani, no other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Brief resume of Mr. Yasuyuki Tani is annexed.

# Item No. 6:

The Members of the Company vide Extra-ordinary General meeting held on June 03, 2021 approved for fund raising by the Company through preferential issue of equity shares and warrants to one of the promoters of the Company, Allcargo Logistics Limited ("Holding Company") for an amount not exceeding ₹ 80,00,00,000/- by way of issue of 10,23,020 (Ten Lacs Twenty Three Thousand and Twenty) Equity shares having face value of ₹ 2/- each for cash at a price of ₹ 97.75/per share at a premium of ₹ 95.75/- per share aggregating to ₹ 10,00,00,205/- (Rupees Ten Crore Two Hundred and Five only) and upto 71,61,120 (Seventy One Lacs Sixty One Thousand One



Hundred and Twenty) warrants at a price of ₹ 97.75/- per warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of ₹ 2/- each of the Company at a premium of ₹ 95.75/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating up to ₹ 69,99,99,480/- (Rupees Sixty Nine Crores Ninety Nine Lacs Ninety Nine Thousand Four Hundred and Eighty only).

The Members accorded their approval to utilise the proceeds of the Preferential issue of Equity Shares and Warrants for the following purposes:

- Repay Debt
- (ii) Meet working capital requirement
- (iii) General Corporate purposes

The entire proceeds from the Preferential issue of equity shares and 25% of the proceeds realised w.r.t. Preferential issue of warrants amounting to ₹ 27,50,00,075/- were fully utilised for the purposes as mentioned and approved accordingly without any deviation and compliance in this regard duly notified to the Regulatory Authorities as per the Listing Regulations.

Assuming that the expression "General Corporate purposes" may not include within its ken providing inter-corporate deposits, as a matter of abundant caution, the Company would like to seek the approval of the members for the additional objective or purpose of utilization of the proceeds of the Preferential issue of warrants.

Further, w.r.t. the balance proceeds of Preferential issue of warrants (75%) amounting to ₹ 52,49,99,610/- which will be realised by the Company on or before December 16, 2022 to the extent the same shall remain as surplus funds with the Company. The Company proposes to deploy such surplus to its subsidiary company(ies) in the form of "Inter-Corporate Deposit" which purpose has been considered and approved by the Board of Directors of the Company vide its meeting held on May 20, 2022 and now placed for the approval of the members of the Company. The terms of such deployment as "Inter-Corporate Deposit" to its subsidiary company(ies) including the tenure shall be as decided by the Board of Directors of the Company.

None of the Directors or Key Managerial Person (KMP) or relatives of Directors and KMP, is in any way concerned with or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying notice.

The Board commends the Special Resolution set out at Item No.6 of the Notice for approval by the shareholders.

By order of the Board of Directors for Gati Limited

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

> Place: Hyderabad Date: August 02, 2022

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

# **ANNEXURE-I**

Mr. Shashi Kiran Shetty (DIN: 00012754)

PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED IS FURNISHED BELOW:

#### Item No. 3:

Age	65
Qualifications	Bachelor of Commerce
Experience (including expertise in specific functional area) / Brief Resume	In 1993, he founded Allcargo Logistics which today enjoys the status of being India's largest integrated logistics company. Its trajectory of success and wide portfolio of world-class services like MTO, Contract Logistics and Project Equipment are testimony to Mr. Shetty's entrepreneurial spirit and foresight.
Terms & Conditions of Re-appointment	Terms and Conditions are as per the Board Resolution and Shareholders resolution at the time of appointment.
Remuneration Last Drawn (FY 2021-22)	NIL
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	February 04, 2020
Shareholding in the Company as on March 31, 2022	NIL
Relationship with other Directors/Key Managerial Personnel	Not related to any director/key managerial personnel
Number of meetings of the Board attended during the financial year (2021-22)	5 out of 6
Directorships of other Boards as on March 31, 2022	<ul><li>Allcargo Logistics Limited;</li></ul>
	Allcargo Multimodal Private Limited;
	Malur Logistics and Industrial Parks Private Limited;
	<ul><li>Allcargo Terminals Limited;</li></ul>
	<ul> <li>Allcargo Inland Park Private Limited;</li> </ul>
	AGL Warehousing Private Limited;
	<ul> <li>Alltrans Logistics Private Limited;</li> </ul>
	Avvashya CCI Logistics Private Limited;
	> FTL (India) Private Limited;
	<ul><li>Avashya Holdings Private Limited;</li></ul>
	Avashya Corporation Private Limited;
	> Talentos Entertainment Private Limited;
	> Talentos Warehousing & Industrial Parks Private Limited;
	> Hoskote Warehousing & Industrial Parks Private Limited
Membership/ Chairmanship of committees	Allcargo Logistics Limited:-
of other listed companies as on March 31, 2022 (includes only Audit Committee and Stakeholders Relationship Committee)	> Stakeholders Relationship Committee

