

This is an abridged prospectus containing information pertaining to Gati Express & Supply Chain Private Limited in relation to the Composite Scheme of Arrangement under Sections 230 to 232 of the Companies Act, 2013 before the National Company Law Tribunal, Mumbai bench ("NCLT") between Allcargo Logistics Limited ("**Allcargo**" or "**Transferee Company 2**" or "**Demerged Company**") and Allcargo Supply Chain Private Limited ("**Transferor Company 1**" or "**ASCPL**"), a wholly owned subsidiary of the Demerged Company, Gati Express & Supply Chain Private Limited ("**Transferor Company 2**" or "**GESCPL**"), Allcargo Gati Limited ("**Transferee Company 1**" or "**Transferor Company 3**" or "**Gati**") and Allcargo ECU Limited ("**Resulting Company**" or "**AEL**"), a wholly owned subsidiary of the Demerged Company and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Scheme**").

This document has been prepared in connection with the Scheme, pursuant to the requirement of the Securities and Exchange Board of India ("SEBI") Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended ("SEBI Circular"). This Document should be read together with the Scheme.

THIS ABRIDGED PROSPECTUS CONSISTS 10 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Kindly scan the QR Code as provided on the first page of this document to download this Document or alternatively, you may download the same from the website of the Company i.e. www.gati.com or the website of the stock exchanges where the equity shares of Allcargo are listed i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (BSE and NSE together hereinafter referred to as the "Stock Exchanges") (i.e., www.bseindia.com and www.nseindia.com)

(Capitalised terms not defined herein shall have their meaning ascribed to them under the Scheme)



GATI EXPRESS & SUPPLY CHAIN PRIVATE LIMITED
(formerly known as "**Gati-Kintetsu Express Private Limited**")
CIN: U62200MH2007PTC390900, Date of Incorporation: November 14, 2007

Registered Office	Contact Person	Email and Telephone	Website
4 th Floor, A Wing, Allcargo House, CST Road, Kalina, Santacruz (East), Mumbai City, Mumbai, Maharashtra, India, 400098	Piyush Khandelwal, Company Secretary	Email: investor.services@allcargologistics.com Tel.: 022 66798100	www.gati.com

NAMES OF PROMOTER(S) OF THE COMPANY

1. Allcargo Gati Limited
2. Allcargo Logistics Limited

Details of Offer to Public

Type of Issue (Fresh/ OFS/ Fresh & OFS)	Fresh Issue Size (by no. of shares or by amount in Rs)	OFS Size (by no. of shares or by amount in Rs)	Total Issue Size (by no. of shares or by amount in Rs)	Issue Under 6(1)/ 6(2)	Share Reservation		
					QIB	NII	RII
Not Applicable							

Operation of the Scheme:

The Composite Scheme of Arrangement between Allcargo Logistics Limited ("**Allcargo**" or "**Transferee Company 2**" or "**Demerged Company**") and Allcargo Supply Chain Private Limited ("**Transferor Company 1**" or "**ASCPL**"), a wholly owned subsidiary of the Demerged Company, Gati Express & Supply Chain Private Limited ("**Transferor Company 2**" or "**GESCPL**"), Allcargo Gati Limited ("**Transferee Company 1**" or "**Transferor Company 3**" or "**Gati**") and Allcargo ECU Limited ("**Resulting Company**" or "**AEL**"), a wholly owned subsidiary of the Demerged Company and their respective shareholders is presented under the provisions of Sections 230 to 232 read with other relevant provisions of the Companies Act, 2013 ("**Act**"), as may be applicable, and also read with Section 2(19AA) and other relevant provisions of the Income Tax Act, 1961, as may be applicable, for the demerger of the Demerged Company and vesting of the same in the Resulting Company on a going concern basis.

Upon the coming into effect of the Scheme and with effect from the Appointed Date, the transfer by way of demerger of the Demerged Undertaking (as defined hereinafter) of the Demerged Company to the Resulting Company, and the consequent issue of New Equity Shares of Resulting Company by Resulting Company to the shareholders of the Demerged Company ("**Demerger**"), pursuant to Section 230 to 232 and other relevant provisions of the Act (as defined hereinafter) in the manner provided for in the Scheme and in compliance with Section 2(19AA) of IT Act, and listing of the New Equity Shares of Resulting Company on the Stock Exchanges (as defined hereinafter) along with various other matters consequential or otherwise integrally connected therewith;

Upon the coming into effect of this Scheme the transfer by way of amalgamation of Transferor Company 1 and Transferor Company 2 with and into the Transferee Company 1, and the consequent cancellation of equity shares of Transferor Company 2 held by the Transferee Company 1, and of Transferor Company 1 and Transferor Company 2 held by the Demerged Company ("**Amalgamation 1**"), pursuant to Section 230 to 232 and other relevant provisions of the Act (as defined hereinafter) in the manner provided for in the Scheme and in compliance with Section 2(1B) of IT Act; and issue of New Equity Shares of the Transferee Company 1, by the Transferee Company 1 to the shareholders of Transferor Companies.

