



# Globe

**GLOBE INTERNATIONAL CARRIERS LIMITED**

**Registered Office: 301-306, Prakash Deep  
Complex, Near Mayank Trade Centre, Station  
Road, Jaipur- 302006**  
Tel: 0141- 2361794/2368794/4083700 (10 lines)  
Email: [info@gicl.co](mailto:info@gicl.co) | Website: [www.gicl.co](http://www.gicl.co)  
CIN: L60232RJ2010PLC031380

## **NOTICE OF ANNUAL GENERAL MEETING**

**Dear Stakeholders,**

You are cordially invited to attend the 10<sup>th</sup> Annual General Meeting (The 'AGM') of the Shareholders of **M/s. GLOBE INTERNATIONAL CARRIERS LIMITED** (The 'Company') having CIN – L60232RJ2010PLC031380, to be held on Friday, 13th November, 2020 at 12.30 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 5th May, 2020, 8th April, 2020 and 13th April, 2020 respectively.

The Notice of the Meeting containing the Business to be transacted is enclosed herewith.

Thanking You,

**On behalf of the Board of Directors  
For Globe International Carriers Limited**

sd/-  
Subhash Agrawal  
(Managing Director)  
DIN: 00345009  
Address: 703-704, Shree Villa Apartment,  
A-26-F Bhartiya Path, K.C Road, Bani Park Jaipur 302006

Registered Office:  
301-306, Prakash Deep Complex,  
Near Mayank Trade Centre, Station Road,  
Jaipur-302006, Rajasthan

Enclosures: Notice of the AGM along with Explanatory Notes



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## **NOTICE OF 10<sup>th</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 10<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF GLOBE INTERNATIONAL CARRIERS LIMITED, WILL BE HELD ON, FRIDAY, 13th November, 2020 AT 12.30 P.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - (a) the audited Financial Statements of the Company for the financial year ended on March 31, 2020, together with the reports of the Board of Directors and the Auditors thereon; and
  - (b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the report of the Auditors thereon.
  
2. To appoint a Director in place of Mr. Subhash Agrawal (DIN: 00345009), who retires from office by rotation, and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Subhash Agrawal (DIN: 00345009), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation”

### **SPECIAL BUSINESS:**

3. To Appoint Statutory Auditor of the Company  
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) and re-enactment thereof, for the time being in force), M/s. Gourisaria Goyal And Co., Chartered Accountants, having Firm Registration No. 016681C, be and is hereby appointed as Statutory Auditor of the Company to hold the office for the period of five years from the conclusion of the 10<sup>th</sup> Annual General meeting to be held in 2020 till the conclusion of the 15<sup>th</sup> Annual General Meeting to be held in 2025 at such remuneration plus taxes, out-of-pocket expenses, travelling and living expenses, etc., as may be mutually agreed between the Board of the Company and M/s. Gourisaria Goyal And Co.”



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4. Regularization of appointment of Mr. Anil Kumar Garg (DIN: 03631635) from Additional Independent Director to Independent Director:

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) and re-enactment thereof, for the time being in force), and as per regulation and schedules of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the consent of the members be and are hereby accorded for regularization of appointment of Mr. Anil Kumar Garg (DIN: 03631635) from additional Independent director to Independent director, as recommended by the Nomination and Remuneration Committee and the Board of director in their meeting, on the basis of the performance evaluation to hold office for a period of five years w.e.f. 23<sup>rd</sup> November 2019 and a declaration that he meets the criteria of independence as provided under section 149(6) of the Act and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

**On behalf of the Board of Directors  
For Globe International Carriers Limited**

sd/-  
Subhash Agrawal  
(Managing Director)  
DIN: 00345009  
Address: 703-704, Shree Villa Apartment,  
A-26-F Bhartiya Path, K.C Road, Bani Park Jaipur 302006

Date: 20.10.2020  
Place: Jaipur

**NOTES:-**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 28/2020 dated August 17, 2020 and the order AGM/ROC-JPR/1149 passed by the Registrar of Companies, Jaipur dated September 08, 2020 regarding extension of Annual General Meeting, the physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.



