



# **NOTICE OF ANNUAL GENERAL MEETING**

## **GLOBAL AUTOTECH LIMITED**

Regd Office: 83LGF, World Trade Centre, Barakhamba Lane, New Delhi -110001

E-mail- [vgupta@globalauto.co.in](mailto:vgupta@globalauto.co.in)

Tel: 91-11-23414946-49 Fax: 011-23414945

(CIN: U34300DL2003PLC120424)

Notice is hereby given that the 18<sup>th</sup> Annual General Meeting of the members of **GLOBAL AUTOTECH LIMITED** will be held on Thursday, the 30<sup>th</sup> September, 2021 at 11.00 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 31<sup>st</sup> March, 2021 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 31<sup>st</sup> March, 2021 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 31<sup>st</sup> March, 2021.
3. To appoint a director in place of Mrs. Ritu Suri (DIN: 00177111) who retires by rotation, and being eligible, offers themselves for reappointment.

### **SPECIAL BUSINESS:**

4. **To ratify the appointment of Mr. Navnath Ganpat Tarle (DIN: 09213163) as the Director and the Whole-time Director, designated as Chief Operating Officer (COO) and Executive Vice President (EVP) of the Company**

To consider and, if thought fit, to pass the following resolution as Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Articles of Association of the Company, Mr. Navnath Ganpat Tarle (DIN: 09213163), who was appointed as an Additional Director of the Company with effect from 31<sup>st</sup> August, 2021 and who holds office till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company



has received the recommendation from the Nomination & Remuneration Committee of the Company for his directorship pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) (the "Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Navnath Ganpat Tarle (DIN: 09213163) as the Whole-time Director, designated as Chief Operating Officer (COO) and Executive Vice President (EVP) of the Company, for a period of 3 (three) years with effect from 31<sup>st</sup> August, 2021 up to 30<sup>th</sup> August, 2024 upon the terms & conditions of appointment including the payment of remuneration, perquisites & other benefits, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (including its Committee thereof) to alter and vary the terms & conditions of the said Appointment in such manner as may be deemed fit in accordance with the relevant provisions of the Act and the Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to revise the remuneration of Mr. Navnath Ganpat Tarle (DIN: 09213163) from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time and the Articles of Association of the Company.

**RESOLVED FURTHER THAT** any Director, Chief Financial Officer (CFO), and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as he may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and to execute all documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

**5. To ratify and approve the remuneration of the Cost Auditors for the financial year 2021-2022.**

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 2021-22 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** Mrs. Ritu Suri (DIN: 00177111), Director or 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."

**On the Order of the Board**

Place: New Delhi  
Dated: 2<sup>nd</sup> September, 2021

**Charumita Bhutani**  
**Company Secretary**  
Membership No. 64664

**Notes:**

- 1 An explanatory statement pursuant to the Section 102 of the Companies Act, 2013, setting out the details relating to the Special Business at the Meeting, is enclosed herewith as Annexure-1.
- 2 Corporate members intending to send their authorised representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting
- 3 An explanatory statement pursuant to the Section 102 of the Companies Act, 2013, setting out the details relating to the Special Business at the Meeting, is enclosed herewith as Annexure-1.
- 4 Corporate members intending to send their authorised representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
- 5 A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote on behalf of himself/herself and that proxy need not be a member of the Company.
- 6 In order for the proxies to be effective, the proxy forms as enclosed herewith as Annexure-2, duly completed and stamped should reach or must be deposited not later than forty eight (48) hours at the registered office of the Company before the meeting.
- 7 All the shareholders attending the meeting in person or by proxy are requested to complete the Attendance slip in the form as enclosed herewith as Annexure-3 and hand it over at the entrance of the meeting hall.
- 8 Please find enclosed route map containing complete particulars and prominent land mark for easy location of the venue of the meeting to be held at the registered office of the Company as required under the Secretarial Standard 2 on General Meetings, is enclosed herewith as Annexure-4.
- 9 During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company
- 10 All Statutory records and registers, as are required to be kept for inspection under the Companies Act, 2013, shall be available for inspection by the members at the registered office of the Company during 10.00 A.M. to 6.00 P.M. on all working days and shall be accessible to the person attending the meeting.
- 11 The documents of the Company will be sent in electronic form to those Members who have registered their e-mail address with the Company. The Company will further continue to send all such documents by electronic mail / in electronic form, which Members may kindly note. However, in case a Member wishes to receive physical copy of the said documents, he is requested to send an e-mail to concerned members duly quoting his Folio number and email ID.
- 12 Secretarial Standards on General Meeting (SS-2) has been adhered to, in convening the Annual General Meeting.
- 13 In case of any queries or grievances, Members may contact the following official:
  - Ms. Charumita Bhutani  
(Company Secretary)  
Contact No. - +91-8295233493  
E-mail Id- [csglobal@globalauto.co.in](mailto:csglobal@globalauto.co.in)
  - Mr. Vishnu Kumar Gupta  
[Chief Financial Officer (CFO)]  
Contact No. - +91-9910120039  
Email Id- [vu Gupta@globalauto.co.in](mailto:vu Gupta@globalauto.co.in)



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

**ITEM NO.04**

The Members may note that Mr. Navnath Ganpat Tarle was appointed as Chief Operating Officer (COO) and Executive Vice President (EVP) of the Company in the year 2019 and thus he is associated with the Company for over 2.5 years and has over 27 years of rich and insightful industry experience in the manufacturing space, operations Excellence, R&D and marketing as well. He is Master black belt in Six sigma and extensively worked in Lean Management, Due diligence Merger & Acquisition.

