GATI LIMITED

CIN: L63011TG1995PLC020121
Regd office: Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad - 500 081
Tel: 040 - 71204284, Fax: 040 - 23112318, Website: www.gati.com
Email: investor.services@gati.com

NOTICE is hereby given that the Extra Ordinary General Meeting ("EGM") of the members of Gati Limited (the "Company") will be held on Friday the 20th day of March 2015 at 10:00 am at the Registered Office of the Company at Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad - 500081 to transact the following item of business:

Item No. 1- Offer /Further Issue of Securities:

To consider and if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT, pursuant to the provisions of Section 41, 42, 62 and 71 read with all other applicable provisions and Rules made hereunder, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time (the "Act") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, and in accordance with the regulations / guidelines issued by the Government of India ("GOI"), the Securities Contracts (Regulation) Act, 1956 ("SCRA"), the Securities Contracts (Regulation) Rules, 1957 ("SCRR"), the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI") and / or any other competent authorities and clarifications thereof, issued from time to time, the applicable provisions of the Foreign Exchange Management Act, 1999 ("FEMA") as amended from time to time, the Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000 as amended from time to time, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "ICDR Regulations"),and subject to such approvals, consents, permissions and sanctions of the GOI, the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance), SEBI, RBI, Stock Exchanges and all other appropriate authorities, institutions or bodies, if any and subject to such conditions and modification(s) as may be prescribed by the respective Authorities, if any, while granting such approvals, consents, permissions and sanctions, to the extent applicable consent of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as the **"Board"** which term shall deem to include any committee(s)constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution) to create, issue, offer and allot (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted) either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares of the Company with a face value of Rs. 2/- (Rupees Two Only) each (the **"Equity Shares"**), Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs") and/ or other financial instruments convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and / or any security convertible into Equity Shares (all of which are hereinafter collectively referred to as the **"Securities"**) or any combination of Securities, in one or more tranches, through public and / or private offerings and / or on preferential allotment basis or any combination thereof or by issue of prospectus and / or placement document / or other permissible / requisite offer document to any eligible person(s), including but not limited to Qualified Institutional Buyers ("QIBs") in accordance with Chapter VIII of the ICDR Regulations, or otherwise, foreign / resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), foreign institutional investors, Indian and / or multilateral financial institutions, mutual funds, pension funds, and / or any other categories of investors (collectively called the **"Investors"**) whether or not such Investors are Members of the Company, as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding Rs.120 Crores (Rupees One Hundred and Twenty Crores Only), inclusive of such premium as may be fixed on such Securities by offering the Securities through private placement(s) and Qualified Institutional Placement ("QIP") or preferential offer (the "Issue"), or at such a time or times, permitted under applicable laws, as may be deemed appropriate by the Board at its absolute discretion at the time of issue and allotment of the Securities considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and / or underwriter(s) and / or other advisor(s) for such issue.

RESOLVED FURTHER THAT the issue price for the private placement including Preferential Issue and/or QIP shall be at or above the issue price (Floor Price) calculated in terms of provisions of chapters VII and VIII respectively of the ICDR Regulations. The relevant date (Relevant Date) for the purpose of arrival of the Floor Price of Preferential Issue and QIP shall be in accordance with chapter VII and VIII of the ICDR Regulations respectively.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VIII of the ICDR Regulations, the pricing shall be in accordance with regulation 85 of Chapter VIII of the ICDR Regulations. The Board may offer such discount of as may be permitted under the ICDR Regulations."

RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the ICDR Regulations, the allotment of such Securities, or any combination thereof as may be decided by the Board shall be completed within twelve (12) months from the date of this Resolution or such other time as may be allowed under the ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations and the Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the ICDR Regulations.

RESOLVED FURTHER THAT in pursuance of this resolution the securities to be created, issued, offered and allotted shall be subject to the following terms and conditions:

(a) The Securities shall be subject to the provisions of Memorandum and Articles of Association of the Company and in accordance with the terms of this resolution; and the issue.

(b) Equity shares or other securities upon conversion shall rank pari passu in all respects with the existing Equity Shares of the Company.

(c) The number and/ or price of the securities or the underlying Equity Shares issued on conversion of Securities convertible into Equity Shares, shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring."

(d) The Equity Shares shall be listed on the stock exchanges, where the existing shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and approve the offering circular / placement document for the proposed issue of the securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time, and to arrange for the submission of the offering circular / placement document, and any amendments and supplements thereto with any applicable stock exchanges (whether in India or abroad), Government and Regulatory authorities, institutions or bodies, as may be required.

