



To
The Chairman,
19th Annual General Meeting,
Gati Limited
Hyderabad.

Dear Sir,

SUB: Consolidated Scrutinizers Report
REF: 19th Annual General Meeting

I D.V.M. Gopal, Practicing Company Secretary, M/s. dvmgopal & associates, having Office at 6-3/154-159, Flat No. 303, 3rd floor, Royal Majestic Apts, Prem Nagar Colony, Hyderabad – 500 004, have been appointed as a Scrutinizer by the Board of Directors, Gati Limited (herein referred to as “**the Company**”) for the purpose of scrutinizing the e-voting process and ascertaining the majority under the provisions of Sec 108 read with Rule 20 of the Companies (Management and Administration) Rules and other applicable provisions of the Companies Act, 2013, and also for physical ballot voting process for the Shareholders who have not opted to vote through the e-voting process, on the 19th Annual General Meeting (AGM), at 11.00 A.M. on 5th August, 2014.

The Registrar and Share Transfer Agent, (RTA & Service Provider), M/s. Karvy Computershare Private Limited, 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 in the 19th Annual General Meeting (AGM) of the Company. The Service Provider accordingly had set up e-voting facility on their website <https://evoting.karvy.com>. The Company and the Service Provider, in order to facilitate its shareholders to cast their votes electronically has uploaded all the items of the business proposed to be transacted at the AGM.

The company has allowed physical voting through ballot system for those shareholders, who are present at the meeting and have not opted to vote through the e-voting process at the 19th Annual General Meeting of M/s. Gati Limited held at 11.00 A.M. on the 5th day of August, 2014.

Scrutinizers Report on the e-voting was submitted to the Chairman on the 4th day of August, 2014 and Physical Ballot Voting Scrutinizers Report on 5th August 2014.

We now submit a report as under:

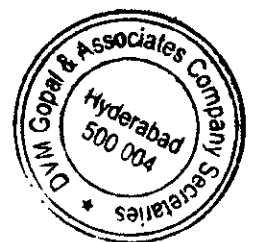
1. The e-voting period remained open from 09.00 A.M. on 30th July, 2014 to 06.00 P.M. on the 1st August, 2014. Upon conclusion of the e-voting period, the votes were unblocked on 01.08.2014 at around 06.30 P. M. in the presence of two witnesses’ Ms. Ravali Tammana and Mr. Mohd Mohsin-Uddin (RTA Representative), who are not in employment of the Company.
2. At the AGM, Physical Ballots duly filled were deposited in ballot boxes kept open for voting, upon completion, the same were locked in my presence.
3. The Shareholders as on 30.06.2014, the cut-off date are entitled to vote on the proposed resolutions contained in the notice of the Annual General Meeting.
4. I 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**”.



It is observed that in respect of Resolution No's 6, 7 and 9, there are some shareholders who have cast their votes partly in favor and partly were abstained. As a consequence, the total number of votes polled is different than the number of shareholders who actually cast their votes.

I now submit a Scrutinizer's Report as per Rule 20 of the Companies (Management and Administration) Rules, containing the following results for every resolution under **E-Voting & Physical Voting** as below.

RES ID	Type of Resolution	RESOLUTION	RESOLUTION PASSED/NOT PASSED
1	Ordinary Resolution	To consider and adopt: a) the audited financial statements of the Company for the financial year ended March 31, 2014, (9 months period) the reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2014 (9 months period).	Passed with requisite Majority
2	Ordinary Resolution	To declare dividend on the equity shares	Passed with requisite Majority
3	Ordinary Resolution	To appoint a Director in place of Mr. Yoshinobu Mitsuhashi (DIN 03121427), who retires by rotation, and being eligible offers himself for re-appointment.	Passed with requisite Majority
4	Ordinary Resolution	(i) Re-Appointment of Statutory Auditors	Passed with requisite Majority
		(ii) Appointment of Branch Auditors	Passed with requisite Majority
5	Ordinary Resolution	(i) To appoint Mr. KL Chugh as an Independent Director.	Passed with requisite Majority
		(ii) To appoint Dr. PS. Reddy as an Independent Director.	Passed with requisite Majority
		(iii) To appoint Mr. N. Srinivasan as an Independent Director.	Passed with requisite Majority
		(iv) To appoint Mr. Sunil Kumar Alagh as an Independent Director.	Passed with requisite Majority
		(v) To appoint Mr. P.N. Shukla as an Independent Director.	Passed with requisite Majority
6	Special Resolution	To appoint Mr. Dhruv Agarwal as Vice President in Gati-Kintetsu Express Pvt. Ltd, subsidiary of the Company	Passed with requisite Majority
7	Special Resolution	To appoint Mr. Manish Agarwal as Director (place of profit) in Gati Kausar India Ltd, subsidiary of the Company	Passed with requisite Majority