In accordance with Section 139 of the Companies Act, 2013 ("the Act"), read with the Companies (Audit and Auditors) Rules, 2014, M/s. Singhi & Co., Chartered Accountants, (Firm Registration No. 302049E), Statutory Auditors of the Company shall retire at the conclusion of the 27th AGM of the Company.

The Board of Directors of the Company at their meeting held on May 20 2022, on the recommendation of the Audit Committee, have recommended the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/ E300004) as the Statutory Auditors of the Company, by the members at the 27th AGM of the Company for a term of five consecutive years from the conclusion of 27th AGM till the conclusion of 32nd AGM of the Company to be held in the year 2027, at an annual



remuneration of ₹ 25 Lakhs for the financial year ending March 31, 2023, plus out of pocket expenses and applicable taxes. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors. The remuneration proposed to be paid to M/s. S. R. Batliboi & Associates LLP would be in line with the remuneration of the retiring statutory auditors of the Company, and shall be commensurate with the services to be rendered by them during the said tenure.

After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., M/s. S. R. Batliboi & Associates LLP has been recommended to be appointed as the Statutory Auditors of the Company.

M/s. S. R. Batliboi & Associates LLP, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI). M/s. S. R. Batliboi & Associates LLP was established in 1965 and has offices across key cities in India. The firm provides audit and financial accounting advisory services. The firm caters to clients across diverse market segments including Industrial, Infrastructure, Consumer Products, Financial Services, Technology, Media and Entertainment, Telecommunications and Professional Services.

Pursuant to Section 139 of the Act and the rules framed thereunder, the Company has received written consent from M/s. S. R. Batliboi & Associates LLP and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. S. R. Batliboi & Associates LLP, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the Directors and Key Managerial Personnel of the Compagny and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the 27<sup>th</sup> AGM. Accordingly, the Board of Directors commends the aforesaid appointment to the members for their approval by way of an Ordinary Resolution.

#### Item No. 5:

Mr. Yasuyuki Tani (DIN: 09683124)	
Age	53 years
Qualifications	Graduation in Sociology
Experience (including expertise in specific functional area) / Brief Resume	Mr. Tani joined Kintetsu World Express, Inc., Japan in 1992 and has vast experience in the business of international freight forwarding and logistics. He is very familiar with business activities in the Asia-Pacific Region after having worked overseas in Singapore for 9 years, in Malaysia for 1 year and in Thailand for 7 years as he held senior leadership and management positions.
Terms & Conditions of Appointment	Appointment based on the nomination by Kintetsu World Express, Inc. vide their letter dated July 01, 2022
Remuneration Last Drawn (FY 2021-22)	Not Applicable
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	August 02, 2022
Shareholding in the Company as on March 31, 2022	NIL
Relationship with other Directors/Key Managerial Personnel	None
Number of meetings of the Board attended during the financial year (2021-22)	Not Applicable
Directorships of other Boards as on March 31, 2022	NIL
Membership/ Chairmanship of committees of other listed companies as on March 31, 2022 (includes only Audit Committee and Stakeholders Relationship Committee)	

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

T.S. Maharani

(Company Secretary & Compliance Officer) Membership No: F8069

> Place: Hyderabad Date: August 02, 2022

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: <u>www.gati.com</u> Email: <u>investor.services@gati.com</u>