February 25, 2019

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. Tel: 022 - 2272 1233 / 34 Fax: 022 - 2272 2131 / 1072/ 2037 / 2061/ 41 Email: corp.relations@bseindia.com corp.compliance@bseindia.com **Scrip Code: 532345**	**National Stock Exchange of India Ltd.** Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Tel: 022 - 2659 8235 / 36 / 452 Fax: 022 - 2659 8237/ 38 Email: cmlist@nse.co.in **Scrip Code : GATI**

Dear Sir/Madam,

Sub: - Postal Ballot Notice.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the notice & form of Postal Ballot seeking approval of the Members on the following special businesses:

a) To approve the continuation of directorship of Mr. Krishan Lal Chugh (DIN: 00140124) as a director of the Company for the remaining period of the present term.

b) To approve the continuation of directorship of Mr. Srinivasan Natesan (DIN: 00004195) as a director of the Company for the remaining period of the present term.

c) To approve the continuation of directorship of Mr. Pesara Sudhakar Reddy (DIN: 00608915) as a director of the Company for the remaining period of the present term.

Please find below the schedule of events for postal ballot:

Sl. No.	Activity	Date
1.	Cut off-date/ Benpos date for sending notice to the Members	February 15, 2019
2.	Voting start date	February 26, 2019 (09:00 a.m.)
3.	Voting end date	March 27, 2019 (05:00 p.m.)
4.	Scrutinizer's report	On or before March 29, 2019
5.	Declaration of results	On or before March 29, 2019

This is for your information and records.

Thanking you.

Yours faithfully,
For **Gati Limited**

GATI LIMITED HYDERABAD

Mahendra Agarwal
Founder & CEO
DIN: 00179779

GATI Limited

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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable rules made thereunder]

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, to transact the following Special Businesses and for seeking approval of members on the following resolutions:

1. To approve the continuation of directorship of Mr. Krishan Lal Chugh (DIN: 00140124) as a director of the Company for the remaining period of the present term.

2. To approve the continuation of directorship of Mr. Srinivasan Natesan (DIN: 00004195) as a director of the Company for the remaining period of the present term.

3. To approve the continuation of directorship of Mr. Pesara Sudhakar Reddy (DIN: 00608915) as a director of the Company for the remaining period of the present term.

In accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of Companies Act, 2013 and rules made there under, the Company is pleased to provide electronic voting ("e-Voting") facility as an alternative to its Members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged Karvy Fintech Private Limited ("karvy") to provide e-voting facility to the Members of the Company. It may be noted that e-Voting is optional. If a Member has voted through e-Voting facility, he is not required to send the Postal Ballot Form. If a Member votes through e-Voting facility and also sends his vote through the Postal Ballot Form, the votes cast through e-Voting shall only be considered by the Scrutinizer and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

Items of Special Business requiring consent of Members through Postal Ballot:

Item no. 1- To approve the continuation of directorship of Mr. Krishan Lal Chugh (DIN: 00140124) as a director of the Company for the remaining period of the present term:

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

"**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 and relevant rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the members of the Company be and is hereby accorded for the continuation of Mr. Krishan Lal Chugh (DIN: 00140124), aged 81 years as an Independent Director of the Company from April 01, 2019 for the remaining period of his present term.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution."

Item no. 2- To approve the continuation of directorship of Mr. Srinivasan Natesan (DIN: 00004195) as a director of the Company for the remaining period of the present term:

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

"**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 and relevant rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the members of the Company be and is hereby accorded for the continuation of Mr. Srinivasan Natesan (DIN: 00004195), aged 87 years as an Independent Director of the Company from April 01, 2019 for the remaining period of his present term.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution."

Item no. 3- To approve the continuation of directorship of Mr. Pesara Sudhakar Reddy (DIN: 00608915) as a director of the Company for the remaining period of the present term:

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

"**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 and relevant rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the members of the Company be and is hereby accorded for the continuation of Mr. Pesara Sudhakar Reddy (DIN: 00140124), aged 82 years as an Independent Director of the Company from April 01, 2019 for the remaining period of his present term.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution."

