Globe
GLOBE INTERNATIONAL CARRIERS LTD.
Formerly known as Globe International Carriers Pvt. Ltd.

Regd. 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 | Website: www.gicl.co
CIN: L60232RJ2010PLC031380

Date: 04.09.2019

To,
The National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor, Plot No. C/1
G-Block Bandra Kurla Complex, Bandra (E)
Mumbai 400051
Maharashtra, India
Symbol – GICL

ISIN- INE947T0104

Subject: Notice of Annual General Meeting and Annual Report for the FY 2018-19.

Dear Sir/ Madam,

The 9th Annual General Meeting of the Members of the Company is scheduled to be held on Monday, September 30, 2019 at 12.30 P.M. at registered office of the company at 301 - 306, Prakash Deep Complex, Near Mayank Trade Centre, Station Road Jaipur-302006, Rajasthan.

Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 at the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2016, SME Listed Companies are exempted from providing E-voting facility to its Members and so the Company has not given E-voting facility to its Members.

Further, in compliance with Reg. 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the Financial Year 2018-2019.

The Annual Report containing the Notice is also uploaded on the Company's website i.e. www.gicl.co

Kindly take the above information on your records and acknowledge.

Thanking You
For Globe International Carriers Limited
(Formerly Known as Globe International Carriers Pvt. Ltd.)

GLOBE INTERNATIONAL CARRIERS LTD. GICL

SUBHASH AGRAWAL
(Chairman & Managing Director)
DIN: 00345009

NOTICE OF ANNUAL GENERAL MEETING

Dear Stakeholders,

You are cordially invited to attend the 9th Annual General Meeting (The 'AGM') of the Shareholders of **GLOBE INTERNATIONAL CARRIERS LIMITED** (Formerly known as Globe International Carriers Private limited) (The 'Company') having CIN – L60232RJ2010PLC031380, to be held on Monday, 30th September, 2019 at 12.30 P.M. at its Registered Office situated at 301 - 306, Prakash Deep Complex, Near Mayank Trade Centre, Station Road Jaipur-302006.

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

Thanking You,

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,
A-26-F, Bhartiya Path, K.C. Road,
Banipark, Jaipur

Enclosures:

1. Notice of the AGM along with Explanatory Notes
2. Attendance Slip
3. Proxy Form (MGT-11)
4. Route Map

NOTICE OF 9th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 9th (NINTH) 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, MONDAY, 30TH SEPTEMBER, 2019 AT 12.30 P.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, 2019, 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 on March 31, 2019, together with the report of the Auditors thereon.

2. To appoint a Director in place of Mrs. Surekha Agarwal(DIN: 00345237), who retires by rotation and being eligible, offer herself 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, Mrs. Surekha (DIN: 00345237), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation:

3. Appointment of Statutory Auditor
   To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/S Mansaka Ravi& Associates, Chartered Accountants, Jaipur (Firms Registration No. 015023C), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of three consecutive years, from the conclusion of the 9th Annual General Meeting to be held in the year 2019 till the conclusion of the 12th Annual General Meeting of the Company to be held in the year 2022 on such remuneration as may be fixed by the Board of Directors in consultation with the Auditors."

SPECIAL BUSINESS:

4. Regularization of appointment of Ms. Riya Uttamprakash Agarwal (DIN 05279280) from Additional Independent Director to Independent Director.

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

"RESOLVED THAT pursuant to provisions of Section 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act,2013 and read rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment for the time being in force) and as per applicable Regulations and schedules of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 the consent of the members be and are hereby accorded for regularization of appointment of Ms. Riya Uttamprakash Agarwal (DIN 05279280) from additional Independent director to Independent Director, as recommended by Nomination and Remuneration Committee and Board of Directors, in their meeting held on 29th May, 2019, on the basis of the performance evaluation to hold office for a period of five

years w.e.f. 29th May, 2019, and a declaration that she 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."

5. Regularization of appointment of Mr. Prakash Chandra Goyal (DIN: 08345809) from Additional Independent Director to Independent Director.

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

"RESOLVED THAT pursuant to provisions of Section 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and read rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment for the time being in force) and as per applicable Regulations and schedules of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 the consent of the members be and are hereby accorded for regularization of appointment of Mr. Prakash Chandra Goyal (DIN: 08345809) from additional Independent director to Independent Director, as recommended by Nomination and Remuneration Committee and Board of Directors, in their meeting held on 01st April, 2019, on the basis of the performance evaluation to hold office for a period of five years w.e.f. 01st April, 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
(Formerly known as Globe International Carriers Private Limited)

Date: 04.09.2019
Place: Jaipur

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

NOTES: -

1. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 for item no. 4 and 5 are annexed herewith.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF. AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY**.

   Pursuant to section 105 of Companies Act, 2013, a person can act as proxy on behalf of not more than 50(Fifty)members holding in aggregate, not more than ten percent of the total share capital of the company. Members holding more than ten percent of the total share capital of the company may appoint a single person as a proxy for any other member. The instrument in proxy, in order to be effective, should be deposited at the registered office of the company duly completed and signed, not later than 48 (forty-eight) hours before the commencement of the meeting. A Proxy form is annexed to this report. Proxies submitted on behalf of limited Companies, Societies, etc. Must be supported by an appropriate resolution/ Authority, as applicable.