RES ID	Type of Resolution	RESOLUTION	RESOLUTION PASSED/NOT PASSED
8	Special Resolution	To approve the commission payable to the Non-Executive Directors	Passed with requisite Majority
9	Special Resolution	To amend the Articles of Association of the Company	Passed with requisite Majority
10	Special Resolution	To amend the Employee Stock Option Scheme (ESOS) (i) Identification of classes of employees entitled to participate in the ESOS (ii) Exercise price or pricing formula (iii) Maximum number of options to be issued per employee and in aggregate	Passed with requisite Majority
11	Special Resolution	Acceptance of deposits by way of secured/unsecured deposits or in any form from public/members etc.,	Passed with requisite Majority

A consolidated detailed voting is given as an Annexure to this report.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically, in respect of the votes cast through e-voting by the Shareholders of the Company. The register and all other papers, records shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter return the same.

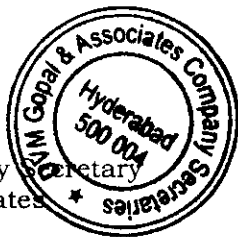
You may accordingly declare the result of voting as all the resolutions passed with the requisite majority.

Thanking you,

Yours faithfully,



D V M Gopal
Practicing Company Secretary
dvmgopal & associates
CP No : 6798
FCS No: 6280



Place: **Hyderabad**
Date: **05.08.2014**

RESOLUTION 1 - ORDINARY RESOLUTION - Adoption of Annual accounts:

S No	Particulars	Number of Members Voted		Total	Number of Votes Cast by them		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	56	116	172	2,86,00,450	57,83,065	3,43,83,515	99.9995%
ii)	Votes in against of the Resolution	2	1	3	171	0	171	0.0005%
	TOTAL	58	117	175	2,86,00,621	57,83,065	3,43,83,686	100.00%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes		2				3	
	RESULT	PASSED WITH REQUISITE MAJORITY						

RESOLUTION 2 - ORDINARY RESOLUTION - Declaration of Dividend on Equity Shares:

S No	Particulars	Number of Members Voted		Total	Number of Votes Cast by them		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	56	116	172	2,86,00,450	57,83,055	3,43,83,505	99.9995%
ii)	Votes in against of the Resolution	2	1	3	171	10	181	0.0005%
	TOTAL	58	117	175	2,86,00,621	57,83,065	3,43,83,686	100.00%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes		2				3	
	RESULT	PASSED WITH REQUISITE MAJORITY						

RESOLUTION 3 - ORDINARY RESOLUTION - Appointment of Mr. Yoshinobu Mitsuhashi, retiring by rotation:

S No	Particulars	Number of Members Voted		Total	Number of Votes Cast by them		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	53	117	170	2,84,42,117	57,83,056	3,42,25,173	99.539%
ii)	Votes in against of the Resolution	5	1	6	1,58,504	10	1,58,514	0.461%
	TOTAL	58	118	176	2,86,00,621	57,83,066	3,43,83,687	100.000%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes		1				2	
	RESULT	PASSED WITH REQUISITE MAJORITY						

RESOLUTION 4 - ORDINARY RESOLUTION - i) Re-Appointment of M/s. RS Agarwala & Co, Chartered Accountants, as Statutory Auditors:

