July 31, 2015

To
The Secretary,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.

To
The Listing Department,
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.

Sub: Voting Results of 20th Annual General Meeting held on July 30, 2015
Ref: Scrip Code 532345 (BSE); GATI (NSE)

Dear Sir/Madam,

This is with reference to our earlier communication regarding the Annual General Meeting (AGM) of the Company. Please note that the 20th AGM of the Company was held on July 30, 2015 at 11.00 am at Novotel Hyderabad Convention Centre, Novotel & HICC Complex, (Near Hitec City), P.O. Bag 1101, Cyberabad Post Office, Hyderabad – 500 081.

As per requirements of the Companies Act, 2013 and the Listing Agreement, the Company had provided remote e-voting facility and poll facility to its Shareholders for voting on the business to be transacted at the AGM of the Company. The Company had appointed M/s dvm gopal & associates as the scrutinizer for the remote e-voting and poll at the AGM. As per the scrutinizer's report, all resolutions set out in the Notice of 20th AGM have been duly approved by the Shareholders with requisite majority.

Please find attached the consolidated outcome of the voting held through remote e-voting and poll at 20th AGM of the Company together with the report of the scrutinizer.

You are requested to kindly take above information on your records.

Thanking You

For **Gati Limited**

VSN Raju
Company Secretary
M No: A11701
Encl as above

Name: GATI LIMITED

A	Date of AGM			30-07-2015		
B	Total number of shareholders on book closure			69013		
C	No of shareholders present in the meeting either in person or through proxy			140		
	Shareholders	**Present in person**	**Present through proxy**	**Total**	**Shares**	**% to capital**
	Promoter and promoter group	8	0	8	30563606	34.94
	Public	129	3	132	6003280	6.86
	Total	**137**	**3**	**140**	**36566886**	**41.80**
D	No. of shareholders attended the meeting through Video conferencing- No video conferencing facility was made available.					

Given below is the agenda wise combined result of the remote e-voting and poll at the AGM

Resolution	Category	No. of Shares Held (1)	No. of Votes Polled [2]	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour [4]	No. of Votes against [5]	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Adoption of Audited Financial Statements of the Company for the Financial Year ended March 31, 2015 and report of the Board of Directors and Auditors thereon **(Ordinary Resolution)**	Promoter and Promoter Group	36163601	36163601	100.00	36163601	0	100.00	0.00
	Public Institutional Investors	7374475	1128147	15.30	1128147	0	100.00	0.00
	Public - Others	43939461	8701871	19.80	8539274	0	98.13	0.00
	Total	**87477537**	**45993619**	**52.58**	**45831022**	**0**	**99.65**	**0.00**
Adoption of Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2015 **(Ordinary Resolution)**	Promoter and Promoter Group	36163601	36163601	100.00	36163601	0	100.00	0.00
	Public Institutional Investors	7374475	1128147	15.30	1128147	0	100.00	0.00
	Public - Others	43939461	8707354	19.82	8544747	10	98.13	0.00
	Total	**87477537**	**45999102**	**52.58**	**45836495**	**10**	**99.65**	**0.00**
Declaration of final Dividend **(Ordinary Resolution)**	Promoter and Promoter Group	36163601	36163601	100.00	36163601	0	100.00	0.00
	Public Institutional Investors	7374475	1128147	15.30	1128147	0	100.00	0.00
	Public - Others	43939461	8707349	19.82	8543404	1348	98.12	0.02
	Total	**87477537**	**45999097**	**52.58**	**45835152**	**1348**	**99.64**	**0.00**



