



**Regd. Office:** 301-306, Prakash Deep Complex, Near Mayank Trade Centre, Station Road, Jaipur- 302006  
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**CIN:** L60232RJ2010PLC031380

## **GLOBE INTERNATIONAL CARRIERS LTD.**

Formerly known as Globe International Carriers Pvt. Ltd.

### **NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 15<sup>TH</sup> ANNUAL GENERAL MEETING ("AGM") OF MEMBERS OF GLOBE INTERNATIONAL CARRIERS LIMITED ("the Company") WILL BE HELD TUESDAY, 23<sup>RD</sup> SEPTEMBER, 2025 AT 03:00 P.M. (IST) THROUGH VIDEO CONFERENCING ('VC') or OTHER AUDIO-VISUAL MEANS ('OAVM') FACILITY, TO TRANSACT THE FOLLOWING BUSINESS:**

#### **ORDINARY BUSINESS:**

##### **ITEM NO. 1**

To receive, consider, and adopt:

- (a) the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 together with report of the Board of Directors and Auditors thereon; and
- (b) the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 together with report of the Board of Directors and Auditors thereon.

##### **ITEM NO. 2**

To appoint a director in place of Mr. Shubham Agrawal (DIN: 06909889) who retires by rotation at this Annual General Meeting and being eligible, seeks reappointment.

##### **ITEM NO. 3**

Re-Appointment of M/s Gourisaria Goyal and Co. as the Statutory Auditors 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, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon recommendation of the Audit Committee, M/s Gourisaria Goyal And Co., Chartered Accountants (Firm Registration No. 016681C), be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) years i.e. from the conclusion of this Annual General Meeting till the conclusion of Twentieth Annual General Meeting of the Company, at such remuneration as may be approved by the Audit Committee/ Board of Directors of the Company from time to time.

**RESOLVED FURTHER THAT** the Audit Committee/ Board of Directors of the Company be and are hereby authorized to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Auditors, during the tenure of their appointment."

#### **SPECIAL BUSINESS:**

##### **ITEM NO. 4**

To appoint M/s CSM & Co., Company Secretaries, Jaipur, a Peer Reviewed Firm of Company Secretaries in Practice, as the Secretarial Auditors of the Company, to hold office for the term of 5 (Five) consecutive years effective from FY 2025-26 to FY 2029-30

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

**"RESOLVED THAT** in terms of Section 204(1) of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including such other provisions as may be applicable read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Audit Committee and Board of Directors of the



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Company, M/s. CSM & Co., Practising Company Secretaries, Jaipur bearing Peer Review Certificate No. 6668/2025 be and are hereby appointed as the Secretarial Auditors of the Company to hold the office for the term of 5 (Five) consecutive years effective from FY 2025-26 to FY 2029-30 at a remuneration of Rs. 1,00,000 (Rupees One Lakh Only) plus other certification fees, taxes as applicable and out-of-pocket expenses at actuals for FY 2025-26 with the power to the Board to alter and vary the terms and conditions of their appointment, revision (including upward revision) in the remuneration during the remaining tenure of 4 (Four) years including by reason of the necessity on account of conditions as may be stipulated by the authority, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

### ITEM NO. 5

Sub-Division/Split of Equity Shares and Consequent Amendment in the Memorandum of Association

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

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61(1)(a), 61(1)(d) and other applicable provisions of the Companies Act, 2013 ("the Act"), if any, read with the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") [including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force], in accordance with the Articles of Association of the Company and subject to such permissions, consents and approvals as may be required from concerned statutory authorities, approval of the members of the Company be and is hereby accorded for sub-division / split of equity shares of the Company, such that 1 (One) equity share having face value of Rs.10/- (Rupees Ten only) each, fully paid-up, be subdivided into 2 (Two) equity shares having face value of Rs. 5/- (Rupees Five only) each, fully paid-up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose ("Record Date") by the Board (hereinafter the term 'Board', shall be deemed to encompass any committee formed by the Board, including those constituted by the Board subsequently, and any individual authorised by the Board) of the Company.