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2. Since the ensuing Annual General Meeting will be conducted through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route map are not annexed to this Notice.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for members on first come first served basis. However, this will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of section 108 of the companies act, 2013 read with rule 20 of the companies (management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA viz. Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 28/2020 dated August 17, 2020 and the order AGM/ROC-JPR/1149 passed by the Registrar of Companies, Jaipur dated September 08, 2020 the company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for Video Conference / OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by members using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.
6. The Notice calling the AGM along with complete Annual Report has been uploaded on the website of the Company. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd. at <https://www.nseindia.com> and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. In compliance with the MCA Circulars and the Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the 10th AGM along with the Annual Report for Financial Year 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / National Securities Depository Limited and Central Depository Services (India) Limited ('the Depositories'). To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their e-mail address with the Company and their respective depository participant, where shares are held in electronic form. A copy of this Notice along with the Annual Report for Financial Year 2019-20 is uploaded on the Company's website [www.gicl.co](http://www.gicl.co), websites of the Stock Exchange i.e.



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National Stock Exchange of India Ltd. at <https://www.nseindia.com> and on the website of Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com).

8. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
9. In the case of shares held in demat mode, the shareholder may contact the Depository Participant ('DP') and register the e-mail address in the demat account as per the process followed and advised by the DP.
10. A brief profile of the Director retiring by rotation and proposed to be re-appointed at this AGM, nature of his expertise in specific functional areas, names of companies in which he holds directorship and membership/chairmanship of Board Committee(s), shareholding and relationship between directors inter se as stipulated under Regulation 36 of SEBI Listing Regulations and other requisite information as per Clause 1.2.5 of Secretarial Standards – 2 on General Meetings are provided in Annexure - 1 to this Notice.
11. Relevant documents as required by law and referred to in the accompanying Notice shall be available for inspection through electronic mode. Members may write to the Company on [cs@gicl.co](mailto:cs@gicl.co) for inspection of said documents and the same will also be available for inspection by the members during the AGM, upon login at CDSL e-voting system at [www.evotingindia.com](http://www.evotingindia.com).
12. The Board has proposed two special business in the ensuring AGM hence Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 is attached with the Notice calling AGM.
13. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting at its email ID [cs@gicl.co](mailto:cs@gicl.co) so that the information required may be made available at the Meeting.
14. SEBI has mandated the submission of Permanent Account Number (PAN) by every securities market participant. Members holding shares in electronic form are therefore requested to submit their PAN to the DP with whom they maintain their demat accounts.
15. Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 07<sup>th</sup> November 2020 to Friday, 13<sup>th</sup> November 2020 (both days inclusive) for the Annual General Meeting. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date Friday, 06<sup>th</sup> November 2020.



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16. Voting through Electronic means:

General Instructions

1. Pursuant to Section 108 of the Act, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company is pleased to provide its Members the facility of remote e-voting to exercise their right to vote at the 10th AGM. CDSL will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.
2. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through e-voting system is 06<sup>th</sup> November 2020 ('Cut-off Date').
3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as on Cut-off Date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) with a copy marked to the Company on [cs@gicl.co](mailto:cs@gicl.co) However, if the Member is already registered with CDSL for remote e-voting, then he/she/it can use his/her/its existing User ID and password for casting the vote. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on Cut-off Date should treat the same as intimation only.
4. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 06<sup>th</sup> November, 2020 (Friday) only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.
5. The Board has appointed CS Manish Sancheti, Practicing Company Secretary (M. No. FCS 7972 & C.P. No. 8997) and Proprietor of M/s. M Sancheti & Associates, Company Secretaries, Jaipur has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
6. The results once declared along with the Scrutinizer's Report shall be placed on the Company's website [www.gicl.co](http://www.gicl.co) and on website of CDSL [www.evotingindia.com](http://www.evotingindia.com) within forty-eight hours of conclusion of the AGM and will also be communicated to National Stock Exchange of India Ltd., where the shares of the Company are listed.



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**Members are requested to carefully read the below mentioned instruction for remote e-voting before casting their vote.**

- (i) The voting period begins on Tuesday, 10<sup>th</sup> November, 2020 at 09:00 AM and ends on Thursday, 12<sup>th</sup> November, 2020 at 05:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 06<sup>th</sup> November, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>



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Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>
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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant “**Globe International Carriers Limited**” on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.





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- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@gicl.co](mailto:cs@gicl.co). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@gicl.co](mailto:cs@gicl.co). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



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**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

**(xx) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at their e-mail address viz. [man.sancheti@gmail.com](mailto:man.sancheti@gmail.com) and to the Company at the email address viz; [cs@gicl.co](mailto:cs@gicl.co), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



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If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**On behalf of the Board of Directors  
For Globe International Carriers Limited**

sd/-  
Subhash Agrawal  
(Managing Director)  
DIN: 00345009  
Address: 703-704, Shree Villa Apartment,  
A-26-F Bhartiya Path, K.C Road, Bani Park Jaipur 302006