Upon the coming into effect of this Scheme the transfer by way of amalgamation of Transferor Company 3 with and into the Transferee Company 2, and the consequent cancellation of equity shares of Transferor Company 3 held by the Transferee Company 2 ("Amalgamation 2"), pursuant to Section 230 to 232 and other relevant provisions of the Act (as defined hereinafter) in the manner provided for in the Scheme and in compliance with Section 2(1B) of IT Act; and issue of New Equity Shares of the Transferee Company 2, by the Transferee Company 2 to the shareholders of Transferor Company 3.

After the effectiveness of this Scheme, the Share Capital of (i) Resulting Company consisting of the fully paid up New Equity Shares of Resulting Company issued as consideration in terms of Section B of this Scheme, to the shareholders of Demerged Company, and (ii) Transferee Company 2 consisting of the fully paid-up New Equity Shares of Transferee Company 2 issued as consideration in terms of Section D of this Scheme to the shareholders of Transferor Company 3; each shall be listed on the Stock Exchanges in accordance with the provisions of SEBI Master Circular No. SEBI/HO/CFD/POD-2 IP/CIR/ 2023/93 dated June 20, 2023, as amended from time to time.

The Company shall stand dissolved without winding up, in accordance with the provisions of the Act, and the rules made thereunder. (On Post Amalgamation 1), and from the Effective Date, the name of Company shall be amalgamated in the records of the concerned ROC.

OFS: Offer for Sale to Public – Not Applicable

Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders – Not Applicable.

Price Band, Minimum Bid lot & Indicative Timelines – Not Applicable

Details of WACA of all shares transacted over the trailing eighteen months from the date of RHP – Not Applicable

RISKS IN RELATION TO THE FIRST OFFER
The Company is not offering any shares through Initial Public Offer, to the Public. Hence risk(s) in relation to first offer is not applicable.

GENERAL RISKS
Investment in equity & equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does, SEBI guarantee the accuracy or adequacy of the contents of the Scheme or Abridged Prospectus
Specified attention of the investors is invited to the section titled "Internal Risk Factors" on page 6 of this Abridged Prospectus.

LISTING
Not Applicable

PROCEDURE
The procedure with respect to public issue / offer would not be applicable as the proposed issue of shares is only to the shareholders of Allcargo, pursuant to the scheme. Hence, the process and procedures in respect to the Bid-cum-Application Form, RHP and General Information Document etc. are Not applicable.

PRICE INFORMATION OF BRLM'S
Not Applicable

Name of BRLM and contact details (telephone and email id) of each BRLM	Not Applicable
Name of Syndicate Members	Not Applicable

Details of Statutory Auditor
Name: S.R. Batliboi & Associates LLP Firm Registration No. 101049W/E300004 Registered Office: 22, Camac Street, Block 'B', 3rd Floor, Kolkata - 700 016 Phone: + 91 22 68198000

PROMOTERS OF THE COMPANY			
Sr. No.	Name	Individual/ Corporate	Experience & Educational Qualification
1.	Allcargo Gati Limited	Corporate	Allcargo Gati Limited is a public limited company incorporated on April 25, 1995 under the Companies Act, 1956, having its registered office at 4 th Floor B Wing Allcargo House, CST Road, Kalina, Vidyanagari Santacruz East Mumbai, Mumbai, Maharashtra, India, 400098. The corporate identity number is L63011MH1995PLC420155. The Company is primarily engaged in the business of E-commerce logistics and running of fuel stations. The equity shares of the Gati are listed on the BSE and NSE.
2.	Allcargo Logistics Limited	Corporate	Allcargo Logistics Limited is a public limited company incorporated on August 18, 1993 under the Companies Act, 1956, having its registered office at Allcargo

House, 6th Floor, CST Road, Kalina, Santacruz (E), Mumbai - 400 098. Maharashtra, India., The corporate identity Number is L63010MH2004PLC073508. The equity shares of the Allcargo are listed on the BSE and NSE. Allcargo is engaged inter-alia in the business of international supply chain, related logistics businesses, and other support functions.

BUSINESS OVERVIEW AND STRATEGY

Company Overview:

The Company was incorporated under the provisions of the Companies Act, 1956 and is subsidiary of Allcargo Gati Limited which is one of India's oldest and leading express logistics players. The Company is engaged in the business of providing logistics solutions to clients including express distribution which includes surface distribution and air freight and supply chain management solutions. It has built a pan-India network to carry out operations covering 99% of districts and government approved pin codes.

Product/Service Offering: Express distribution which includes surface distribution and air freight and supply chain management solutions.