**RESOLVED FURTHER THAT** pursuant to the sub-division / split of equity shares of the Company, the authorised share capital of face value of Rs.10/- (Rupees Ten only) each, fully paid up, existing on the Record Date, shall stand sub-divided as follows:

Type of Capital	Pre Sub-division			Post Sub-division		
	No. of equity shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of equity shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Authorised Share Capital (To be increased pursuant to postal ballot notice dated - 06/08/2025)	6,00,00,000	10	60,00,00,000	12,00,00,000	5	60,00,00,000

**RESOLVED FURTHER THAT** pursuant to the sub-division / split of equity shares of the Company, all Issued, Subscribed and Paid-up equity shares of face value of Rs.10/- (Rupees Ten only) each, fully paid up, existing on the Record Date, shall stand sub-divided as follows:

Type of Capital	Pre Sub-division			Post Sub-division		
	No. of equity shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of equity shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Issued, Subscribed and Paid-up Share Capital	2,79,88,647	10	27,98,86,470	5,59,77,294	5	27,98,86,470



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**RESOLVED FURTHER THAT** that upon sub-division / split of equity shares as aforesaid and with effect from the Record Date:

- a) for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the members to surrender their existing share certificate(s), shall issue new share certificate(s) / Letter of Confirmation(s) of the Company in compliance with the prevailing laws / guidelines in this regard; and
- b) for the equity shares held in dematerialised form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act and the Rules made thereunder, consent of members of the Company be and is hereby accorded to substitute the existing Clause V of the Memorandum of Association of the Company with the following new clause:

**"V. The Authorised Share Capital of the Company is Rs. 60,00,00,000 (Rupees Sixty Crore only) divided into 12,00,00,000 (Twelve Crore) Equity Shares of Rs. 5/- (Rupees Five only) each with the rights and conditions attached thereto as provided by the Articles of Association of the Company for the time being. with powers to divide the shares in the Capital into different classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being."**

**RESOLVED FURTHER THAT** the sub-division / split of equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division / split of equity shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the sub-division/ split of the equity shares as aforesaid and to carry out/ execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further approval/ consent of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** Board of Directors, be and is hereby authorised to delegate all or any of the powers conferred by these resolutions to Committee(s) or any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolution, with power to such Committee(s) to further delegate all or any of its powers.

### **ITEM NO. 6**

Issue of Bonus Shares

To consider and, if thought fit, to give assent/dissent to the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the



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Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Foreign Exchange Management Act, 1999 ("FEMA") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, the Articles of Association of the Company and subject to such approvals as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall include any duly constituted committee empowered by the Board to exercise its powers) for capitalisation of a sum not exceeding Rs. 27,98,86,470/- (Rupees Twenty-Seven Crore Ninety-Eight Lakh Eighty-Six Thousand Four Hundred Seventy Only) from amount standing to the credit of the reserves and surplus account of the Company or such other accounts as are permissible to be utilized for the purpose of issue and allotment of bonus equity shares of Rs. 5/- (Rupees Five only) each credited as fully paid-up to eligible members of the Company holding equity shares of Rs. 5/- (Rupees Five only) each whose names appear in the Register of Members / Register of Beneficial Owners on the 'Record Date' to be determined by the Board for this purpose, in the proportion of 1:1 i.e., 1 (One) new fully paid up equity share of Rs. 5/- (Rupees Five only) each for every 1 (One) existing fully paid-up equity share of Rs. 5/- (Rupees Five only) each (post sub-division/split) held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors / Foreign Institutional Investors and other Foreign Investors, shall be subject to the approval, if any, of RBI under the FEMA or any other regulatory authority.

**RESOLVED FURTHER THAT** pursuant to SEBI (ICDR) Regulations and Listing Regulations, the allotment of shares in bonus issue shall be made only in dematerialised form and thus, in case of members who hold equity shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** any of the Executive Directors and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto, including taking all necessary steps required to deal with fractional bonus shares, if any.



