



May 27, 2022

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. Tel: 022 - 2272 1233 / 34 Fax: 022 - 2272 2131 / 1072/ 2037 / 2061 / 41	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Tel: 022 - 2659 8235 / 36 / 452 Fax: 022 - 2659 8237/ 38
<b>Scrip Code:</b> 532345 <b>ISIN No.:</b> INE152B01027 <b>Re.:</b> Gati Limited	<b>Symbol :</b> GATI <b>ISIN No.:</b> INE152B01027 <b>Re.:</b> Gati Limited

Dear Sir/Ma'am,

**Sub.: Submission of Annual Secretarial Compliance Report for year ended March 31, 2022 pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").**

With reference to the captioned subject, please find enclosed herewith the copy of the Annual Secretarial Compliance Report for year ended March 31, 2022 issued by M/s. Puttaparthi Jagannatham & Co., Company Secretaries pursuant to Regulation 24A of the Listing Regulations.

We request you to kindly take the same on your records.

Thanking you,

Yours faithfully,  
For Gati Limited



**T.S. Maharani**  
**Company Secretary & Compliance Officer**  
**M. No.: F8069**

**Encl.:** As above

**Corporate & Regd. Office: Gati Limited**

Plot No.20, Survey No.12, Kothaguda, Kondapur, Hyderabad - 500 084, Telangana, India. Tel.: (040) 71204284, Fax: (040) 23112318

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**ANNUAL SECRETARIAL COMPLIANCE REPORT OF GATI LIMITED**  
**FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022**

**[Under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

We, Puttaparthi Jagannatham & Co., a firm of Practicing Company Secretaries, Hyderabad have examined:

- a) all the documents and records made available to us and explanation provided by GATI Limited ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2022 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable to the Company during the review period;**

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;



(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable to the Company during the review period;**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable to the Company during the review period;**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; (to the extent applicable) and based on the above examination, we hereby report that, during the Review Period:

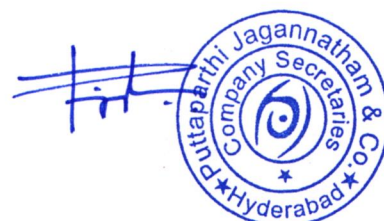
(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observation/ Remarks of Practicing Company Secretary
-	-	-	-

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observation/ Remarks of Practicing Company Secretary, if any.
1	BSE Ltd - Regulation 34 (Clause 31 of erstwhile Listing Agreement) – Delay in submission of Annual Report pertaining to the FY 2014.	The Company delayed (47 days) the submission of Annual Report to Stock Exchange.	The Company has received a mail dated 10.05.2021 from BSE Ltd to pay a fine for delay in submission of Annual Report to Stock Exchange pertaining to the Financial Year 2014.	The Company has paid the same and complied.



(d) The listed entity has taken the following actions to comply with the observations made in previous report:

Sr. No.	Observations of the practicing company secretary in the previous report	Observations made in the Secretarial Compliance Report for the previous year ended 31.03.2021	Action taken by the listed entity, if any	Comments of the practicing company Secretary on action taken by the listed entity
1	Regulation 24(1) Appointment of Common Independent Director on the Board of the Unlisted Material Subsidiary.	The position of the Independent Director on the Board of its unlisted material subsidiary i.e. Gati Kintetsu Express Private Limited has become vacant on 5 <sup>th</sup> December, 2019 and the vacancy was filled on 5 <sup>th</sup> October, 2020.	After the resignation of common Independent director on the Board of its un-listed material subsidiary, i.e., Gati-Kintetsu Express Private Limited, on 5 <sup>th</sup> December 2019, the Company has filled the vacancy on 5 <sup>th</sup> October, 2020.	Vacancy has been filled by the Company and compliance has been met for the year under review.

Place: Hyderabad  
Date: 18<sup>th</sup> May, 2022



For Puttaparthi Jagannatham & Co.  
Company Secretaries

CS Navajyoth Puttaparthi  
Partner  
FCS No: 9896; C P No: 16041  
Peer Review Certificate No. 1158/2021  
UDIN: F009896D000337993