Revenue segmentation by product/service offering (Amount in INR Lakhs as of six months period ended September 30, 2024):

Express Distribution: 72,908
Others Operating Revenue: 287

Geographies Served: India

Revenue segmentation by geographies: Not Applicable

Key Performance Indicators***

(Rs. In Lakhs unless otherwise stated)

Particulars ⁽¹⁾	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
I Revenue from Operations	73,195	1,47,859	1,46,887	1,24,232
II Operating Expenses	53,531	1,11,457	1,05,795	91,196
III Gross Margin (I-II) ⁽²⁾	19,664	36,402	41,092	33,036
Gross Margin Ratio (III/I*100)	26.87%	24.62%	27.98%	26.59%
IV Employee Benefits Expense	8,712	17,451	18,508	15,291
V Other Expenses	7,096	13,525	15,354	14,177
VI EBITDA (III-IV-V)	3,856	5,426	7,230	3,568
EBITDA Percentage (VI/I*100)	5.27%	3.67%	4.92%	2.87%

⁽¹⁾ The above statement has been prepared on the basis of Audited Interim Special Purpose Condensed Financial Statements for the period ended September 30, 2024 and Audited Financial Statements for the years ended March 31, 2024, March 31, 2023, March 31, 2022.

⁽²⁾ For the above purpose, Gross Margin means Revenue from Operations less Operating Expenses reported in the Audited Interim Special Purpose Condensed Financial Statements for the period ended September 30, 2024 and Audited Financial Statements for the years ended March 31, 2024, March 31, 2023, March 31, 2022.

***as Certified by Independent Chartered Accountants.

Client Profile or Industries Served: Across sectors including Auto, Pharma, Retail, Textile, E-commerce

Revenue segmentation in terms of top 10 clients or Industries:

Top 10 customers contribute for 17.24% of the revenue from operations for the period ended on September 30, 2024*


* Total Revenue from Operations of the Company as at and for the period ended September 30, 2024 has been considered based on Audited Interim Special Purpose Condensed Interim Financial Statements for the period ended September 30, 2024.

* The total revenue from operations of Top Ten Customers have been considered from Audited Interim Special Purpose Condensed Interim Financial Statements & other relevant accounting records for the period ended September 30, 2024.

*The revenue figures of the top 10 customers included in the above table have been identified on the basis of individual contracts entered with such identified customers.

* as certified by Independent Chartered Accountants.

Intellectual Property, if any:

Date of Registration	Image	Mark	Application Number	Class	Validity Expiry
September 07, 2023		Device	6100161	39	September 07, 2033

Market Share: Not ascertainable*

Manufacturing plant, if any: Not applicable

Employee Strength: 2487**

*The company operates in unorganized sector hence, the market share data is not ascertainable.

**As on November 30, 2024

BOARD OF DIRECTORS				
Sr. No.	Name	Designation (Independent / Whole time / Executive / Nominee)	Brief Profile	Other Directorships
1	Shashi Kiran Shetty (DIN: 00012754)	Chairman and Non-Executive Director	He is the Chairman and Non-Executive Non-Independent Director of the Company. He holds a bachelor's degree in commerce from the University of Bombay.	<p>Indian Companies:</p> <ul style="list-style-type: none"> a) Hoskote Warehousing & Industrial Parks Private Limited b) Talentos Entertainment Private Limited c) Avashya Holdings Private Limited d) Avashya Corporation Private Limited e) Alltrans Logistics Private Limited f) Allcargo Logistics Limited g) Allcargo Inland Park Private Limited h) AGL Warehousing Private Limited i) Talentos Warehousing & Industrial Parks Private Limited j) Allcargo Gati Limited <p>Foreign Companies:</p> <p>NIL</p>
2	Ketan Nishikant Kulkarni (DIN: 10735941)	Deputy Managing Director	He is the Deputy Managing Director of the Company. He holds a Diploma in Business Management from Sydenham Institute of Management Studies and Research and Entrepreneurship Education, Mumbai and has worked with VIP Industries and BlueDart in past.	<p>Indian Companies:</p> <p>NIL</p> <p>Foreign Companies:</p> <p>NIL</p>
3	Nilesh Shivji Vikamsey (DIN: 00031213)	Independent Director	He is the Independent Director of our Company. He has been a member of the Institute of Chartered Accountants of India (ICAI) since 1990.	<p>Indian Companies:</p> <ul style="list-style-type: none"> a) Blacksoil Capital Private Limited b) Thejo Engineering Limited c) Allcargo Logistics Limited d) SOTC Travel Limited e) PNB Housing Finance Limited f) Thomas Cook (India) Limited g) Allcargo Gati Limited h) Nippon Life India Trustee Limited <p>Foreign Companies:</p> <p>NIL</p>
4	Dinesh Kumar Lal (DIN: 00037142)	Independent Director	He is the Independent Director of our Company. He holds a bachelor's degree in commerce from the University of Delhi.	<p>Indian Companies:</p> <ul style="list-style-type: none"> a) Raymond Lifestyle Limited b) Hi-Tos Liner Agency Private Limited c) Samudra Manthan Foundation d) Eden Realtors Private Limited e) AMI Global Logistics Private Limited f) Alert Agencies and Investments Private Limited g) Santusht Credit Capital and Finance Private Limited h) Lotus Court Limited i) Chembur Golf Welfare Foundation j) Shefali Farms Private Limited k) Allcargo Gati Limited l) Raymond Limited <p>Foreign Companies:</p> <ul style="list-style-type: none"> a) Afriasia Global Logistics Limited (Kenya) b) Afriasia Global Logistics Limited (Uganda)

