

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

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

(CIN: U34300DL2003PLC120424)

Notice is hereby given that the 19th Annual General Meeting of the members of **GLOBAL AUTOTECH LIMITED** will be held on Friday, the 30th September, 2022 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 31st March, 2022 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, 2022 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, 2022.
3. **To appoint Statutory Auditors**

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

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s)/ re-enactment thereof), M/s V.K. Dhingra &Co., Chartered Accountants (Firm Registration No000250N) having offered themselves for re-appointment, be and are hereby reappointed as the Statutory Auditors of the Company for a second term of five consecutive years to hold office from the conclusion of this 19th Annual General Meeting till the conclusion of the 23rd Annual General Meeting of the Company.

RESOLVED FURTHER THAT approval be and is hereby accorded for payment of statutory audit fees/ remuneration of Rupees _____ plus applicable taxes, out of pocket expenses and other services to M/s V.K. Dhingra &Co., Chartered Accountants (Firm Registration No. 000250N) for the financial year 2022-23 and the Board of Directors of the Company be and are hereby authorised to increase and pay such statutory audit fees/remuneration as recommended by the Audit Committee and as they may deem fit for the remaining tenure of their appointment.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the Board of Directors (including the Audit Committee of the Board or any other person(s) authorised by the Board in this regard), be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose including but not limited to determination of roles and responsibilities/ scope of work of the Statutory Auditors, negotiating, finalizing, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company.”

4. To appoint a director in place of Mr. Navnath Ganpat Tarle (DIN: 09213163) who retires by rotation, and being eligible, offers themselves for reappointment.

SPECIAL BUSINESS:

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

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. 1,00,000 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 any 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.”

6. To approve material related party transactions with M/s Subros Limited.

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and in accordance with the provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the Members be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s Subros Limited, a related party for (i) sale, purchase, lease and/ or transfer of components, parts, products, goods, materials, assets, services or resources, ii) reimbursement of expenses including towards availing/ providing for sharing/ usage of each other’s resources and iii) transfer of any resources, services or obligations to meet their business requirements during the financial year 2022-23 and upto the date of next annual general meeting of the Company for a sum upto Rs. 210 Crores (Rupees Two Crores Ten Lacs only).

RESOLVED FURTHER THAT the Board of Directors/ Audit Committee or the Company Secretary or CFO of the Company be and are hereby severally authorised to do all such acts and deeds as may be deemed necessary or expedient and to take all such actions/ steps as may be required in this regard including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

On the Order of the Board

Place: New Delhi

Dated: 31st August, 2022

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
 - Mr. Vishnu Kumar Gupta
[Chief Financial Officer (CFO)]
Contact No. - +91-9910120039
Email Id- vgupta@globalauto.co.in

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

ITEM NO-05

To ratify and approve the remuneration of the Cost Auditors for the financial year 2022-23.

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 31st August, 2022, 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 2022-23.

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 2022-23 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.

Item No. 06

To approve material related party transactions with M/s Subros Limited

The material Related Party Transactions requiring prior Shareholders' approval with the threshold of 10% of the annual consolidated turnover of the entity as per the last audited financial statements of the entity.

M/s Subros Autotech Limited is 'related party' within the meaning of Section 2(76) of the Companies Act, 2013.

Therefore, in terms of the provisions of Section 188 of the Companies Act, 2013 the contracts/ arrangements/ transactions as mentioned in the resolution to be entered into with M/s Subros Limited which are likely to exceed 10% (ten percent) of the annual consolidated turnover of the Company ("Material Related Party Transactions") requires prior approval of the Shareholders of the Company by way of an ordinary resolution. The particulars of the Material Related Party Contracts/ Arrangements/ Transactions are as under:

Name of the related party: M/s Subros Limited.

Material terms of the Contracts/Arrangements/ Transactions: The transactions are on a continuous basis (on arm's length basis and in ordinary course of business) during the period commencing from April 1, 2022 till next Annual General Meeting.

Monetary Value: The value of transactions/ proposed transactions is expected to be Rs. 210 Crores upto the next AGM.

Other information: Subros Autotech Limited is a customer and all prices are agreed based on market competitiveness at the arm's length basis and the transactions are in ordinary course of business.

The material Contracts/ Arrangements/ Transactions with M/s Subros Limited have been approved by the Audit Committee and Board of Directors of the Company.

None of the Directors or Key Managerial Personnel of the Company are concerned or interested, financial or otherwise, in the Resolution set out at Item No. 7 of the Notice.

The Board of Directors recommends passing of the resolution as set out at Item No. 7 of this Notice as an Ordinary Resolution.

**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, 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 ofshares 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 30th day of September, 2022 at 11.00 a.m.

Signed this _____ day of _____ 2022

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: Friday, 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 Friday, September 30, 2022 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)