S No	Particulars	Number of Members Voted		Total	Number of Votes Cast by them		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	56	117	173	2,86,00,450	57,83,056	3,43,83,506	99.999%
ii)	Votes in against of the Resolution	2	1	3	171	10	181	0.001%
	TOTAL	58	118	176	2,86,00,621	57,83,066	3,43,83,687	100.000%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes		1				2	
	RESULT	PASSED WITH REQUISITE MAJORITY						



RESOLUTION 4 - ORDINARY RESOLUTION - ii) Appointment of Branch Auditor:

S No	Particulars	Number of Members Voted		Total	Number of Votes Cast by them		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	56	117	173	2,86,00,450	57,83,056	3,43,83,506	99.999%
ii)	Votes in against of the Resolution	2	1	3	171	10	181	0.001%
TOTAL		58	118	176	2,86,00,621	57,83,066	3,43,83,687	100.000%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes		1			2		
RESULT		PASSED WITH REQUISITE MAJORITY						

SPECIAL BUSINESS**RESOLUTION 5 - ORDINARY RESOLUTION - (i) To appoint Mr. KL Chugh as an Independent Director:**

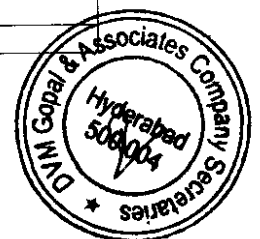
S No	Particulars	Number of Members Voted		Total	Number of Votes Cast by them		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	56	117	173	2,86,00,450	57,83,056	3,43,83,506	99.999%
ii)	Votes in against of the Resolution	2	1	3	171	10	181	0.001%
TOTAL		58	118	176	2,86,00,621	57,83,066	3,43,83,687	100.000%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes		1			2		
RESULT		PASSED WITH REQUISITE MAJORITY						

RESOLUTION 5 - ORDINARY RESOLUTION - (ii) To appoint Dr. PS. Reddy as an Independent Director:

S No	Particulars	Number of Members Voted		Total	Number of Votes Cast by them		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	56	117	173	2,86,00,450	57,83,056	3,43,83,506	99.999%
ii)	Votes in against of the Resolution	2	1	3	171	10	181	0.001%
TOTAL		58	118	176	2,86,00,621	57,83,066	3,43,83,687	100.000%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes		1			2		
RESULT		PASSED WITH REQUISITE MAJORITY						

RESOLUTION 5 - ORDINARY RESOLUTION - (iii) To appoint Mr. N. Srinivasan as an Independent Director:

S No	Particulars	Number of Members Voted		Total	Number of Votes Cast by them		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	56	117	173	2,86,00,450	57,83,056	3,43,83,506	99.999%
ii)	Votes in against of the Resolution	2	1	3	171	10	181	0.001%
TOTAL		58	118	176	2,86,00,621	57,83,066	3,43,83,687	100.000%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes		1			2		
RESULT		PASSED WITH REQUISITE MAJORITY						



RESOLUTION 5 - ORDINARY RESOLUTION - (iv) To appoint Mr. Sunil Kumar Alagh as an Independent Director:

S No	Particulars	Number of Members Voted		Total	Number of Votes Cast by them		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	56	117	173	2,86,00,450	57,83,056	3,43,83,506	99.999%
ii)	Votes in against of the Resolution	2	1	3	171	10	181	0.001%
	TOTAL	58	118	176	2,86,00,621	57,83,066	3,43,83,687	100.000%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes		1			2		
	RESULT	PASSED WITH REQUISITE MAJORITY						

RESOLUTION 5 - ORDINARY RESOLUTION - (v) To appoint Mr. P.N. Shukla as an Independent Director:

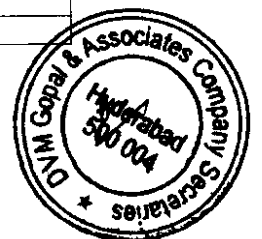
S No	Particulars	Number of Members Voted		Total	Number of Votes Cast by them		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	56	117	173	2,86,00,450	57,83,056	3,43,83,506	99.999%
ii)	Votes in against of the Resolution	2	1	3	171	10	181	0.001%
	TOTAL	58	118	176	2,86,00,621	57,83,066	3,43,83,687	100.000%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes		1			2		
	RESULT	PASSED WITH REQUISITE MAJORITY						