5	Vinita Dang Mohoni (DIN:01919140)	Independent Director	She is the Independent Director of our Company. She holds a post graduate diploma in management from the Indian Institute of Management, Ahmedabad.	Indian Companies: a) Allcargo Supply Chain Private Limited b) Allcargo Gati Limited Foreign Companies: NIL
OBJECTS OF THE ISSUE				

Details of means of finance – Not Applicable

The fund requirements for each of the objects of the Issue are stated as follows: (Rs. in crores)

Sr. No.	Objects of the Issue	Total estimate cost	Amount deployed till	Amount to be financed from Net Proceeds	Estimated Net Proceeds Utilization	
					Fiscal 20	Fiscal 20
Not Applicable						

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues / rights issue, if any, of the Company in the preceding 10 years. – Not Applicable

Name of monitoring agency, if any - Not Applicable

Terms of Issuance of Convertible Security, if any – Not Applicable

Rationale of the Scheme:

This Composite Scheme of Arrangement results in the following benefits:

1. The Demerged Company is presently engaged, directly, & indirectly through subsidiaries, in the International Supply Chain Business as well as Express Logistics and Contract Logistics businesses through the Transferee Company 1, Transferor Company 1 and Transferor Company 2. These businesses are distinct, with different business models, industry dynamics and have unique financial and management requirements. The purpose of this Scheme is to make these businesses achieve strategic independence and financial flexibility.
2. Section B of the Scheme (relating to Demerger of the International Supply Chain Business) would enable creation of an independent company focusing on the International Supply Chain Business (in the Resulting Company).
3. The businesses of Transferee Company 1, Transferor Company 1 and Transferor Company 2 are complementary in nature, with similar strategies, target markets, growth opportunities, industry dynamics, competition, risks, and challenges. Due to close synergies between these companies, these businesses would benefit from a unified management structure. Due to legacy reasons, these businesses are undertaken by different entities and have different ownership structure. Section C of the Scheme (relating to Amalgamation 1) would bring all these synergistic businesses under one entity focusing on Express Logistics and Contract Logistics businesses (in Transferee Company 1).
4. This Scheme will result in simplification of the corporate structure and reducing the number of legal entities. The International Supply Chain Business will be undertaken by the Resulting Company, which will be directly owned by the shareholders. Pursuant to the Amalgamation 1 and Amalgamation 2, the Express Logistics and Contract Logistics Businesses will be undertaken by the Transferee Company 2, which will be directly owned by the shareholders.
5. This will lead to focused and efficient management control, independent growth plans, financial independence, streamlining operations, and optimising costs.
6. The Resulting Company and Transferee Company 2 will be able to attract investors with specific knowledge, expertise and risk appetite corresponding to the business in the respective entities. Thus, each entity will have like-minded investors, thereby providing the necessary funding impetus to long-term growth strategies of each of the businesses.
7. The existing equity shares of the Transferor Company 3 and Transferee Company 2 are already listed on BSE and NSE. Pursuant to the Scheme, the New Equity Shares of the Resulting Company will be issued to shareholders of Demerged Company. The Scheme will also result in New Equity Shares of the Transferee Company 2 to be issued to shareholders of Transferor Company 3. These new equity shares will be listed on BSE and NSE. This Scheme will unlock value for shareholders.
8. The Board of Directors of the Demerged Company, Resulting Company, Transferor Companies and Transferor Company 3 believe that the Scheme is in the best interests of the respective entities stakeholders including its shareholders.

For further details, please refer to the Scheme.

Shareholding Pattern of Equity Share (Pre-Scheme)

Sr. No.	Particulars	Number of shares	% Holding
1.	Promoter and Promoter Group	5,00,000	100.00
2.	Public	NIL	NIL
3.	Non-promoter non-public holding	NIL	NIL
	Total	5,00,000	100.00

Shareholding Pattern of Preference Share: Not Applicable

Number/amount of equity shares proposed to be sold by selling shareholders, if any – Not Applicable

AUDITED FINANCIALS*

(Amount in INR Lakhs unless otherwise stated)