RESOLVED FURTHER THAT in the event of issue of Securities by way of QIP, the Relevant Date on the basis of which the price of the Securities shall be determined as specified under the ICDR Regulations, shall be the date of the meeting in which the Board or the Committee of Directors duly authorized by the Board decides to open the proposed issue for Securities or such other time as may be decided by the Board and as permitted by the ICDR Regulations, subject to any relevant provisions of applicable laws, rules and regulations as amended from time to time, in relation to the proposed issue of the Securities.

RESOLVED FURTHER THAT in accordance with the applicable laws, for the purpose of giving effect to the issuance of securities, the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) is hereby authorized on behalf of the Company to do all such acts, deeds and things thereof in its absolute discretion as it deems necessary or desirable in connection with the issue of the securities, including, without limitation to the following:

(a) decide the date for the opening of the issue of securities, including determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be issued and allotted, issue price, execution of various transaction documents;

(b) finalisation of the allotment of the securities on the basis of the subscriptions received;

(c) finalisation of and arrangement for the submission of the preliminary and final offering circulars/ prospectus(es)/ offer document(s), and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;

(d) approval of the preliminary and final offering circulars/ placement document/prospectus/Offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalised in consultation with the Lead Managers/Underwriters/Advisors, in accordance with all applicable rules, regulations and guidelines;

(e) appoint, in its absolute discretion, managers (including lead managers), investment bankers, merchant bankers, underwriters, guarantors, financial and/or legal advisors, depositories, custodians, principal paying/transfer/conversion agents, listing agents, registrars, trustees and all other agencies, whether in India or abroad, entering into or execution of all such agreements/ arrangements/ MoUs/ documents with any such agencies, in connection with the proposed offering of the securities;

(f) approval of the Deposit Agreement(s), the Purchase/Underwriting Agreement(s), the Trust Deed(s), the Indenture(s), the Master/Global GDRs/ADRs/FCCBS/other securities, letters of allotment, listing application, engagement letter(s), memorandum of understanding and any other agreements or documents, as may be necessary in connection with the issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;

(g) finalisation of the basis of allotment in the event of over-subscription;

(h) authorisation of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the securities;

(i) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the securities;

(j) seeking the listing of the securities on any Indian or international stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;

(k) deciding the pricing and terms of the securities, and all other related matters, including taking any action on two-way fungibility for conversion of underlying equity shares into FCCBs/GDRs/ADRs, as per applicable laws, regulations or guidelines;

(l) open one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) with such bank or banks in India and/or such foreign countries as may be required in connection with the aforesaid issue; and

(m) all such acts, deeds, matters and things as the Committee may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such persons(s) as the Committee, may deem fit and proper in its absolute discretion to be most beneficial to the Company.

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body authorized by the Company for the issue of Depository Receipts ("DRs") representing the underlying equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international markets.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of securities may have all or any of the terms or combinations of the terms in accordance with the prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium or the redemption at the option of the Company and /or holders of any securities including terms or issue of additional equity shares or variations of the price or period of conversion of securities into equity shares or issue of equity shares during the period of the securities or terms pertaining to voting rights or option(s) for early redemption of securities.

RESOLVED FURTHER THAT the Company and /or any agencies or the Board of the Company may issue depository receipts representing the underlying Equity Shares in the capital of the Company or such other securities in bearer, negotiable or registered form with such features or attributes as may be required and to provide for the tradability thereof as per market practices and regulation (including listing on one or more stock exchange(s) in or outside India).

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, issue, offer or allotment of Equity Shares or other securities or instruments representing the same, as described above, the Board be authorised to do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary or desirable for such purposes, including without limitation, the entering into arrangement for managing, underwriting, marketing, listing, trading, acting as depository, custodian, registrar, paying and conversion agent, trustee and to issue any offer document and sign all applications, filings, deeds, documents and writings, and to pay any fees, commissions, remunerations, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotments and utilization of the issue proceeds as it may, in its absolute discretion deem fit, without being

required to seek any further consent or approval of the member or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred on it, to any committee of Directors, any other one or more Director(s) of the Company to give effect to the aforesaid resolution and thereby such committee of Directors or one or more such Directors as authorised are empowered to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modifications as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in this regard.

By Order of the Board of Directors
VSN Raju
Company Secretary
ACS 11701

Place: Hyderabad.
Date: 24-01-2015

NOTES:

1. The Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 is appended and forms part of the Notice.
2. The Company has appointed Mr. DVM Gopal, Proprietor, M/s. DVM Gopal & Associates as Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.

