

NOTICE
ANNUAL GENERAL MEETING

Notice is hereby given that the 17th Annual General Meeting of the members of **GLOBAL AUTOTECH LIMITED** will be held on Friday, the 30th October, 2020 at 11.30 A.M. at the registered office of the company at 83 LGF World Trade Centre, Barakhamba Lane, New Delhi-110001, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt
 - The Audited Standalone Financial Statements of the Company for the year ended 31st March, 2020 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
 - The Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2020 and the Statement of Profit and Loss for the year ended on that date together with the Report of the Auditors thereon.
2. To declare dividend for the financial year ended 31st March, 2020.
3. To appoint a director in place of Mr. Mohinder Kumar Puri (DIN: 02535628) who retires by rotation, and being eligible, offers themselves for reappointment.

SPECIAL BUSINESS:

4. **To regularize the appointment of Mr. Anish Chanana DIN: 00552927 as an Independent (Non-executive) Director**

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as Ordinary Resolution(s):

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Anish Chanana (DIN: 00552927), who was appointed as an Additional Director (in the capacity of Non-Executive Independent Director) of the Company by the Board of Directors at its meeting held on 28th September, 2020 pursuant to Section 161 of Companies Act, 2013 and as recommended by Nomination and Remuneration Committee and whose terms of office expires at this Annual General Meeting (AGM) and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Anish Chanana candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 28th September, 2020 whose period will not be liable to retire by rotation.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) or Mr. Amit Kumar (Membership No. 61851), the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Global Autotech Limited

(Government Recognised Star Export house)

Regd. Office : LGF, 83, World Trade Centre, Barakhamba Lane, New Delhi, Ph.: 91-11-23414946-49 Fax : 011-23414945

Plant I : 6F, Sector 40-41, Greater Noida-201308, (U.P.) INDIA

Ph.: 91-120-2341617/18/20, 3238533 Fax : 91-120-2341619

Plant II : 3D, Udyog Vihar, Ecotech-II, Greater Noida-201 306 (U.P.) INDIA

Ph. : +91-120-4141800, Fax : 91-120-4141811

Website : www.globalauto.co.in

CIN No. U34300DL2003PLC120424

5. **To ratify and approve the remuneration of the Cost Auditors for the financial year 2020-2021.**

To consider and if thought fit, to pass with or without modification (s), following resolution as **Ordinary Resolution.**

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to M/s. Chandra Wadhwa & Co, Cost & Management Accountants appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2020-21 amounting to Rs. 1,30,340 plus applicable tax, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

RESOLVED FURTHER THAT Mr. Ramesh Suri (DIN: 00176488), Director or Mr. Amit Kumar, Company Secretary of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts and things as may be considered necessary and expedient for the purpose of giving effect to this resolution.”

6. **Creation of charges on the movable and immovable properties of the company, both present and future, in respect of the borrowings under Section 180(1)(a)**

To consider and if thought fit, to pass with or without modification(s), following resolution as **Special Resolution.**

“RESOLVED THAT in suppression of all earlier resolutions passed in this regard from time to time pursuant to the provision of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and in accordance with the Articles of Association of the Company and subject to the approval of the Government authorities under relevant enactments wherever applicable the Company hereby accords its consent to the Board of Directors of the Company including committee thereof (hereinafter referred to as “the Board”) to mortgage and/or charge in addition to the existing mortgage/chargers created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine on all or any of the moveable assets and/or immovable properties of the Company, both present and future, together with the power to make over the management of the business and concern of the Company in certain events of defaults in favor of the lenders, agents and trustees for securing the borrowings of the Company availed or to be availed from time to time so however that the overall limit shall not exceed the limit of Rs. 250,00,00,000/- (Rupees Two Hundred Fifty Crores only) at any point of time including interest and other charges.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (which term shall be deemed to include any committee or committees of Directors for the time being exercising the powers conferred by the Board) be and are hereby severally authorized to do all such acts, deeds, matters and things as may in its absolute discretion deem necessary, proper or desirable and also to delegate all or any of the powers to such Committee of Directors as it may deem fit and further to do all such acts, deeds and things and to sign all such agreements, documents, and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

7. **To confer the power of borrowing to the board and authorization limit to secure the borrowings under Section 180(1)(c)**

To consider and if thought fit, to pass with or without modification (s), following resolution as **Special Resolution.**

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“RESOLVED THAT in suppression of all earlier resolutions passed in this regard subject to the provisions of Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company including the Committees thereof (hereinafter referred to as “the Board”), to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/ entities and/or authority/authorities, and/or resident or non-resident individuals or other persons either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board whether by way of advance, deposits, loans, external commercial borrowings, debentures, inter-corporate deposits or any other form whatsoever, whether secured or unsecured, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, but so however that the total amount upto which the money may be borrowed by the Board and outstanding at any point of time for an aggregate amount not exceeding Rs. 250,00,00,000 (Rupees Two Hundred Fifty Crores only) exclusive of interest and other charges, whatsoever connected with the aforesaid loans.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

By Order of the Board

Amit Kumar
Company Secretary

Place: New Delhi
Dated: 28th September, 2020

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Notes:

- (1) A member entitled to attend and vote at this meeting may appoint a proxy to attend and vote on his / her behalf.
- (2) The proxy need not be a member of the company. Proxies in order to be affective must be received at the Registered Office at 83 LGF World Trade Centre, Barakhamba Lane, New Delhi-110001 not less than 48 hours before this Annual General Meeting.
- (3) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
- (4) Route map is attached as per SS-2.