Particulars ⁽¹⁾	As of September 30, 2024	As of and for the year ended March 31, 2024	As of and for the year ended March 31, 2023	As of and for the year ended March 31, 2022
Total income from operations (Net)	73,195	1,47,859	1,46,887	1,24,231
Net Profit/(Loss) before tax and extraordinary items	-1,295	-4,243	160	-787
Net Profit / (Loss) after tax and extraordinary items	-1,009	-2,801	-543	-4,006
Equity Share Capital	50	50	50	50
Reserves and Surplus	20,461	21,515	24,430	25,570
^Net worth	20,511	21,565	24,480	25,620
Basic earnings per share (amount in Rs.)	-201.73	-560.13	-108.63	-801.23
Diluted earnings per share (amount in Rs.)	-201.73	-560.13	-108.63	-801.23
^Return on net worth (%) ⁽²⁾	-4.78%	-12.17%	-2.17%	-14.42%
^Net asset value per share (amount in Rs.) ⁽³⁾	4,102	4,313	4,896	5,124

⁽¹⁾ The above statement has been prepared on the basis of Audited Interim Special Purpose Condensed Financials for the period ended September 30, 2024 and Audited Financial Statements for the year ended March 31, 2024, March 31, 2023, March 31, 2022.

⁽²⁾ Return on Net worth = Net Profit / (Loss) after tax and extraordinary items / Average Net Worth*100.

⁽³⁾ Net Assets Value Per Share = Net Worth / Total Number of Shares Outstanding.

*As certified by Independent Chartered Accountants pursuant to their Certificate dated January 14, 2025, the figures above for the period ended 30 September 2024, and the periods ended 31 March 2024, 31 March 2023 and 31 March 2022 does not require any restatement for the period and years as mentioned above.

^certified by Independent Chartered Accountants.

INTERNAL RISK FACTORS

The below mentioned risks are top 5 risk factors as per the Abridged prospectus:

- We are dependent on the performance of industries in which our customers operate, particularly automotive, pharmaceutical, retail / textile and e-commerce and fluctuations in the performance of such industries may result in a loss of such customers, a decrease in the volume of work we undertake or the price at which we offer our services.**

We are dependent on the performance of our customers operating in certain industries, particularly automotive, pharmaceutical, retail / textile and e-commerce. These industries may be sensitive to factors beyond our control, including general economic conditions such as consumer demand, consumer confidence, inflation, employment and disposable income levels, interest rate levels, demographic trends, technological changes, increasing environmental, health and safety regulations, government policies, political instability and fuel prices. The business of some of our clients in the aforementioned industries is seasonal in nature specifically around festivals and accordingly there is an increase in demand for our services during peak season. A loss of, or a significant decrease in business from top customers particularly in the automotive, pharmaceutical, retail / textile and e-commerce industries could materially and adversely affect our business, results of operations, cash flows and financial condition.

- We operate in a highly competitive industry and increased competition may lead to a reduction in our revenues, reduced profit margins or a loss of market share.**

Express distribution is highly organized and competitive within the domestic transportation industry. The major players of the organized B2B express logistics industry account for almost 55%-60% of market. We may face competition from the other organized players in the B2B express logistics business and such competition may lead to a reduction in our revenues, profit margins or a loss of market share. Our success depends on our ability to anticipate, understand and address the preferences of our existing and prospective clients as well as to understand evolving industry trends and our failure to adequately do so could adversely affect our business. Further, if our level of service deteriorates, or if we are unable to provide our services in a timely, reliable, safe and secure manner, our reputation and business may suffer. Our competitors may successfully attract our clients by matching or exceeding what we offer. Among other things, our competitors may:

- expand their transportation network or increase the frequency in their existing routes;
- reduce, or offer discounts on, their prices; while we may respond by matching their prices or by increasing our advertising and promotions, this may increase our costs and limit our ability to maintain our operating margins or growth rate; or
- benefit from greater economies of scale if they are larger than us and derive operating efficiencies such as a broader logistics network, a wider range of services, larger brand recognition or greater financial resources than we do, and may be able to devote greater resources to pricing and promotional programs.

In areas of business or verticals where we are a new entrant, we may be unable to compete effectively with our competitors, some of whom may have more experience and even new age disruptive models. Other factors that could affect our ability to maintain our levels of revenues and profitability include the development of an operational model similar or superior to ours by a competitor or the entry of global logistics companies in the client categories where we operate. Our inability to compete effectively could affect our ability to retain our existing clients or attract new clients which may in turn materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.

3. Our business is dependent on technology and any disruption or failure of our technology systems may affect our operations. We are in the process of upgrading our technological capabilities and if we are unable to integrate the new technology and upgrades into our system it may have a material adverse impact on our business operation

We believe that our technological capabilities play a key role in helping us effectively manage our pan-India operations, maintain operational and fiscal controls, and support our efforts to enhance client service levels. Accordingly, reliability, availability and consistent performance of our technology infrastructure is critical to our ability to operate our business and deliver quality customer service. Our business is dependent on the efficient and uninterrupted operation of our technology infrastructure and systems.