Date: 20.10.2020

Place: Jaipur



# Globe

GLOBE INTERNATIONAL CARRIERS LIMITED

**Registered Office:** 301-306,Prakash Deep  
Complex,Near Mayank Trade Centre,Station  
Road,Jaipur- 302006  
Tel: 0141- 2361794/2368794/4083700 (10 lines)  
Email: [info@gicl.co](mailto:info@gicl.co) | Website: [www.gicl.co](http://www.gicl.co)  
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## Annexure – A

**Additional information on directors being appointed / re-appointed as required under regulation 26(4) & regulation 36(3) of the securities and exchange board of India (listing obligations and disclosure requirements) Regulations, 2015 and secretarial standard on general meetings issued by the institute of company secretaries of India:**

S.No	Particulars	Details
1	Name of the Director and DIN	Subhash Agrawal (00345009)
2	Designation	Managing Director
3	Date of Birth	25.01.1966
4	Qualification	Graduate
5	Date of Original Appointment	30.03.2010
6	No. of Board Meetings attended during the Year	Ten Board Meetings
7	Experience and Expertise	Mr. Subhash Agrawal is renowned personality having around 29 years of experience in the logistic business and 15 years of experience in the Real Estate Business. He has worked on almost all levels of the organization, which helps him understand and handle major functions of the Company. His varied experience helps us work united towards the same goals of the vision set by the management.
8	Relationship between Directors, Manager and other Key Managerial Personnel	Mrs. Surekha Agarwal the Whole Time Director, is the wife of Mr. Subhash Agrawal and Mrs. Saloni Agrawal the Chief Financial Officer, is the Daughter of Mr. Subhash Agrawal.
9	Directorship in other Companies	He is director in fourteen (14) private companies and one (1) public company which is currently in the process of striking off.
10	No. of Equity Shares held in the company	42,00,000 Equity Shares
11	Terms and conditions of reappointment & Remuneration sought for	Managing Director, remuneration applicable a per Section 197 of companies Act 2013.
12	Details of remuneration last drawn	Rupees 24.00 lac per annum
13	Chairmanship/Membership of Committees in the Board of other Companies	Nil



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**CIN:** L60232RJ2010PLC031380

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

**ITEM 3:**

M/s Mansaka Ravi & Associates, (Old Auditor) Chartered Accountants, (FRN : 015023C), have tendered their resignation from the position of Statutory Auditors due to pre-occupancy, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 (“Act”). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s Gourisaria Goyal & Co., (New Auditor) Chartered Accountants, (FRN: 016681C), be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Mansaka Ravi & Associates, (Old Auditor) Chartered Accountants, (FRN : 015023C).

M/s Gourisaria Goyal & Co., (New Auditor) Chartered Accountants, (FRN: 016681C), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Details of the Resigned Statutory Auditor and proposed Statutory Auditor recommended by Board for appointment.

<b>Particulars</b>	<b>Resigned Statutory Auditor</b>	<b>Proposed Statutory Auditor</b>
Name of the Firm	M/s Mansaka Ravi & Associates	M/s Gourisaria Goyal & Co.
FRN	015023C	016681C
Reg. office	34, Fourth Floor, Trinity Mall, Swage Farm, New Sanganer Road, Sodala, Jaipur-302019, Rajasthan	203, Radhey Govind Chambers, Sansar Chnadra Road, 16, Bichun Bagh, Jaipur-302001, Rajasthan
Contact Details	0141-4911031	0141-2369551
Email	<a href="mailto:ravi@ravimansaka.com">ravi@ravimansaka.com</a>	<a href="mailto:cabasantnavhal@gmail.com">cabasantnavhal@gmail.com</a>
Eligibility	Eligible under section 141 of Companies Act, 2013 and duly signed eligibility Certificate received from the Statutory Auditor	Eligible under section 141 of Companies Act, 2013 and duly signed eligibility Certificate received from the Statutory Auditor
Appointment Date	30 <sup>th</sup> September 2019	To be appointed in ensuing AGM to be held on 13 <sup>th</sup> November, 2020
Basis of Recommendation	On the basis of recommendation made by Audit Committee	On the basis of recommendation made by Audit Committee
Period of Appointment	Three Years (3 years)	Proposed for Five years from Financial Year 2020-2025.
Remuneration	Rs. 5.60 Lakh per Annuam plus taxes, out-of-pocket expenses, travelling and living expenses, etc.	Rs. 8.00 Lakh Per Annuam plus taxes, out-of-pocket expenses, travelling and living expenses, etc.
Resignation Reason	Due to Pre-Occupation	NA
Last Audited Report Submission	Statutory Auditor Report for FY 2019-20 dated 22.07.2020	NA

1. Terms & Condition of Appointment – There is no change in terms and condition for the New Statutory Auditor. The Statutory Auditor shall be liable for the Statutory Audit and other allied works, projects and assignments of the Company for each Financial Year falling during the tenure of appointment.
2. Requirement of Appointment of New Statutory Auditor – As the M/s Mansaka Ravi & Associates firm has resigned due to pre-occupancy, Company has to appoint a Statutory Auditor for the Statutory Audit for the Financial Year 2020-21, so on the basis of recommendation made by the Audit Committee, M/s Gourisaria Goyal & Co. has been appointed.