Reappointment of Mr. Sanjeev Jain, Director retiring by Rotation **(Ordinary Resolution)**	Promoter and Promoter Group	36163601	36163601	100.00	36163601	0	100.00	0.00
	Public Institutional Investors	7374475	1128147	15.30	1128147	0	100.00	0.00
	Public - Others	43939461	8642064	19.67	8229356	250111	95.22	2.89
	Total	**87477537**	**45933812**	**52.51**	**45521104**	**250111**	**99.10**	**0.54**
Ratification of appointment of statutory auditors **(Ordinary Resolution)**	Promoter and Promoter Group	36163601	36163601	100.00	36163601	0	100.00	0.00
	Public Institutional Investors	7374475	1128147	15.30	1128147	0	100.00	0.00
	Public - Others	43939461	8706853	19.82	8543615	641	98.13	0.01
	Total	**87477537**	**45998601**	**52.58**	**45835363**	**641**	**99.65**	**0.00**
Appointment of Branch Auditors **(Ordinary Resolution)**	Promoter and Promoter Group	36163601	36163601	100.00	36163601	0	100.00	0.00
	Public Institutional Investors	7374475	1128147	15.30	1128147	0	100.00	0.00
	Public - Others	43939461	8705768	19.81	8542431	740	98.12	0.01
	Total	**87477537**	**45997516**	**52.58**	**45834179**	**740**	**99.64**	**0.00**
Appointment of MS. Sheela Bhide as an Independent Director **(Ordinary Resolution)**	Promoter and Promoter Group	36163601	36163601	100.00	36163601	0	100.00	0.00
	Public Institutional Investors	7374475	1128147	15.30	1128147	0	100.00	0.00
	Public - Others	43939461	8705170	19.81	8540468	2105	98.11	0.02
	Total	**87477537**	**45996918**	**52.58**	**45832216**	**2105**	**99.64**	**0.00**
Re-appointment of Mr. Sanjeev Jain as Whole-Time Director and CFO **(Special Resolution)**	Promoter and Promoter Group	36163601	36163601	100.00	36163601	0	100.00	0.00
	Public Institutional Investors	7374475	1128147	15.30	1128147	0	100.00	0.00
	Public - Others	43939461	8701891	19.80	8537135	2159	98.11	0.02
	Total	**87477537**	**45993639**	**52.58**	**45828883**	**2159**	**99.64**	**0.00**
Approving of Borrowing limits of Rs. 500 crores **(Special Resolution)**	Promoter and Promoter Group	36163601	36163601	100.00	36163601	0	100.00	0.00
	Public Institutional Investors	7374475	1128147	15.30	1128147	0	100.00	0.00
	Public - Others	43939461	8704884	19.81	8537213	5074	98.07	0.06
	Total	**87477537**	**45996632**	**52.58**	**45828961**	**5074**	**99.64**	**0.01**
Approval of creation of mortgage or charge all or any part of immovable or movable **(Special Resolution)**	Promoter and Promoter Group	36163601	36163601	100.00	36163601	0	100.00	0.00
	Public Institutional Investors	7374475	1128147	15.30	1128147	0	100.00	0.00
	Public - Others	43939461	7786838	17.72	7618598	5643	97.84	0.07
	Total	**87477537**	**45078586**	**51.53**	**44910346**	**5643**	**99.63**	**0.01**
Adoption of Articles of Association **(Special Resolution)**	Promoter and Promoter Group	36163601	36163601	100.00	36163601	0	100.00	0.00
	Public Institutional Investors	7374475	1128147	15.30	1128147	0	100.00	0.00
	Public - Others	43939461	7475043	17.01	7311585	861	97.81	0.01
	Total	**87477537**	**44766791**	**51.18**	**44603333**	**861**	**99.63**	**0.00**



CONSOLIDATED SCRUTINIZER'S REPORT

The Chairman,
M/s. GATI Limited,
Plot No. 20, Survey No. 12,
Kothaguda, Kondapur,
Hyderabad – 500081.

Dear Sir,

SUB: Consolidated Scrutinizers Report of E-Voting and Physical Voting at AGM
REF: Notice of 20th Annual General Meeting

We M/s. dvmgopal & associates, Company Secretaries, represented by Mr. D.V.M. Gopal, were appointed as Scrutinizers by vide resolution passed by the Board at its Meeting held on 28th April, 2015;

a) To scrutinize the Remote E-voting process for the items to be transacted at the 20th Annual General Meeting to be held on 30.07.2015 along with Ballots received, who could not access the remote E-voting;

b) To scrutinize the Physical Ballot (Poll) voting process at the 20th Annual General Meeting at 11.00 am on 30.07.2015 for the shareholders who have not opted to vote through the Remote e-voting process.

National Securities Depository Limited, (Service Provider), has provided a system for recording the electronic votes of the Shareholders on all the items of the business (both Ordinary and Special Business) sought to be transacted at the 20th Annual General Meeting (AGM) of the Company. The Service Provider had set up e-voting facility on their website https://www.evoting.nsdl.com.

The Company has also allowed physical voting through Poll System for those shareholders, who are present at the meeting and have not opted to vote through the remote e-voting process at the Company's Annual General Meeting held at 11.00 A.M. on July 30, 2015.

We hereby submit our report as under:

1. The remote e-voting period remained open from 09.00 A.M. on 24th July 2015 **to** 05.00 P.M. on 29th July, 2015. Upon conclusion of the e-voting period, the E-voting votes were unblocked on 30th July 2015 at around 01.00 P.M. in the presence of two witnesses' Ms. Shriya Sood and Ms. Annie Jodhani, who are not in employment of the Company.
2. At the AGM, Physical Ballots duly filled were deposited in ballot box kept open for voting, upon completion, the same were un-locked in my presence.
3. The Shareholders as on July 23rd 2015, the cut-off date are entitled to vote on the proposed resolutions contained in the notice of the Annual General Meeting.
4. On completion of voting at the Meeting, the Service Provider, M/s. National Securities Depository Limited provided us with the List of Members who had cast their votes, with their holding details and details of vote on each of the Resolutions.
5. We have collated the votes downloaded from e-voting system and the votes cast through physical ballot to declare the final results for each of the resolution forming part of the AGM Notice and ascertained number of Shares voted "**in favor**" or "**against**" or "**invalidated votes**".