The Board of Directors on the recommendation of Nomination and Remuneration Committee have appointed Mr. Navnath Ganpat Tarle (DIN: 09213163) as an Additional Director and Whole-time Director, designated as Chief Operating Officer (COO) and Executive Vice President (EVP) of the Company under Section 161(1) of the Act and the Articles of Association in their meeting held on 31<sup>st</sup> August, 2021 with the immediate effect. In terms of Section 161(1) of the Act, Mr. Navnath Ganpat Tarle holds office only up to the date of the forthcoming Annual General Meeting (AGM) and is eligible for appointment as a Director. The Company has received a Notice under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Tarle's appointment as a Director.

The Board has also appointed Mr. Navnath Ganpat Tarle as the Whole-time Director, designated as Chief Operating Officer (COO) and Executive Vice President (EVP) of the Company for a period of three years from 31<sup>st</sup> August, 2021 up to 30<sup>th</sup> August, 2024, upon the terms & conditions hereinafter indicated, subject to approval of the Members.

Mr. Navnath Ganpat Tarle, aged 46 years approximately, is a DME (Mechanical Engineering) , Executive Post Graduate Diploma in Operations Management and Honorary Doctorate for Excellence in Management

The principal terms and conditions of appointment of Mr. Navnath Ganpat Tarle as the Whole-time Director, designated as Chief Operating Officer (COO) and Executive Vice President (EVP) are as follows:

- 1 Period of Appointment: Three years commencing from 31<sup>st</sup> August, 2021.
- 2 Remuneration: In consideration of the performance of his duties, the Company shall pay to Mr. Navnath Ganpat Tarle the following remuneration with such increments as may be approved by the Board from time to time.  
The gross remuneration shall be categorized as follows:-
  - (a) Basic Salary: In the range of Rs. 2,00,000/- per month to Rs. 2,50,000/- per month. The increment as and when approved by the Board shall be merit based and will take into account the performance as COO and EVP as well.
  - (b) House Rent Allowance (HRA): 50% of the Basic Salary.
  - (c) Perquisites & Allowances: Other Allowances and perquisites like Education Allowances, Special Allowance(s), Washing Allowance(s), Medical Re-imburements, Contribution to Provident Fund, Gratuity, Leave and Leave encashment etc. and other allowances for such amount as per the rules and policies of the Company. Performance Incentives (Variable) as per the rules and policies of the Company.
  - (d) Amenities: Conveyance facilities, Telephone, internet, and other communication facilities as the rules and policies of the Company.
- 3 The Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.
- 4 Overall Remuneration: The aggregate of Basic Salary, HRA, Perquisites & Allowances, Performance Incentive, Amenities in any one financial year shall not exceed the limits prescribed under Section 197, 198 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act or any modifications or re-enactment for the time being in force.



- 5 Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the COO and EVP, the payment of Basic Salary, HRA, Perquisites & Allowances, Performance Incentive, Amenities shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may for the time being be in force.
- 6 Income-Tax in respect of the above remuneration will be deducted at source as per the applicable Income Tax Laws / Rules.
- 7 COO and EVP shall carry-out such functions, exercise such powers and perform such duties as the Board of Directors of the Company shall from time to time in its absolute discretion determine and entrust to him.
- 8 The terms & conditions of appointment and the payment of remuneration to COO and EVP, may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its discretion deem fit and in accordance with the provisions of the Companies Act, 2013 or any amendments made hereafter in this regard, the Articles of Association of the Company and within the overall approval given by the Shareholders.
- 9 The above may be treated as a written memorandum setting out the terms & conditions of appointment of Mr. Navnath Ganpat Tarle under Section 190 of the Act.
- 10 The Nomination & Remuneration Committee and the Board of Directors are of the opinion that Mr. Navnath Ganpat Tarle's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No. 4 of this Notice relating to his appointment as Whole-time Director, designated as COO and EVP of the Company for a period of three years w.e.f. 31<sup>st</sup> August, 2021 upto 30<sup>th</sup> August, 2024 as an Ordinary Resolution for your approval.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval.

Except, Mr. Navnath Ganpat Tarle, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution at Item No. 4 of the Notice. Mr. Tarle is not related to any other Director or Key Managerial Personnel (KMP) of the Company.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval by the Members.



**ITEM NO-05**

**To ratify and approve the remuneration of the Cost Auditors for the financial year 2021-22.**

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 31<sup>st</sup> August, 2021, 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 2021-22.

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 2021-22 as set out in the resolution for aforesaid services to be rendered by them.

The Board of Directors recommends the resolution at Item No. 5 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.



**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: Thursday, September 30, 2021 at 11.00 A.M.

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

I/We being a member of .....shares of the above named company, hereby appoint Name .....

Address .....

Email Id.....

Signature.....

Or failing him

Name.....

Address .....

Email Id.....

Signature.....

AFFIX  
REVENUE  
STAMP OF

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 30<sup>th</sup> day of September, 2021 at 11.00 a.m.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021

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



**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: Thursday, September 30, 2021 at 11.00 A.M.

I hereby record my presence at the Annual General Meeting of the shareholders of Global Autotech Limited being held on Thursday, September 30, 2021 at 11.00 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



## Route Map

**Address:** 83LGF World Trade Centre Barakhamba Lane New Delhi 110001

**Landmark:** Adjacent to Hotel Lalit, Fire Brigade Lane, and Barakhamba Lane and Near to Barakhamba Metro Station (Walking Distance of 5 Minutes)