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EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.04

To regularize the appointment of Mr. Anish Chanana DIN: 00552927 as an Independent (Non-executive) Director

Mr. Anish Chanana (DIN: 00552927) on the recommendation of nomination and remuneration committee was appointed as Additional Director cum Independent Directors of the Company w.e.f. 28th September, 2020 by the Board of Directors in accordance with Section 149(6), 161 and Schedule IV of the Companies Act, 2013.

As per Section 161 of Companies Act, 2013, Mr. Anish Chanana holds the office upto the date of ensuing Annual General Meeting (AGM) on Friday, 30th October, 2020. The Company has received the requisite notice in writing under section 160 of the Act from a member proposing the candidature of Mr. Anish Chanana to be appointed as Independent Non-Executive Director of the Company at the ensuing AGM.

Mr. Anish Chanana has consented to the proposed appointment and given a declaration to the Board that he meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Mr. Anish Chanana possesses requisite knowledge, experience and skill for the position of the Independent Director as per required criteria under the Act and rules and regulations made thereunder.

Based on the recommendation received from the Nomination and Remuneration Committee and in view of his knowledge, skill and invaluable expertise related to the industry of the Company, it is proposed to appoint Mr. Anish Chanana as an Independent Non-Executive Director of the Company in terms of Section 149 read with Section 152 of the Companies Act, 2013. In terms of Section 149 read with Section 152 of the Companies Act, 2013, Mr. Anish Chanana is not liable to retire by rotation. The Board of Directors is of the opinion that Mr. Anish Chanana fulfils the conditions specified in the Act for their appointment as an Independent Director.

The Board recommends the resolution for re-appointment of the Independent Directors as an Ordinary Resolution of this notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof, except Mr. Anish Chanana are concerned or interested in this Resolution.

Information Pertaining to Director seeking reappointment as per applicable Secretarial Standards:

Name of Director	Anish Chanana
Director Identification Number (DIN)	00552927
Date of Birth	14/02/1969
Date of first appointment on the Board	28 th September, 2020

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Profile of Director, Age, Qualification and Experience	Profile: Undergone Post graduation in M.B.A from Webster University, Vienna awarded in the year 1991. Having the professional expertise in Business Strategy; Age: 52 years Qualification: Post Graduate in M.B.A.								
Number of Equity Shares held in the Company	Nil								
Directorships of other Companies	<table border="1"> <thead> <tr> <th data-bbox="634 674 932 753">Name of Company</th> <th data-bbox="932 674 1187 753">Designation</th> <th data-bbox="1187 674 1422 753">Date of Appointment</th> </tr> </thead> <tbody> <tr> <td data-bbox="634 753 932 842">Sunvisors (India) Private Limited</td> <td data-bbox="932 753 1187 842">Director</td> <td data-bbox="1187 753 1422 842">20/03/2020</td> </tr> </tbody> </table>			Name of Company	Designation	Date of Appointment	Sunvisors (India) Private Limited	Director	20/03/2020
Name of Company	Designation	Date of Appointment							
Sunvisors (India) Private Limited	Director	20/03/2020							
Chairmanship/Memberships of Committees of other Board	Nil								

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ITEM NO-05**To ratify and approve the remuneration of the Cost Auditors for the financial year 2020-21.**

In accordance with the provisions of Companies (Cost Records and Audit) Rules, 2014, the Company is required to get its Cost Records audited from a qualified Cost Accountant. The Board of Directors at its meeting held on 5th September, 2020, on the recommendation of Audit Committee, approved the appointment and remuneration of M/s. Chandra Wadhwa & Co., Cost & Management Accountants, to conduct the audit of the cost records of the Company for the financial year 2020-21.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year 2020-21 as set out in the resolution for aforesaid services to be rendered by them.

The Board of Directors recommends the resolution at Item No. 4 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 5 of this Notice.

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ITEM NO-06**Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of the borrowings under Section 180(1)(a)**

To enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business.

It is therefore, necessary to obtain members' approval by way of a Special Resolution under Section 180(1)(a) of the Act for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 250 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher. The proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ hypothecation on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders of the said securities as mentioned in the Resolution at Item No. 6.

As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a special resolution under Section 180(1)(a) of the Act, for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 250 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

This Resolution would authorize the Board to secure its borrowing by mortgage / charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company.

