

NOTICE OF 8th ANNUAL GENERAL MEETING

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NOTICE IS HEREBY GIVEN THAT THE 8TH ANNUAL GENERAL MEETING OF THE MEMBERS OF GLOBE INTERNATIONAL CARRIERS LIMITED, (FORMERLY KNOWN AS GLOBE INTERNATIONAL CARRIERS PRIVATE LIMITED) HAVING CIN – L60232RJ2010PLC031380, WILL BE HELD ON, FRIDAY, 28TH SEPTEMBER, 2018 AT 12.30P.M. AT ITS REGISTERED OFFICE SITUATED AT 301 - 306, PRAKASH DEEP COMPLEX, NEAR MAYANK TRADE CENTRE, STATION ROAD JAIPUR-302006, (RAJASTHAN) 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, 2018, 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, 2018, 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.
3. To ratify the appointment of Statutory Auditors for the Financial Year 2017-18:

To consider and approve the following ordinary resolution, with or without modification(s):

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 read with the Companies (Audit & Auditors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment thereof, for the time being in force), M/s. Mansaka Ravi & Associates, Chartered Accountants, having Firm Registration No. 015023C, who have been appointed as Statutory Auditor of the Company for the period of five years in the Annual General Meeting held on 30.09.2014 subject to the ratification by members in every Annual General Meeting, and who have confirmed their eligibility to be appointed as Statutory Auditors in terms of the provisions of Section 141 of the Companies Act, 2013 and the relevant Rules and offered themselves for re-appointment, be and is hereby ratified and confirmed as Statutory Auditor of the company till the next Annual General Meeting, at such remuneration plus service tax, out-of-pocket expenses, travelling and living expenses, etc., as may be mutually agreed between the Board of the Company and M/s. Mansaka Ravi & Associates”

SPECIAL BUSINESS:

4. Ordinary Resolution for appointment of Mr. Suneel Sayarmal Mohnot (DIN: 06796931) as an Independent Director:

To consider and approve the following ordinary resolution, with or without modification(s):

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mr Suneel Sayarmal Mohnot (DIN: 06796931), who was appointed as an Additional & Independent Director of the Company with effect from January 30, 2018, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years with effect from January 30, 2018.”

**On behalf of the Board of Directors
For Globe International Carriers Limited**
(Formerly known as Globe International Carriers Private Limited)

Date: 17/08/2018
Place: Jaipur

sd/-
Subhash Agrawal
(Chairman & Managing Director)
DIN: 00345009
Address: 703, Shree Villa Apartment,
Bhartiya Path, K.C. Road, Banipark, Jaipur (Raj.)

1. A member entitled to attend and vote at the annual general meeting (the meeting) is entitled to appoint a proxy, or more proxies (where allowed) to attend and vote on a poll on his behalf and such proxy need not be a member of company. A proxy may be sent in the form no. Mgt-11 enclosed and in order to be effective must reach the registered office of company at least 48 hours before the commencement of meeting. Proxy form, in order to be effective. Must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. Corporate Members intended to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members, Proxies and Authorized Representatives are requested to bring to the meeting their copy of Annual Report, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. In accordance with the provisions of section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain close from Friday, September 21, 2018 to Friday, September 28, 2018 (both days inclusive).
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and contact numbers, etc., to their depository participant (DI). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents Sharex Dynamic (India) Pvt. Ltd. to provide efficient and better services.
7. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website VIZ. www.gicl.co.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
9. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs and ensure that the same is also updated with their respective demat account(s). The registered e-mail address will be used for sending future communications.
10. All relevant documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company during normal business hours (9:00 to 5:00) on all working days (i.e. except Saturday, Sunday and Public Holiday) upto the date of the AGM.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Shareholders at the AGM.
12. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Shareholders at the AGM.
13. The Notice of Annual General Meeting will be sent to the Members, whose names appear in the Register of Members / Beneficial Owners position list provided by Depositories at closing hours of business, on Friday, August 17, 2018.
14. M/s. M. Sancheti & Associates, Practising Company Secretaries, (FCS No. 7972, CP No.8997), of Jaipur have been appointed as the Scrutinizer to scrutinize the voting at the venue of the AGM in a fair and transparent manner. The Scrutinizer will, after the conclusion of the AGM, scrutinize the votes cast at the meeting, make a consolidated Scrutinizer's report and submit the same to the Chairman or Authorised Person.
15. As per Notification issued by Ministry of corporate Affairs dated March 19, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and XC as per SEBI (ICDR) Regulations, 2009 will be exempted from E-voting provisions. Company is covered under Chapter XB and is listed on SME platform of NSE EMERGE. Hence, company is not providing E-voting facility to its shareholders.
16. As per the Notification issued by dated September 2, 2015 under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 the compliance with the corporate Governance Provisions shall not apply in respect of the Listed Entity which has listed its specified securities on the SME Exchange.
17. Map for 8th AGM venue is given at the end of this notice

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

Sd/-
Subhash Agrawal
Chairman & Managing Director
DIN : 00345009
Address: 703, Shree Villa Apartment,
Bhartiya Path, K.C. Road, Banipark, Jaipur (Raj.)