Our operations are vulnerable to interruption by events beyond our control such as fire, earthquake, power loss, telecommunications or internet failures, terrorist attacks and computer viruses. We could be subject to hacking or other attacks on our IT systems and we cannot assure you that we will be able to successfully block or prevent all such attacks. Any breaches of our IT systems may require us to incur further expenditure on repairs or deploying more advanced security systems. A significant system failure could adversely affect our ability to manage overall operations, thereby affecting our ability to deliver our services to our clients, affecting our reputation and revenues. We may also be exposed to multiple claims for failed delivery of goods. If such interruption is prolonged, our business, operations, financial condition, results of operations and cash flows may be materially and adversely affected. We expect our clients to continue to demand more sophisticated and customized solutions. We may lose clients and our business could be affected if we fail to implement and maintain our technology systems or fail to upgrade or replace our technology systems to handle increased volumes, meet the demands of our clients and protect against disruptions of our operations. Our operating efficiency may decline and our growth may suffer if our technology systems are unable to handle additional volume of our operations as we grow. Some of our existing technologies and processes in the business may become obsolete or perform less efficiently compared to newer and better technologies and processes in the future. Certain of our competitors may have access to similar or superior technology or may have better adapted themselves to technological changes. The logistics industry could also experience unexpected disruptions from technology based start-ups. The cost of upgrading or implementing new technologies, upgrading our equipment or expanding their capacity could be significant and could adversely affect our business, operations, financial condition, results of operations and cash flows. We intend to focus on digitalisation of our operations for improving overall customer experience. As part of our initiative towards complete digitalisation of our business we will be automating our pick-up and delivery operations and we have also initiated upgradation of our core operating system by partnering with a leading global technology company. This new technology being GEMS 2.0, will integrate various front end and backend functionalities such as CRM, finance and other management tools by providing a one click view for performance analysis. While we expect our new technology to integrate with our existing business if we are unable to do this in a timely manner, it will have an adverse impact on our future business plans and business operations. Further, we may be unable to effectively compete with our competitors if we do not upgrade our technology.

4. Our customer contracts can be terminated by our customers without cause on short notice and without compensation. Further, our failure to provide our services in accordance with our customer contracts could result in us having to pay damages, the cancellation of contracts

Our contracts with majority of our customers (based on their contribution to our revenue from operations in Fiscal 2023) typically have a tenure ranging from one to two years. We cannot assure that our business with such customers will not be terminated abruptly or that they will be carried on in accordance with the terms favourable to us, within the anticipated timeframe, or at all. Our agreements with our customers may be terminated by giving a short or no prior notice and without compensation and we may be required to indemnify our customers with respect to any negligent act or omission by or misconduct of our employees and in majority of our agreements our indemnity is uncapped. Further, our Company may not be able to claim damages Our business could be adversely affected if our contracts with our customers are not renewed within the anticipated timeframe, or at all. Further, certain of our agreements with our customers require us to adhere to certain prescribed terms and conditions or a code of conduct prescribed by them, which may increase our compliance costs. In the event we are unable to meet the prescribed terms and conditions in our agreements with our customers, we may be required to, among other things, termination of contract. Our inability to secure new contracts to offset the loss of the terminated contracts or our inability to accurately forecast the renewal of customer contracts may create uncertainties with respect to our revenues from our customer contracts, any of which may in turn materially and adversely affect our business, results of operations, financial condition and cash flows. We cannot assure you that in the future our customers will not terminate any contract without cause.

5. We depend on our business partners, third-party service providers and vendors/suppliers in certain aspects of our operations and unsatisfactory services provided by them or failure to maintain relationships with them could disrupt our operations.

The intermediaries comprising cargo carriers, vendors, brokers, vehicle suppliers, etc. form an integral part of our business operations and help us in providing our services. The performance of our third-party service providers and vendors may not meet the relevant terms and conditions or performance parameters as specified in our contracts with our customers, which could result in disruption of our business operations and a deterioration in our brand value. Further, certain assets necessary for our operations such as cargo, vehicles and moving equipment, warehouses and manpower are leased from third parties. We cannot assure you that we will continue to receive

an uninterrupted supply of these assets to us in a timely manner or in quantities or prices that are commercially acceptable to us, or at all. Events beyond our control may also affect the cost or availability of transport assets or related equipment. Hiring additional ad hoc third-party transport assets may also significantly increase our operational expenses, which could adversely affect our cost structure and in turn our profitability. The non-performance of our third-party service providers may also lead to dispute, which may adversely affect our relationships with such service providers as well as our customers. Further, we may not have any control over the servicing and maintenance of these transport assets. Any nonavailability or delays in obtaining transport assets or breakdowns, on-road repairs or service interruptions may result in loss of orders or delays in delivery of goods, any of which could lead to client dissatisfaction and loss of business. Additionally, although, we have entered into formal agreements with some of our intermediaries, we have not entered into any long-term agreements with most of our suppliers for supply of the transport vehicles required by us for steady functioning of our business operations, therefore the costs of hiring such assets are generally based on mutual terms and the prevailing market price. Absence of such agreements involves inherent risks such as inability to enforce obligations in case of breach. We cannot assure you that we will be able to maintain amicable relations with our intermediaries or continue to renew the arrangements with these third parties on terms that are commercially acceptable to us, or we can renew at all. We may face the risk of our competitors offering better terms or prices, which may cause our vendors to cater to our competitors alongside us or cater to them on a priority basis, which could adversely affect our business, results of operations, financial condition and cash flows. If any of the foregoing risks materialize, our business, operations, reputation, financial condition, results of operations and cash flows may be adversely affected.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the company and amount involved:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations#	Aggregate amount involved (Rs. in crores) *
Company						
By the Company	34	25	NIL	NIL	7	24.82
Against the Company	1	NIL	NIL	NIL	4	2.81
Directors						
By our Directors	NIL	NIL	NIL	NIL	1	1.8
Against the Directors	NIL	1	NIL	NIL	1	6.86
Promoters						
By Promoters	61	33	NIL	NIL	25	159.38
Against Promoters	8	2	NIL	NIL	17	93.47