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**RESOLVED FURTHER THAT** Board of Directors, be and is hereby authorised to delegate all or any of the powers conferred by these resolutions to Committee(s) or any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolution, with power to such Committee(s) to further delegate all or any of its powers.

### **ITEM NO. 7**

Alteration in the Memorandum of Association of the Company by Amendment in Object Clause

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and the rules made thereunder, the consent of the shareholders be and is hereby accorded to alter Clause III(A) of the Memorandum of Association of the Company (Main Object Clause), by inserting the following new main object at serial no. 5, after the existing clause no. 4:

5. To carry on the business of generation, production, development, purchase, transmission, distribution, trading, sale and supply of electrical power and energy from renewable sources, particularly solar energy, and other non-conventional sources such as wind, hydro, biomass, tidal and similar sources; to establish, install, operate, maintain, manage and deal in solar power plants, solar parks, rooftop solar systems, solar farms, and related infrastructure; to manufacture, procure, import, export, buy, sell or lease solar modules, inverters, batteries, storage systems, and other equipment or materials used in solar energy generation and distribution; and to enter into agreements, partnerships or contracts with central or state governments, local authorities, private entities or individuals for the purpose of generation, transmission and supply of solar power or for implementation of solar energy projects, and to undertake all connected and ancillary activities.

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient for giving effect to this resolution, including filing the necessary forms with the Registrar of Companies, Jaipur, such as e-form MGT-14, and making relevant amendments in the Memorandum of Association.”

### **For GLOBE INTERNATIONAL CARRIERS LIMITED**

Sd/-

Annu Sharma Khandelwal  
Company Secretary & Compliance Officer

Date: 28/08/2025

Place: Jaipur

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### **NOTES:**

1. The Ministry of Corporate Affairs ('MCA') issued General Circular Nos.14/2020, 17/2020, 20/2020,02/2021, 21/2021 and 2/2022 and 10/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021 and May 05, 2022, December 28, 2022 and 25th September, 2023 respectively (collectively referred to as "MCA Circulars") permitted the holding of AGM's by Companies, through Video Conferencing / Other Audio-Visual facility (VC/OAVM), up to December 31,2022 without the physical presence of the Members at a common venue. The Securities and Exchange Board of India ('SEBI') also issued Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, October 07, 2023 (collectively referred to as "SEBI Circulars"). In compliance with MCA Circulars, SEBI Circulars, provisions of the Act and the SEBI Listing Regulations, the AGM of the Company is being conducted through VC/OAVM Facility, which does not require the physical presence of members.
2. In accordance with the Secretarial Standard – 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated 22nd April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered office of the Company i.e. 301 - 306, Prakash Deep Complex, Near Mayank Trade Centre, Station Road Jaipur, Rajasthan - 302006, which shall be the venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
3. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Integrated Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Integrated Annual Report 2024-25 will also be available on the Company's website [www.gicl.co](http://www.gicl.co) and websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and AGM notice is also available on **CDSL website i.e. [www.evotingindia.com](http://www.evotingindia.com)**.
4. ALTHOUGH, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF/ HERSELF, SINCE THIS MEETING IS BEING HELD THROUGH VC/OAVM UNDER THE FRAMEWORK OF MCA CIRCULARS, WHERE PHYSICAL PRESENCE OF MEMBERS HAS BEEN DISPENSED WITH, THE FACILITY OF APPOINTMENT OF PROXY WILL NOT BE AVAILABLE. AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.
5. Mr. Manish Sancheti of M/s M Sancheti & Associates, Practicing Company Secretary having Membership No. F-7972 and COP No. 8997, has been appointed as the Scrutinizer to scrutinize the remote e-voting/e-voting process fairly and transparently. The Scrutinizer will submit the report to the Chairman or any person authorized by him after completion of the scrutiny and the results of the voting will be announced after the AGM of the Company. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM.
6. Members attending the AGM through VC / OAVM shall be counted to reckon the quorum under Section 103 of the Act.
7. Members whose email addresses / Bank details are not registered/updated are requested to register/ update by contacting their respective Depository Participant(s).
8. The Register of the Members and Share Transfer Books of the Company will remain closed from from Wednesday, 17th September, 2025 to Tuesday, 23<sup>rd</sup> September, 2025 (both days inclusive).