The Board recommends the Resolution at Item No. 6 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

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ITEM NO-07**To confer the power of borrowing to the board and authorization limit to secure the borrowings under Section 180(1)(c)**

Keeping in view the existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company.

Hence it is proposed to confer the power of borrowing to the Board of Directors and authorization limit to secure the borrowings for not exceeding Rs. 250 Crores (Rs. Two Hundred Fifty Crores)

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Hence, the Special Resolution at Item No.7 of the Notice is being proposed to adopt as per Companies Act, 2013, since the same exceeds the limits provided under 180(1)(c) of the Act. The Directors recommend the Special Resolution as set out at Item No. 7 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the Special Resolution.

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Item No 3 Ordinary Business:
DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT AT THE MEETING

Name of Director	Mr. Mohinder Kumar Puri
Director Identification Number (DIN)	02535628
Date of first appointment on the Board	07/01/2009
Profile of Director Age, Qualification and Experience	Age-74 Years Qualification- B.E.
Terms and conditions for appointment or re-appointment	--
Details of remuneration sought to be paid	Nil
Remuneration last drawn by such person	Nil
Shareholding in the Company	--
Relationship with the Company	Director
Number of Board Meetings attended during the year	6
Directorships of other Companies	NIL
Chairmanship/Memberships of Committees of other Board	NIL

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**PROXY FORM
FORM NO. MGT 11**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Venue of the Meeting: Global Autotech Limited
Regd. Off. 83 LGF World Trade Centre Barakhamba Lane New Delhi 110001
CIN: U34300DL2003PLC120424
Date & Time: Friday, October 30, 2020 at 11.30 A.M.

Name of the Member(s)	
Registered office	
E-mail id	
Folio No./ Client Id	
DP ID	

I/We being a member ofshares of the above named company, hereby appoint Name
Address
Email Id.....
Signature.....

Or failing him

Name.....
Address
Email Id.....
Signature.....

of as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Friday, the 30th day of October, 2020 at 11.30 a.m.

Signed this ____ day of ____ 2020

AFFIX
REVENUE
STAMP OF

Note: This form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting

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ATTENDANCE SLIP

Venue of the Meeting: Global Autotech Limited
Regd. Off. 83 LGF World Trade Centre Barakhamba Lane New Delhi 110001
CIN: U34300DL2003PLC120424
Date & Time: Friday, October 30, 2020 at 11.30 A.M.

I hereby record my presence at the Annual General Meeting of the shareholders of Global Autotech Limited being held on Friday, October 30, 2020 at 11.30 A.M. at 83 LGF World Trade Centre Barakhamba Lane New Delhi 110001.

Full name of Shareholder: _____ Signature: _____

Folio No. _____ DP ID & Client ID: _____

No. of Shares held: _____

Full name of Proxy: _____ Signature: _____

(To be filled if Proxy attends instead of member(s))

Note: Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip in all respects and hand it over at the entrance of the meeting hall.

Date:
Place: New Delhi

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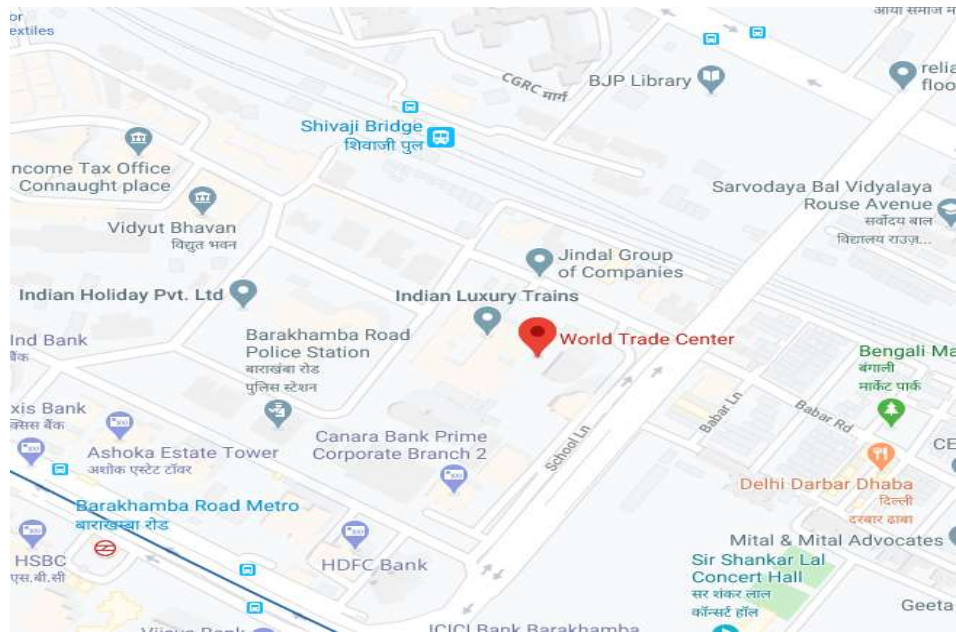
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Route Map



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