*to the extent ascertainable.

#cases disclosed are basis the materiality threshold as per the approved materiality policy of Gati in accordance with the SEBI (LODR) Regulations.

B. Brief details of top 5 material outstanding litigations against the company and amount involved#

Sr. No.	Particulars of Cases	Litigation filed by	Current status	Amount involved (Rs. in crores unless otherwise stated)*
1	A third party has filed a compensation claim of ₹99,75,148 for losses due to alleged negligence by GESPL. The case is filed with the Civil Court, Senior Division, Pune, under Filing No. 2603/2020 and Registration No. 1039/2020.	Third-Party	The matter is currently pending	0.99
2	A third-party filed Special Civil Suit before Hon'ble Civil Judge Sr. Div. at Panjim. The said suit was dismissed and order for Parties to bear their own cost. Aggrieved by the said order, the said third-party challenged Dist. Court Order before Hon'ble High Court of Bombay (at Goa).	Third-Party	The matter is currently pending	0.94
3	A customer sought transportation services of a machine from Japan to Chennai through Defendants 1 and 2, who subcontracted it to Defendant 3, i.e. Gati Express & Supply Chain Private Limited. The machine was delivered on time but arrived damaged, leading the aggrieved customer to claim USD 64,948 in damages. We assert that the service was under the shipper's risk clause and there was no direct contract with subcontractor, hence we deny liability.	Third-Party	The matter is currently pending	USD 64,948

4	Appeal filed by a third-party (Appellant) against impugned Order of SCDRC in favour of GKEPL. GESPL is the respondent no.3 in the above pending First Appeal before NCDRC. The company had acted as marine transporter as well as forwarding agent of Appellant in year 2012 in this transaction. The Appellant filed a consumer complaint in Yr.2015 before Kolkata State Commission, which was finally dismissed on account of delay in year 2016.	Third-Party	The matter is currently pending	0.81
5	This is a case of Misappropriation of funds by employee ("Point of Interest" or "POI") in Company office established Hong-Kong. Counter Claim filed against the POI for recovery of misappropriated funds. This is a case filed by the ex-employee against the Company seeking compensation of Rs.40,24,183/-, our counter claim in the matter is of 4,00,00,000/-On earlier date, our reply was filed against the alleged claim of Rs. 65 Lakh as filed by the Claimant. tried to settle this matter by way of mediation and could not be able to reach to an amicable position of settlement.	Ex-Employee	The matter is currently pending	0.40

**to the extent ascertainable.*

cases disclosed are basis the materiality threshold as per the approved materiality policy of Gati in accordance with the SEBI (LODR) Regulations.

C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any (200 - 300 word limit in total):

Name of the Promoter	Financial Year	Quarter/Half Year/Yearly	Regulations of SEBI LODR Regulations, 2015	Fine imposed by BSE (In Rs.)	Fine imposed by NSE (In Rs.)
Allcargo Gati Limited	2021-22	Yearly- March 2021	Regulation 34	55,460	NIL
	2019-20	Yearly- March 2020	Regulation 6(1)	37,760	37,760
Allcargo Logistics Limited	2024-25	Half Yearly-September 2024	Regulation 23(9)	5,000	5,000
	2022-23	Half Yearly-March 2023	Regulation 23(9)	5,000	5,000