RESOLUTION 6 - SPECIAL RESOLUTION - Appointment and revision in the terms of remuneration of Mr. Dhruv Agarwal as Vice-President of Gati Kintetsu Express Pvt Ltd, subsidiary of M/s. Gati Limited:

S No	Particulars	Number of Members Voted		Total	Number of Votes Cast by them		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	52	117	169	1,67,83,760	57,83,056	2,25,66,816	99.999%
ii)	Votes in against of the Resolution	2	1	3	171	10	181	0.001%
	TOTAL	54	118	172	1,67,83,931	57,83,066	2,25,66,997	100.000%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes	4	1			1,18,16,692		
	RESULT	PASSED WITH REQUISITE MAJORITY						

RESOLUTION 7 - SPECIAL RESOLUTION - Appointment and revision in the terms of remuneration of Mr. Manish Agarwal as Director of Gati Kausar India Limited, subsidiary of M/s. Gati Limited:

S No	Particulars	Number of Members Voted		Total	Number of Votes Cast by them		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	52	117	169	1,67,83,760	57,83,056	2,25,66,816	99.999%
ii)	Votes in against of the Resolution	2	1	3	171	10	181	0.001%
	TOTAL	54	118	172	1,67,83,931	57,83,066	2,25,66,997	100.000%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes	4	1			1,18,16,692		
	RESULT	PASSED WITH REQUISITE MAJORITY						



RESOLUTION 8 - SPECIAL RESOLUTION - To approve the

S No	Particulars	Number of Members Voted		Total	Number of Votes Cast by them		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	54	117	171	2,86,00,425	57,83,056	3,43,83,481	99.999%
ii)	Votes in against of the Resolution	4	1	5	196	10	206	0.001%
TOTAL		58	118	176	2,86,00,621	57,83,066	3,43,83,687	100.000%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes		1			2		
RESULT		PASSED WITH REQUISITE MAJORITY						

RESOLUTION 9 - SPECIAL RESOLUTION - To amend clauses of the Articles of Association of the Company:

S No	Particulars	Number of Members Voted		Total	Number of Votes Cast by them		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	52	117	169	1,67,83,760	57,83,056	2,25,66,816	99.999%
ii)	Votes in against of the Resolution	2	1	3	171	10	181	0.001%
TOTAL		54	118	172	1,67,83,931	57,83,066	2,25,66,997	100.000%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes	4	1			1,18,16,692		
RESULT		PASSED WITH REQUISITE MAJORITY						

RESOLUTION 10 - SPECIAL RESOLUTION - To amend the Employee Stock Option Scheme (ESOS)

S No	Particulars	Number of Members Voted		Total	Number of Votes Cast by them		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	53	117	170	2,84,42,117	57,83,056	3,42,25,173	99.539%
ii)	Votes in against of the Resolution	5	1	6	1,58,504	10	1,58,514	0.461%
TOTAL		58	118	176	2,86,00,621	57,83,066	3,43,83,687	100.000%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes		1			2		
RESULT		PASSED WITH REQUISITE MAJORITY						

RESOLUTION 11 - SPECIAL RESOLUTION - Acceptance of deposits by way of secured/unsecured deposits or in any form from public/members etc.,

S No	Particulars	Number of Members Voted		Total	Number of Votes Cast by them		Total	% of Total Number of Valid Votes cast
		E-Voting	Physical		E-Voting	Physical		
i)	Votes in favour of the Resolution	53	117	170	2,84,42,117	57,83,056	3,42,25,173	99.539%
ii)	Votes in against of the Resolution	5	1	6	1,58,504	10	1,58,514	0.461%
TOTAL		58	118	176	2,86,00,621	57,83,066	3,43,83,687	100.000%
		Members Voted			Total Number of Votes cast by them			
iii)	Invalid Votes		1			2		
RESULT		PASSED WITH REQUISITE MAJORITY						