Date : 17/08/2018
Place : Jaipur

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:
ITEM 4:

The Board of Directors of the Company appointed Mr. Suneel Sayarmal Mohnot (DIN: 06796931) as an Additional & Independent Director on the Board of the Company with effect from January 30, 2018. 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. Suneel Sayarmal Mohnot will hold office up to the date of the ensuing Annual General Meeting. The details of Mr. Suneel Sayarmal Mohnot, as required to be given pursuant to the Listing Regulations and the Secretarial Standards, are as follows:

Name of the Director	Age	DIN	Date of joining of the Board	Profile of the Director	Terms and conditions of re-appointment	Remuneration last drawn	Remuneration proposed to be paid	Number of Meetings of the Board attended during the year (FY17-18)	No. of shares held in the Company
Mr. Suneel Sayarmal Mohnot	59	06796931	30.01.2018	Separately given in the Directors profile	Item No. 4 of the Notice of AGM dated 17th August, 2018 convening the 8th Annual General Meeting	NA	Item No. 4 of the Notice of AGM dated 17th August, 2018 convening the 8th Annual General Meeting	1 (ONE)	NIL

Directorships of other Boards as on 31st March, 2018 were Welspun Zucchi Textiles Limited, Bigwin Infotech Private Limited, Exolve Technologies Private Limited, Anjar Integrated Textile Park Developers Private Limited where as Membership / Chairmanship of Committees of other Boards as on 31st March, 2018 was Nil (except the Globe International Carriers Limited). The presence of the appointment of Mr. Suneel Sayarmal Mohnot in the board of directors will help's to significant growth and better corporate governance of the Company. Mr. Suneel Sayarmal Mohnot 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. Suneel Sayarmal Mohnot that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act. Mr. Suneel Sayarmal Mohnot possesses appropriate skills, experience and knowledge; inter alia, in the field of finance. In the opinion of the Board, Mr. Suneel Sayarmal Mohnot fulfills the conditions for his appointment as an Independent Director as specified in the Act.

He has 33 years of experience in all functional areas of an Organisation. He is a university gold medalist in MBA, Jodhpur Management Programme and M.Com. from university of Udaipur. He Worked at Reliance Industries Ltd (Textile Division) between July 1996 to August 2013 where he set up Auto Textiles Business (2007 to 08/2013) - from scratch, 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.

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. Suneel Sayarmal Mohnot fulfils the conditions for appointment as specified in the Companies Act, 2013. Mr. Suneel Sayarmal Mohnot himself is interested in the resolution under Item No. 4.

Save and except Mr. Suneel Sayarmal Mohnot, 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.

**On behalf of the Board of Directors
For Globe International Carriers Limited
(Formerly known as Globe International Carriers Private Limited)**

Date: 17/08/2018

Place: Jaipur

sd/-
Subhash Agarwal
(Chairman & Managing Director)
DIN: 00345009
Address: 703, Shree Villa Apartment,
Bhartiya Path, K.C. Road, Banipark, Jaipur

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

CIN: L60232RJ2010PLC031380

Name of the Company: **Globe International Carriers Limited** (Formerly known as Globe International Carriers Private Limited)
Registered Office: 301 - 306, Prakash Deep Complex, Near Mayank Trade Centre, Station Road Jaipur - 302006, (Rajasthan)

Name of the Member (s): Registered Address: E-mail Id: Folio No/ Client Id : DP Id :	
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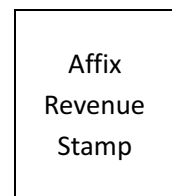
I/We, being the Member (s) of shares of the above named Company, hereby appoint

1. Name: Address:.....E-mail Id:.....
Signature.....or failing him.....
2. Name: Address:.....E-mail Id:.....
Signature.....or failing him.....
3. Name: Address:.....E-mail Id:.....
Signature.....or failing him.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8th Annual General Meeting of the Company, to be held on Friday, 28th September, 2018 at 12.30P.M. at its Registered Office at **301 - 306, Prakash Deep Complex, Near Mayank Trade Centre, Station Road, Jaipur - 302006, (Rajasthan)** and at any adjournment thereof in respect of such resolutions as are indicated below:

Affix Revenue Stamp Resolution No.:

- 1.....
- 2.....
- 3.....
- 4.....



Signature of Shareholder

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

(TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

1. Name of The Attending Member (In Block Letter) _____
2. Registered Folio No./DP & Client ID : _____
3. Name of proxy (in block letters) : _____
(to be filled if the proxy attends instead of the Member)
4. No of Shares held : _____

I certify that I am a registered shareholder / proxy / authorized representative for registered share holder of the Company.

I hereby record my presence at the 8th Annual General Meeting of the Company at the registered office of the company, situated at **301 - 306, Prakash Deep Complex, Near Mayank Trade Centre, Station Road Jaipur - 302006, (Rajasthan)** on Friday, 28th September, 2018 at 12.30 P.M.

Member's / Proxy's Signature

Note: - Please fill up this attendance slip and hand it over at the entrance of the Meeting hall. Members are requested to bring their copy of the Annual Report.



ROUTE MAP