**does not include applicable tax or deductions in accordance with law.*

D. Brief details of outstanding criminal proceedings against Promoters (200 - 300-word limit in total):

1. First Information Report dated 16th December 2019 ("Report") was filed under section 406, 420, 452, 504, 506 of Indian Penal Code, 1860 by third party at Kanpur, Uttar Pradesh against Allcargo Logistics Limited (Promoter) and others mentioned therein. The report alleged that the shipment consisting of 880 bags of Poultry feed Supplements of net weight of 22,220 Kilograms, was allegedly released at Yangaon, Myanmar without obtaining original Bill of Lading. In the said transaction Allcargo has been in the capacity of the freight forwarder. Police Investigation Officer has prepared closure report and filed its closure report to the higher authority. The matter is currently pending.
2. An accidental fire occurred during the transportation of a highly inflammable chemical, Hexane, which had been loaded into railway wagons by Allcargo Gati Limited. As a result of the fire, substantial damage was caused to railway property. Consequently, a third-party filed a complaint under Section 285 of the Indian Penal Code (negligent conduct with respect to fire or combustible matter), read with Section 34 (common intention), as well as Section 164 of the Railways Act, 1989 (unlawful carriage of dangerous goods on a railway), holding the employees of Allcargo Gati Limited liable. However, Allcargo Gati Limited is has not been named as a party in the case.
3. An FIR has been registered against an unidentified driver in connection with a vehicular accident. The FIR, bearing No. 408/13, was filed by Khalilabad Police Station under Sections 279 (rash driving or riding on a public way), 304A (causing death by negligence), and 427 (mischief causing damage) of the Indian Penal Code. The driver in question is allegedly employed by our Company (the "Accused"). The Chief Judicial Magistrate, Sant Kabir Nagar (Khalilabad), Uttar Pradesh, has taken cognizance of the matter.
4. A third-party filed a case against AGL Limited. alleging criminal breach of trust. The complainant had booked a parcel containing silver ornaments valued at ₹1,45,982/- from Mathura to Chennai on 19.05.2004, which went missing. Consequently, a complaint under Section 200 of the Cr. P.C was filed, and the Judicial Magistrate, Mathura, issued summons to M/s Allcargo Gati Limited and its employees, including its Director and two employees. The trial court proceedings were stayed by the Hon'ble High Court of Allahabad in Criminal Revision No. 85/2005, as per the order dated 21.08.2006. The complainant passed away on 30.05.2005. The Hon'ble High Court later dismissed the revision on 09.09.2016, and the trial court file is currently untraceable.
5. A third-party filed a criminal case against AGL Limited alleging fraud and forgery of a demand draft. The complaint was filed by the firm's proprietor under Section 200 of the Cr. P.C. before the Chief Judicial Magistrate (U.P.) for offences under Sections 420, 467, and 471 of the IPC on 05.07.2007. According to the complaint, a third-party booked a parcel of sarees worth ₹62,904/- under from Mau to Kanpur, with instructions to deliver the parcel to the consignee only upon receipt of payment. Allcargo Gati Limited subsequently handed over a demand draft dated 25.07.2007 for ₹62,904/- to the complainant, which was deposited with Bank of Baroda. However, the bank returned the DD, stating that it was fraudulent. The manager of Allcargo Gati Limited retrieved the fake DD from the complainant, assuring that payment would be made. Despite this, M/s Allcargo Gati Limited failed to remit the payment. As a result, the complainant filed an application under Section 156(3) of the Cr. P.C. and initiated a civil suit (Case No. 186/09) before the Civil Judge (Junior Division), Mau. In response, M/s Allcargo Gati Limited, through its representative, lodged an FIR (No. 411/2007) under Sections 419, 420, 467, 468, and 471 of the IPC at PS Kidwai Nagar against the Branch Manager of State Bank of Bikaner and Jaipur.
6. The Regional Transport Office (RTO) filed a case against M/s Allcargo Gati Limited for allegedly overloading a vehicle beyond the permissible capacity, driven by third person, was impounded by the Assistant Regional Transport Officer (Enforcement), Varanasi, for

the offence of overloading. Consequently, an FIR was registered under Section 3(2)(e) of the Prevention of Damage to Public Property Act against M/s Allcargo Gati Limited.

7. A case has been registered against a third-party before the Principal Junior Civil Judges Court, Shadnagar bearing CC 434 of 2021 by the state through Police of Shadnagar for Offences under section 447 and 506 (Criminal Trespass) under the IPC. The said case has been filed by erstwhile Directors for alleged trespass into the property situated in land 17 acres 26 guntas in survey no 135 at Solipur village.
8. A case regarding release of the driver in NDPS case and is in judicial custody for the last couple of years. On 19/09/2018, a household shipment was booked in Lucknow and the goods have been dispatched by vehicle. During transit in Jammu the vehicle was detained by police and the shipment was loaded with commercial quantity of banned cough syrup. The vehicle was released from the court but the driver had been detained by the local police. The bail application for the driver was filed earlier as well but the same was rejected on the grounds of the investigation in process.

ANY OTHER IMPORTANT INFORMATION AS PER BRLM / ISSUER COMPANY

NIL

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be have been complied with and no statement made in the Abridged Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulation issued there under, as the case may be. We further certify that all statements in the Abridged Prospectus are true and correct.

**For Gati Express & Supply Chain Private Limited
(Formerly known as "Gati-Kintetsu Express Private Limited")**

Sd/-

Ketan Nishikant Kulkarni

DIN: 10735941

Deputy Managing Director

Place: Mumbai

Date: January 14, 2025