

**Name: GATTI 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					
D	<b>Shareholders</b>	<b>Present in person</b>	<b>Present through proxy</b>	<b>Total</b>	<b>Shares</b>	<b>% to capital</b>	
		Promoter and promoter group	8	0	8	30563606	34.94
		Public	129	3	132	6003280	6.86
		Total	137	3	140	36566886	41.80
		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
	<b>Total</b>	<b>87477537</b>	<b>45993619</b>	<b>52.58</b>	<b>45831022</b>	<b>0</b>	<b>99.65</b>	<b>0.00</b>
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
	<b>Total</b>	<b>87477537</b>	<b>45999102</b>	<b>52.58</b>	<b>45836495</b>	<b>10</b>	<b>99.65</b>	<b>0.00</b>
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
	<b>Total</b>	<b>87477537</b>	<b>45999097</b>	<b>52.58</b>	<b>45835152</b>	<b>1348</b>	<b>99.64</b>	<b>0.00</b>



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	433939461	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	433939461	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	433939461	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	433939461	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	433939461	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	433939461	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	433939461	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	433939461	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 20<sup>th</sup> 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 28<sup>th</sup> April, 2015;

- a) To scrutinize the Remote E-voting process for the items to be transacted at the 20<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> 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 24<sup>th</sup> July 2015 to 05.00 P.M. on 29<sup>th</sup> July, 2015. Upon conclusion of the e-voting period, the E-voting votes were unblocked on 30<sup>th</sup> 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 23<sup>rd</sup> 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".

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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) **Ordinary Resolution- 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;**

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

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

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



**ITEM NO. 2:****Ordinary Resolution- Declaration of final dividend:**

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

**ITEM NO. 3:****Ordinary Resolution- Re-appointment of Mr. Sanjeev Jain (DIN: 05325926), director retiring by rotation:**

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



**ITEM NO. 4:****a) Ordinary Resolution- Ratification of the appointment of M/s. R S Agarwala & Co. Chartered Accountants (Firm Registration No. 304045E) as Statutory Auditors:**

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

**b) Ordinary Resolution- Appointment of Branch Auditors:**

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



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

**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:**

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



**ITEM NO. 7:****Special Resolution- of Borrowing Limits of Rs. 500 Crores:**

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

**ITEM NO. 8:****Special Resolution - Approval for creation of mortgage or charge, all or any part of immoveable or moveable properties of the company:**

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



**Item No. 9**

**Special Resolution- Adoption of Articles of Association:**

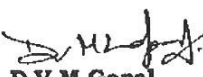
<b>1</b>	Total No. of Members responded	<b>323</b>
<b>2</b>	Total No. of Votes / Shares received	<b>44766791</b>
<b>3</b>	<b>Resolution Voting:</b>	
No. of votes/shares received for the resolution (%)	No. of votes/shares received against the resolution (%)	Neutral/Invalid/Abstain votes (%)
<b>44603333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

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**