By Order of the Board
For **GATI LIMITED**

Place : Hyderabad
Date : 25th January, 2019

Mahendra Agarwal
(Founder & CEO)
DIN: 00179779

Registered Office: Plot No. 20, Survey No. 12,
Kothaguda, Kondapur, Hyderabad – 500084.
Website: www.gati.com; Email: investor.services@gati.com
Tel.:+91 040 – 7120 4284; Fax: +91 040 – 2311 2318

NOTES:

1. Pursuant to Section 102 of the Act, the Explanatory Statement setting out material facts and reasons for the proposed Special Businesses is annexed.

2. The Company has appointed DVM & Associates LLP, Company Secretaries, Hyderabad as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.

3. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-Voting. In cases where members cast their votes through both modes, votes cast electronically ("e-Voting") shall be treated as valid and votes cast through Postal Ballot Forms will be treated as invalid.

4. The Notice of the Postal Ballot along with the Postal Ballot Form with the self-addressed Business Reply Envelope is enclosed for use of the members. The same will be sent to all the members whose names appear in the Register of Members / Beneficial Owners as per the details furnished by the Depositories as on Friday, 15th February, 2019. The Members who have registered their e-mail IDs for receipt of documents in electronic mode, the same will be sent by e-mail. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on Friday, 15th February, 2019.

5. You are requested to read carefully the instructions printed on the back side of the Postal Ballot Form before exercising the vote and return the said form duly completed and signed in the enclosed self-addressed Business Reply Envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on Wednesday, 27th March, 2019. The envelope may also be deposited personally at the address given thereon. Consent received thereafter shall be treated as if the reply from the Member has not been received. Also, no other Form or Photocopy thereof is permitted. However, an envelope containing postal ballot if sent by any other modes at the expenses of the registered Members will also be accepted.

6. The Company is pleased to offer e-voting facility as an alternate, for all its Members to enable them to cast their vote electronically instead of dispatching the Postal Ballot. In case a Member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for E-voting printed on the back side of the Postal Ballot Form. He/ She can use the facility and log in any number of times till he/she has voted on the Resolution or till the end of the voting period (i.e., till the last date of receipt of Postal Ballots), whichever is earlier.

   Members who have registered their e-mails for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs and who wish to vote through Postal Ballot Form can seek duplicate form from the Registered Office of the Company and send/submit the same by post to Karvy Fintech Private Limited, (Unit: Gati Limited), Tower B, Plot No. 31, 32, Karvy Selenium, Financial District, Nanakramguda, Gachibowli, Hyderabad, Telangana, 500 032.

Voting through electronic means

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on Friday, 15th February, 2019 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by Karvy Fintech Private Limited ("Karvy").

The e-Voting facility is available at the link: https://evoting.karvy.com from 09:00 a.m. onwards on Tuesday, 26th February, 2019 till Wednesday, 27th March, 2019 up to 05:00 p.m. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and manner in which e-Voting has to be carried out.

The instructions for voting are as under:

A. Procedure and instructions for e-voting

The instructions for e-voting are as under:

i. Open your web browser during the voting period and navigate to https://evoting.karvy.com.

ii. Enter the login credentials (i.e. user-id & password). Your folio / DP ID - Client ID will be your User ID.

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

iii. After entering these details appropriately, click on 'LOGIN'.

iv. Members holding shares in demat / physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through Karvy e-voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt to select the 'Event' i.e. 'Company Name'.

vii. If you are holding shares in demat form and had logged on to https://evoting.karvy.com and cast your vote earlier for any company, then your existing login id and password are to be used.

viii. On the voting page, you will see Resolution description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. If you do not want to cast your vote, select 'ABSTAIN'.

ix. After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly, modify your vote.

x. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

xi. Corporate / Institutional Members (Corporate / FIs / FIIs / 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.