6/3/154-159, Flat No. 303, 3rd Floor, Royal Majestic, Prem Nagar Colony, Near Banjara Hills Care Hospital, Hyderabad-500 004. Ph : +91 40 2331 2933, Mobile: 98491 53690 E-mail: dvmgopal@gmail.com

6. Soft copy of the List of members , for both voting at the AGM as well as remote e-voting containing the details of members who voted 'FOR', 'AGAINST' and those whose votes were considered as invalid for each resolution will be emailed to the Company Secretary, after the announcement of the results by the Company.

We hereby submit Consolidated Scrutinizer's Report as per the provisions of Section 108 of the Companies Act, 2013 and Clause 35B of the listing agreement, containing the following results for every resolution under **E-Voting & Physical voting:**
ITEM NO. 1:

a) <u>Ordinary Resolution</u>- Adoption of the Audited financial statements of the Company for the financial year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon and;

1	Total No. of Members responded	**301**
2	Total No. of Votes / Shares received	**45993619**
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
45831022 (99.65%)	**0**	**162597(0.35%)**
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
289	**0**	**12**

b) <u>Ordinary Resolution</u>- Adoption of the Audited Consolidated financial statements of the Company for the financial year ended March 31, 2015:

1	Total No. of Members responded	**332**
2	Total No. of Votes / Shares received	**45999102**
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
45836495 (99.65%)	**10 (0.00%)**	**162597(0.35%)**
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
319	**1**	**12**



ITEM NO. 2:

Ordinary Resolution- Declaration of final dividend:

1	Total No. of Members responded	332
2	Total No. of Votes / Shares received	45999097
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
45835152 (99.65%)	1348 (0.00%)	162597 (0.35%)
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
317	3	12

ITEM NO. 3:

Ordinary Resolution- Re-appointment of Mr. Sanjeev Jain (DIN: 05325926), director retiring by rotation:

1	Total No. of Members responded	328
2	Total No. of Votes / Shares received	45933812
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
45521104 (99.10%)	250111 (0.55%)	162597 (0.35%)
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
303	13	12



ITEM NO. 4:

a) <u>Ordinary Resolution</u>- Ratification of the appointment of M/s. R S Agarwala & Co. Chartered Accountants (Firm Registration No. 304045E) as Statutory Auditors:

1	Total No. of Members responded	327
2	Total No. of Votes / Shares received	45998601
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
45835363 (99.65%)	641 (0.00%)	162597 (0.35%)
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
309	6	12

b) <u>Ordinary Resolution</u>- Appointment of Branch Auditors:

1	Total No. of Members responded	327
2	Total No. of Votes / Shares received	45997516
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
45834179 (99.64%)	740 (0.00%)	162597 (0.35%)
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
308	7	12



1	Total No. of Members responded	326
2	Total No. of Votes / Shares received	45996918
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
45832216(99.65%)	2105 (0.00%)	162597 (0.35%)
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
302	12	12

ITEM NO. 6:

Special Resolution- Re-appointment of Mr. Sanjeev Jain (DIN: 05325926) as Whole-time director and CFO (Key Managerial Personnel) of the Company:

1	Total No. of Members responded	327
2	Total No. of Votes / Shares received	45993639
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
45828883 (99.65%)	2159 (0.0%)	162597 (0.35%)
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
306	9	12



ITEM NO. 7:

Special Resolution- of Borrowing Limits of Rs. 500 Crores:

1	Total No. of Members responded	**322**
2	Total No. of Votes / Shares received	**45996632**
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
45828961 (99.64%)	**5074 (0.01%)**	**162597 (0.35%)**
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
287	**23**	**12**

ITEM NO. 8:

Special Resolution - Approval for creation of mortgage or charge, all or any part of immoveable or moveable properties of the company:

1	Total No. of Members responded	**319**
2	Total No. of Votes / Shares received	**45078586**
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
44910346 (99.63%)	**5643 (0.01%)**	**162597 (0.35%)**
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
280	**27**	**12**

Item No. 9

Special Resolution- Adoption of Articles of Association:

1	Total No. of Members responded	**323**
2	Total No. of Votes / Shares received	**44766791**
3	**Resolution Voting:**	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
44603333 (99.64%)	**861 (0.00%)**	**162597 (0.35%)**
No. of Shareholders voted for the resolution	No. of Shareholders Voted against the resolution	No. of Shareholders Votes Neutral/Invalid/Abstain
304	**7**	**12**

We further confirm that the Registers and records generated from the remote e-voting platform of Service Provider including the Registers maintained by us in respect of the votes casted through Electronic and Physical means are being maintained in electronic form.

The Registers and all other records/papers relating to e-voting and physical voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes and thereafter the same shall be returned.

Thanking you,

Yours faithfully
For **dvmgopal & associates,**
Company Secretaries,

D V M Gopal
Proprietor
C P No. 6798,
FCS No. 6280

Place: Hyderabad
Date: 31st July 2015