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3. Remuneration – The remuneration to be paid is more in comparison to the remuneration paid to previous outgoing statutory auditor due to the vast and more experience in the field of Statutory Audit of the Companies.

The Board of Directors recommend the Ordinary Resolution as set out in Item No. 3 of the Notice for the approval of the shareholders, as in the opinion of the Board, M/s Gourisaria Goyal & Co., fulfils the conditions for appointment as specified in the Companies Act, 2013.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

A copy of the draft letter of appointment of M/s Gourisaria Goyal & Co. as Statutory Auditor of the Company, stating the terms and conditions, is available for inspection by the Members at the Registered Office of the Company.

#### **ITEM 4:**

The Board of Directors of the Company appointed Mr. Anil Kumar Garg (DIN: 03631635) as an Additional & Independent Director on the Board of the Company with effect from November 23, 2019. He was appointed pursuant to Section 161 of the Companies Act, 2013, read with the rules framed there under and the Articles of Association of the Company and other applicable provisions. In terms of the provisions of Section 161 of the Companies Act, 2013, Mr. Anil Kumar Garg to hold office till conclusion of the next Annual General meeting and subject to the approval of the members in the ensuing General Meeting, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the act and who is eligible for appointment as an independent director to hold the office for 5 consecutive years form 23.11.2019 to 22.11.2024. The presence of the appointment of Mr. Anil Kumar Garg in the board of director will help's to significant growth and better corporate governance of the Company. The details of Mr. Anil Kumar Garg, as required to be given pursuant to the listing regulations and the secretarial standards are as follows.

S.No	Particulars	Details
1	Name of the Director and DIN	Anil Kumar Garg (03631635)
2	Designation	Non- Executive Independent Director
3	Date of Birth	24.04.1958
4	Qualification	Graduate
5	Date of Original Appointment	23.11.2019
6	No. of Board Meetings attended during the Year	Two Board Meetings
7	Experience and Expertise	Mr. Anil Kumar Garg has 40 years of experience in all functional areas of an Organisation. Besides handling commercial / purchase function for the division as a whole he is extensively experienced (both internationally and nationally). He has proven expertise in driving efficiency and productivity through evaluation of financial management systems and implementation of process improvements.
8	Relationship between Directors, Manager and other Key Managerial Personnel	There is no relationship between Anil Kumar Garg and other Directors or KMP or Manager of the Company



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9	Directorship in other Companies	He is director in two (2) Private Company
10	No. of Equity Shares held in the company	NA
11	Terms and conditions of reappointment & Remuneration sought for	Appointed as Non-Executive Independent Director on terms and condition of the section 149 of Companies Act 2013.
12	Details of remuneration last drawn	NA
13	Chairmanship/Membership of Committees in the Board of other Companies	Nil

Mr. Anil Kumar Garg is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Anil Kumar Garg that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act. Mr. Anil Kumar Garg possesses appropriate skills, experience and knowledge; inter alia, in the field of finance. In the opinion of the Board, Mr. Anil Kumar Garg fulfils the conditions for his appointment as an Independent Director as specified in the Act.

The Board of Directors recommend the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval of the shareholders, as in the opinion of the Board, Mr. Anil Kumar Garg fulfils the conditions for appointment as specified in the Companies Act, 2013. Mr. Anil Kumar Garg himself is interested in the resolution under Item No. 4.

Save and except Mr. Anil Kumar Garg, being appointee, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

A copy of the draft letter of appointment of Mr. Anil Kumar Garg as an Independent Director stating the terms and conditions, is available for inspection by the Members at the Registered Office of the Company.

**On behalf of the Board of Directors  
For Globe International Carriers Limited**

sd/-  
Subhash Agrawal  
(Managing Director)  
DIN: 00345009  
Address: 703-704, Shree Villa Apartment,  
A-26-F Bhartiya Path, K.C Road, Bani Park Jaipur 302006

Date: 20.10.2020  
Place: Jaipur