   The Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories M/s. NSDL and M/s. CDSL as on 13.02.2015. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date and time.
3. Members can avail the nomination facility by filing Form No. SH-13, as prescribed under Section 72 of the Companies Act, 2013 and rule 19 (1) of the Companies (Share Capital and debentures) Rules, 2014 with the Company. Blank forms will be supplied on request.
4. **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 Physical Ballot.** E-voting is optional. 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 Ballot Form. The E-voting facility will be available during the following voting period: From 9 am on March 14, 2015 to 6 pm on March 16, 2015. 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 Ballots), whichever is earlier.
5. You are requested to carefully read the instructions printed on the back side of the Physical Ballot Form before exercising the vote and return the said form duly completed and signed, so as to reach the Scrutinizer on or before 6.00 p.m. on March 19, 2015. 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 ballot if sent by any other modes at the expenses of the registered Members will also be accepted.
6. Members who have registered their e-mails for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs and those who wish to vote through Ballot Form can seek printed ballot/ duplicate form from the Registered Office of the Company and send/submit the same by post at the Registered Office of the Company addressed to the Scrutinizer.
7. In this regard the company has appointed M/s. Karvy Computershare Private Limited, to avail the services of providing an e-voting platform on their website under the link evoting.karvy.com to facilitate voting through electronic means.
8. Members can opt only one mode of voting i.e. either physical or electronic. If the Member has voted in both physical as well as electronic modes, votes cast by way of electronic mode would be considered valid.
9. In case of joint-holding, the Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
10. Unsigned, incomplete, improperly or incorrectly ticked Ballot Forms shall be rejected.

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

Item 1

The Board of Directors of the Company at its meeting held on 24th January 2015 has proposed to issue Securities to Qualified Institutional Buyers by way of Qualified Institutions Placement ("QIP") in accordance with Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations") for cash at such price, to be decided later, for aggregating upto Rs. 120 Crores (Rupees One Hundred Twenty Crores only) or to such other persons subject to the compliance of the provisions of ICDR Regulations.

In terms of Sections 41, 42, 62 and Section 71 of the Act, a company proposes to issue Securities to persons other than the existing shareholders or the public, is required to obtain the approval of the members by way of a Special Resolution for each offer or invitation. However, in accordance with relevant rules under the Act, the Company is permitted to make all offers for issue of the securities as specified in the concerned resolution.

It is proposed to obtain approval of the members under Sections 41, 42, 62, 71 and other applicable provisions, if any, of the Act, read together with the Rules made thereunder (to the extent applicable), to enable the Company to make a private placement and/or QIP of securities (equity or other securities convertible into equity) in one or more tranches within such limit as set out in the Resolution at Item No. 1 of the Notice.

The proceeds of the issue would be utilized partly towards growth capital for E-Commerce business, meeting the long term working capital requirements, repayment of debt and other general corporate purposes. The pricing for the security which may be issued by the Company on the basis of this Resolution will be done by the Board or a committee thereof in accordance with applicable law including SEBI (ICDR) Regulations and Foreign Exchange Management Act as may be applicable.

The Board recommends the resolution at Item No. 1 of the Notice for approval of the shareholders by way of a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

By Order of the Board of Directors
VSN Raju
Company Secretary
ACS 11701

Place: Hyderabad
Date: 24-01-2015

ATTENDANCE SLIP

GATI LIMITED

CIN: L63011TG1995PLC020121

Regd office: Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 081
Tel: 040 – 71204284, Fax: 040 – 23112318, Website: www.gati.com
e-mail: investor.services@gati.com

Please fill attendance slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain slip at the venue of the meeting.

DP Id		Folio No.	
Client Id		No. of shares	

NAME AND ADDRESS OF THE SHAREHOLDER _____

I hereby record my presence at the EXTRA-ORDINARY GENERAL MEETING of the company held on March 20, 2015 at 10:00 am at the Registered Office of the Company situated at Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad - 500081

_____
Signature of Shareholder/proxy

Proxy Form

GATI LIMITED

CIN: L63011TG1995PLC020121

Regd office: Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad – 500 081
Tel: 040 – 71204284, Fax: 040 – 23112318, Website: www.gati.com
Email: investor.services@gati.com

DP Id		Folio No.	
Client Id		No. of shares	

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

1) _____ of _____ having e-mail id _____ or failing him

2) _____ of _____ having e-mail id _____ or failing him

3) _____ of _____ having e-mail id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company, to be held on March 20, 2015 at 10:00 am at the Registered Office of the Company situated at Plot No. 20, Survey No. 12, Kothaguda, Kondapur, Hyderabad - 500081 and at any adjournment thereof in respect of such resolutions as are indicated below:

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

Resolutions	For	Against
Special business: Offer / Further issue of securities		

Signed this _____ day of _____ 2015

_____
Signature of shareholder

_____
Signature of first proxy holder

_____
Signature of second proxy holder

_____
Signature of third proxy holder

Notes:

(1) This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.

(2) A Proxy need not to be a member of the Company.