B. Process and manner for members opting for voting through Postal Ballot

A Member desirous of exercising his/her vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. DVM Gopal, DVM & Assosiates LLP, Company Secretaries C/o. Karvy Fintech Private Limited, Unit: Gati Limited, Tower B, Plot No. 31, 32, Karvy Selenium, Financial District, Nanakramguda, Gachibowli, Hyderabad, Telangana, 500 032 in the attached self-addressed Business Reply Envelope so as to reach on or before 5.00 p.m. on Wednesday, 27th March, 2019.

i. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Member(s) will also be accepted.

ii. The self-addressed Business Reply Envelope is addressed to the Scrutinizer appointed by the Company.

iii. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company /Depository Participants). In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in his/her absence by the next named Member. In case, if the Postal Ballot Form is signed through a delegate, a copy of power of attorney attested by the Member should be annexed to the Ballot.

iv. The consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column" AGAINST" by placing a tick (✓) mark in the appropriate column.

v. There will be only one Postal Ballot Form for each Folio/Client ID irrespective of the number of joint Member(s).

vi. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.

vii. A Member can request for duplicate Postal Ballot Form. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form i.e., 5.00 p.m. (IST) Wednesday, 27th March, 2019.

viii. Member(s) are requested not to send any other paper along with the Postal Ballot Form in the enclosed self - addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

ix. A Member need not use all the votes, nor needs to cast all the votes in the same way.

x. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.

xi. Member(s) cannot appoint a proxy to exercise their voting powers through Postal Ballot.

xii. Corporate/institutional Members (Corporate/FIs/foreign institutional investors/ trust/mutual funds/banks, etc.) are required to send scan (PDF format) of the relevant resolution of the Board of Directors to the Scrutinizer through e-mail to dvmgopal@gmail.com with a copy marked to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name _EVENT No."

xiii. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and results of the Postal Ballot would be announced on or before Friday, 29th March 2019 on /before 5.00 p.m.(IST) at the Registered Office of the Company situated at Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad, Telangana – 500 084 and the Resolution will be taken as passed, if the results of the Postal Ballots/ E-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. As indicated earlier, the results will be published on the Notice Board at the registered office of the Company and the website of the Company, www.gati.com besides being notified to BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed. Results will also be posted on the Website of Karvy, https://evoting.karvy.com.

C. General Instructions

i. Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Ballot Form enclosed to this Notice.

ii. Members may alternatively opt for E-voting, for which the USER ID and initial password are provided at the bottom of the Ballot Form. Please follow steps from (i) to (xiv) under heading A above to vote through E-voting platform.

iii. In the event, a member casts his votes through both the processes i.e., E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be considered as invalid.

iv. The E-voting period commences from 09.00 a.m. (IST) on Tuesday, 26th February, 2019 and ends on 5.00 p.m. (IST) on Wednesday, 27th March, 2019. The e-voting module shall be disabled by KARVY for voting thereafter. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of Friday, 15th February, 2019 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

v. Mr. Mahendra Agarwal, Founder & CEO, GATI Limited, Regd. Off. Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad, Telangana – 500 084 Phone No. +91 040 – 7120 4284 is responsible to address the grievances connected with the E-voting and Postal Ballot.

vi. The Company has appointed DVM & Associates LLP ((LLPIN: AAI-6292)), Company Secretaries, Hyderabad, as the Scrutinizer to the voting process (E-voting and Postal Ballot) in a fair and transparent manner.

vii. The Scrutinizer shall, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

viii. To receive communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address 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.

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

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Resolution No. 1 to 3.

Item No. 1 to 3

The members of the Company at the 19th Annual General Meeting ("AGM") of the Company held on August 05, 2014 appointed Mr. Krishan Lal Chugh, Mr. Natesan Srinivasan and Mr. Pesara Sudhakar Reddy as independent directors of the Company for a period of 5 years from the date of the 19th AGM.

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 and Mr. Pesara Sudhakar Reddy have already attained the age of 75 years.

A brief justification for continuation as Non-Executive Directors on the Board of the Company with effect from April 1, 2019 is as under:

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 to continue his services as an Independent Director till the completion of the remaining period of the present term.

Mr. Natesan Srinivasan, aged 87 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 to continue his services as an Independent Director till the completion of the remaining period of the present term.