3. Corporate Members Intending to send their authorized representative to attend the Annual General Meeting, pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.

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 terms of Section 152 of the Companies Act, 2013 Mrs. Surekha Agarwal (DIN: 00345237) retires by rotation at this meeting. Nomination and Remuneration Committee and the Board of Directors of the Company recommended her re-appointment.

6. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015, The Register of Members and Share Transfer Books of the company shall remain closed from Tuesday, September24, 2019 to Monday, September30, 2019 (both days inclusive).

7. The members whose names appears as on Monday, September 23, 2019 in the Register of Members are entitled for voting in the meeting.

8. All documents referred in the notice and accompany explanatory statements are open for inspection at the Registered office of the Company during office hours on all days except Saturday-Sunday & Public Holidays between 11:00 A.M. to 5:00 P.M up to the date of Annual General Meeting.

9. 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.

10. The Notice of the AGM along with the Annual Report 2018-19 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 2018-19 will also be available on the Company's website VIZ. www.gicl.co.

11. 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.

12. 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.

13. 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.

14. 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.

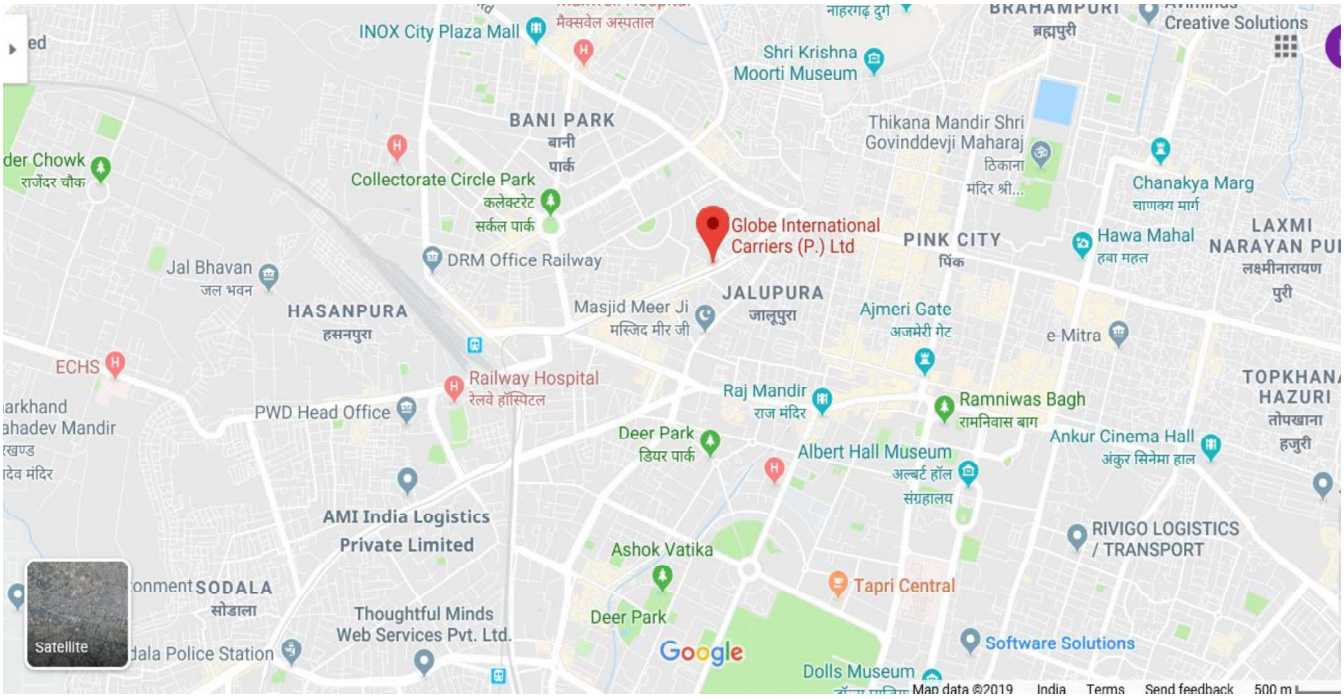
15. The Notice of Annual General Meeting will be sent to the Members, whose names appear in the Register of Members / Beneficial Owners position list provided by Depositories at closing hours of business, on Friday, August 30, 2019.

16. M/s. M. Sancheti & Associates, Practicing 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 Authorized Person.

17. 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.

18. 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.