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 to continue his services as an Independent Director till the completion of the remaining period of the present term.

The terms and conditions of continuation of appointment of the aforementioned directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

The continuation of appointment of aforementioned directors as the Non-Executive Directors of the Company with effect from April 1, 2019 is recommended by the Nomination and Remuneration Committee at its meeting held on Friday, 25th January, 2019 and Board of Directors at their meeting held on Friday, 25th January, 2019.

Brief resume of the Directors, nature of expertise, shareholding and relationship between the directors inter-se, etc. are annexed to the notice.

Except Mr. Krishan Lal Chugh, Mr. Srinivasan Natesan and Mr. Pesara Sudhakar Reddy, 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. 1 to 3 of the Notice.

Your Directors recommend the resolution for your approval.

By Order of the Board
For **GATI LIMITED**

Place : Hyderabad
Date : 25th January, 2019

Mahendra Agarwal
(Founder & CEO)
DIN: 00179779

Registered Office: Plot No. 20, Survey No. 12,
Kothaguda, Kondapur, Hyderabad – 500084.
Website: www.gati.com; Email: investor.services@gati.com
Tel.:+91 040 – 7120 4284; Fax: +91 040 – 2311 2318

Annexure to the Postal Ballot Notice

Brief Profile of the Directors

Pursuant to regulation 36(3) of SEBI (LODR) Regulations 2015

Name of the Director	**Mr. KL Chugh**	**Mr. N Srinivasan**	**Dr PS Reddy**
Date of Birth	13.09.1937 (81 Years)	27.07.1931 (87 Years)	15.09.1936 (82 Years)
Date of First Appointment on Board	30.06.1998	18.10.2000	25.04.1995
DIN	00140124	00004195	00608915
Expertise in specific functional areas	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 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.	Mr. N. Srinivasan is a Commerce Graduate and Fellow Member of the Institute of Chartered Accountants of India since 1955. 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.	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.

Annexure to the Postal Ballot Notice

Brief Profile of the Directors

Pursuant to regulation 36(3) of SEBI (LODR) Regulations 2015

Name of the Director	**Mr. KL Chugh**	**Mr. N Srinivasan**	**Dr PS Reddy**
Terms and Conditions of Appointment/ Re-Appointment	Continuation of Directorship as an Independent Director for the balance period of term.	Continuation of Directorship as an Independent Director for the balance period of term.	Continuation of Directorship as an Independent Director for the balance period of term.
Directorships held in other public companies (excluding foreign companies and section 8 companies)	1. Sandhar Technologies Limited	1 Essar Shipping Limited 2 The India Cements Limited 3 The United Nilgiri Tea Estates Company Limited 4 TAFE Motors and Tractors Limited 5 Tractors and Farm Equipment Limited 6 OGD Services Limited	1. Bhoruka Textiles Limited
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholder's Committee)	Nil	Audit Committee - Chairman: 1 TAFE Motors and Tractors Limited 2 Essar Oilfield Services India Limited 3 Essar Shipping Limited Audit Committee - Member: 1 The United Nilgiri Tea Estates Company Limited 2 Tractors and Farm Equipment Limited Stakeholders Relationship Committee - Member: 1 The India Cements Limited	Nil
Number of shares held in Company	Nil	89000	Nil
Inter-se relationships between Directors/KMP	Not related to any Director/KMP.	Not related to any Director/KMP.	Not related to any Director/KMP.

By Order of the Board
For **GATI LIMITED**

Mahendra Agarwal
(Founder & CEO)
DIN: 00179779

Place : Hyderabad
Date : 25th January, 2019

Registered Office: Plot No. 20, Survey No. 12,
Kothaguda, Kondapur, Hyderabad – 500084.
Website: www.gati.com; Email: investor.services@gati.com
Tel.:+91 040 – 7120 4284; Fax: +91 040 – 2311 2318

GATI Limited

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

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

The last date for receipt of Postal Ballot Form is 27th March 2019 (by 5:00 p.m.)

Serial No.