19. The Map and Venue of AGM: **Globe International Carriers Limited**, 301 - 306, Prakash Deep Complex, Near Mayank Trade Centre, Station Road, Jaipur – 302006 (Rajasthan) is as follows



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

ITEM 3:

At the AGM of the company held on 30th September 2014, M/s Mansaka Ravi & Associates, Firm Registration Number: 015023C, Chartered Accountants, were appointed for a term five years i.e. till the conclusion of 9th Annual General Meeting. In terms of Section 139 a firm of chartered Accountants cannot be appointed for more than 2 terms of 5 consecutive terms of five years subject to the manner of rotation provided in illustration of rule 6 (Manner of Rotation of Auditors by the Companies on Expiry of Their Term) of The Companies (Audit and Auditors) Rules, 2014 it is proposed on recommendation of Audit Committee to appoint M/s Mansaka Ravi & Associates, Firm Registration Number: 015023C, Chartered Accountants for a further period of Three years i.e. from the conclusion of the 9th Annual General Meeting to be held in the year 2019 till the conclusion of the 12th Annual General Meeting of the Company to be held in the year 2022 ."subject to the approval of the Members in view of its total audit period of seven years till now, on a remuneration mutually decided by and between auditors and Board of Directors. They have confirmed that they are not disqualified from continuing as Auditor of the Company.

ITEM 4:

The Board of Directors of the Company appointed Ms. Riya Uttamprakash Agarwal (DIN 05279280) as an Additional & Independent & Non-Executive Director on the Board of the Company with effect from May 29, 2019. She 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, Ms. Riya Uttamprakash Agarwal hold the office till

the 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 She 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 office for 5 (five) consecutive years from May 29, 2019 till May 28, 2024." The presence of the appointment of Ms. Riya Uttamprakash Agarwal in the board of directors will help's to significant growth and better corporate governance of the Company. The details of Ms. Riya Uttamprakash Agarwal, 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 (FY18-19)**	**No. of shares held in the Company**
Ms. Riya Uttamprakash Agarwal	26	05279280	29.05.2019	Separately given in the directors' profile	Item No. 4 of the Notice of AGM Dated 04th September, 2019 convening the 9th Annual General Meeting	NA	Item No. 4of the Notice of AGM dated 04th September, 2019 convening the 9th Annual General Meeting	NIL	NIL

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

MS. Riya Uttamprakash Agarwal is (B.Com) Graduate from Mumbai University and is an Associate Member of the Institute of Chartered Accountants of India (ICAI Membership No. 179986), She possesses a wide experience in Accounts, Finance, Audit and Financial Management.

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; Ms. Riya Uttamprakash Agarwal fulfils the conditions for appointment as specified in the Companies Act, 2013. Ms. Riya Uttamprakash Agarwal himself is interested in the resolution under Item No. 4.

Save and except Ms. Riya Uttamprakash Agarwal, 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.

ITEM 5:

The Board of Directors of the Company appointed Mr. Prakash Chandra Goyal (DIN 08345809) as an Additional Director (Non-Executive & Non-Independent) on the Board of the Company with effect from April 01, 2019 to. He appointed pursuant to pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 read with rules made thereunder and other applicable provisions, sections, rules of the Companies Act, 2013, Mr. Prakash Chandra Goyal (DIN 08345809) hold the office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing General Meeting. whose office is liable to retire by rotation." The presence of the appointment of Mr. Prakash Chandra Goyal in the board of directors will help's to significant growth and better corporate governance of the Company. The details of Ms. Riya Uttamprakash Agarwal, 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 (FY18-19)	No. of shares held in the Company
Mr. Prakash Chandra Goyal	51	08345809	01.04.2019	Separately given in the directors' profile	Item No. 5 of the Notice of AGM Dated 04th September, 2019 convening the 9th Annual General Meeting	NA	Item No. 5 of the Notice of AGM dated 04th September, 2019 convening the 9th Annual General Meeting	NIL	NIL

Mr. Prakash Chandra Goyal (DIN 08345809) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Mr. Prakash Chandra Goyal, hold degree of B.Tech Engineer (Mechanical) from the University of Pune. Presently, he is engaged in business of Automobile Industry, Specialization in the field of marketing and sales. He is actively engaged in various Social Groups, like "Lions Club International" for social works and welfare activities. He was a Regional Head of Lions Club International. He has gained rich experiences. the details of his previous vast experiences are as follows:

15 years of experience in Marketing and Sales of Automobile Industry. Worked in fertilizers distributorship and logistics for 10 years. He also worked in manufacturing industries for 2 years in Pune.

The Board of Directors recommend the Ordinary Resolution as set out in Item No. 5 of the Notice for the approval of the shareholders, as in the opinion of the Board, Mr. Prakash Chandra Goyal fulfils the conditions for appointment as specified in the Companies Act, 2013. Mr. Prakash Chandra Goyal himself is interested in the resolution under Item No. 5.

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

Date: 04.09.2019
Place: Jaipur

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

Form No. MGT-11

Proxy form

[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

Name of the Member (s) : Registered Address: E-mail Id: Folio No/ Client Id : DP Id :	

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 9th Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 AT 12.30 P.M at its Registered Office situated at **301 - 306, Prakash Deep Complex, Near Mayank Trade Centre, Station Road, Jaipur** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:
1.....
2.....
3.....
4.....
5.....

Affix Revenue Stamp

_____ _____

Signature of Shareholder Signature of Proxy Holder

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 shareholder of the Company.

I hereby record my presence at the 9th 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** on Monday, 30th September, 2019 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.