(1) Name & Registered Address of sole/first named Member :

(2) Name(s) of the joint holder(s), if any :

(3) Registered Folio No. / DP ID No. and Client ID No.* :
*(Applicable to Members holding shares in dematerialized form)

(4) Number of Equity Share(s) held :

(5) I / We hereby exercise my/ our vote(s) in respect of the following Resolutions to be passed through Postal Ballot/ Remote e-Voting, by conveying my/ our assent/ dissent to the said Resolutions by placing a tick mark (✓) in the appropriate box below:

Item No.	Description	Type of Resolution	No. of Shares for which votes cast	I/We assent to Resolution (For)	I/We assent to Resolution (Against)	I/We dissent to Resolution (Abstain)
1	To approve the continuation of directorship of Mr. Krishan Lal Chugh (DIN: 00140124) as a director of the Company for the remaining period of his present term.	Special				
2	To approve the continuation of directorship of Mr. Srinivasan Natesan (DIN: 00004195) as a director of the Company for the remaining period of his present term.	Special				
3	To approve the continuation of directorship of Mr. Pesara Sudhakar Reddy (DIN: 00608915) as a director of the Company for the remaining period of his present term.	Special				

Place :
Date :

Signature of the Member or
Authorised Signatory

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD / PIN

Notes
a) Please read the instructions printed overleaf carefully before exercising your vote.
b) If the voting rights are exercised electronically, then there is no need to use this Form.

INSTRUCTIONS

1. Member(s) desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it directly to the Scrutinizer appointed by the Board of Directors of the Company, Mr. DVM Gopal of DVM & Associates LLP, Company Secretaries, Hyderabad in the enclosed postage-prepaid self-addressed business reply envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
2. The voting period shall commence on and from Tuesday, 26th February, 2019 at 9:00 a.m. and end on Wednesday, 27th March, 2019 at 5:00 p.m. The envelopes containing the Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on Wednesday, 27th March, 2019. The Postal Ballot Form received after this date and time will be strictly treated as if reply from the Member has not been received.
3. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company/ Depository) by the first named Member and in the absence of such Member, by the next named joint holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint holder(s).
4. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be signed by its authorised signatories. In such cases, the duly completed Postal Ballot Form should also be accompanied by a certified true copy of the Board Resolution / Authority Letter together with the specimen signature(s) of the authorised signatory(ies) duly verified.
5. Voting right has been reckoned on the paid-up value of shares registered in the name of the Member as at the close of business on Friday, 15th February, 2019 ('Cut-off date').
6. In case a Member is desirous of obtaining a printed duplicate Postal Ballot Form, he or she may send an e-mail to Karvy Fintech Private Limited on evoting@karvy.com. The Registrar and Share Transfer Agent shall forward the same along with postage-prepaid self-addressed business reply envelope to the Member. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above. Alternatively, Members can obtain a duplicate copy of the Postal Ballot Form by downloading it from the Company's website: www.gati.com.
7. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected. Members are requested to fill Postal Ballot Forms in indelible ink and avoid filling it by using erasable writing medium(s) like pencil. The Postal Ballot shall not be exercised by a proxy.
8. If any extraneous paper is found in such envelope, the same would not be considered by the Scrutinizer and would be destroyed.
9. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
10. The proposed Resolutions, if passed by the Members through Postal Ballot and Remote e-Voting, shall be considered as passed on the last date of voting, i.e. Wednesday, 27th March, 2019.
11. 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.

AS PER SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2), INSTANCES IN WHICH THE POSTAL BALLOT FORM SHALL BE TREATED AS INVALID INCLUDE THE FOLLOWING:

a. A form other than one issued by the company has been used;
b. It has not been signed by or on behalf of the Member;
c. Signature on the postal ballot form doesn't match the specimen signatures with the company;
d. It is not possible to determine without any doubt the assent or dissent of the Member;
e. Neither assent nor dissent is mentioned;
f. Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
g. The envelope containing the postal ballot form is received after the last date prescribed;
h. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
i. It is received from a Member who is in arrears of payment of calls;
j. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
k. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.