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9. The cut-off date for the purpose of remote e-voting and voting at the AGM shall be Tuesday 16<sup>th</sup>, September, 2025.
10. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting.  
The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through his registered e-mail address to Mr. Manish Sancheti at [man.sancheti@gmail.com](mailto:man.sancheti@gmail.com) with a copy marked to the Company Secretary at [cs@gicl.co](mailto:cs@gicl.co)
11. In case of Joint holders, attending the Meeting, only such joint holders, who are higher in the order of names, will be entitled to vote at the meeting.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the 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.
13. As per Regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Company has designated email ID of the grievance redressal division/compliance officer exclusively to register complaints by investors. Investors are requested to send their communication to the designated email id [cs@gicl.co](mailto:cs@gicl.co)
14. 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.
15. Kindly note that as per Listing Regulations it is mandatory for the Company to print the bank account details of the investors in the dividend payment instrument. Hence, you are requested to register/update your correct bank account details with the Company/RTA/ Depository Participant, as the case may be.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number Depository Participant details, bank account number, MICR code, IFSC code, etc. for shares held in the electronic form to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.
17. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Act, Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and documents referred in the notice, shall be available for inspection through electronic mode. Members may write to the Company at [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 a CDSL e-voting system at <https://www.evotingindia.com/>
18. As required under Listing Regulations and Secretarial Standards-2 on General Meetings details in respect of directors seeking re-appointment at the AGM, is separately annexed. Directors seeking re-appointment have furnished requisite declarations under section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.
19. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 7 days prior to the Meeting so that the required information can be made available at the Meeting.



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20. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
21. In terms of Section 152 of the Companies Act, 2013, Mr. Shubham Agarwal (DIN: 06909889), Director, retire by rotation at the Meeting and being eligible, offer himself for re-appointment. The Board of Directors of the Company recommends him respective reappointment.
22. A brief resume of Directors proposed to be re-appointed, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors' interest as stipulated, are provided as an Annexure – A1 to the notice.
23. As per SEBI's notification dated September 2, 2015, Corporate Governance provisions are not applicable to companies listed on the SME Exchange. However, since the Company's paid-up share capital has exceeded ₹25 Crores as on June 19, 2025, these provisions are now applicable. Accordingly, the Company is required to comply with the Corporate Governance requirements applicable to main board listed entities from this date onward.
24. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
25. **CDSL e-Voting System – For e-voting and Joining Virtual meetings.**
  1. 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 Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circular issued by the Ministry of Corporate Affairs dated January 13, 2021, in continuation and read with its Circulars dated April 08, 2020, April 13, 2020 and May 05, 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 entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting, as well as the e-voting system on the date of the AGM will be provided by CDSL.
  2. 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 to at least 500 members on first-come first-served basis. 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.
  3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
  4. Once the vote on a resolution is cast by a member, he/she shall not be allowed to change it subsequently or cast the vote again.
  5. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e., Tuesday, 16<sup>th</sup> September, 2025.
  6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.



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CIN: L60232RJ2010PLC031380

## GLOBE INTERNATIONAL CARRIERS LTD.

Formerly known as Globe International Carriers Pvt. Ltd.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.gicl.co](http://www.gicl.co). The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
8. 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 two working days 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.

### THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.**

- (i) The voting period begins on Saturday, 20<sup>th</sup> September, 2025 at 09:00 A.M. and ends on Monday, 22<sup>nd</sup> September, 2025 at 05:00 P.M. 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 Tuesday, 16<sup>th</sup> September, 2025 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facilities to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in the e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode**

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on the e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access the e-Voting facility.

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Pursuant to above said SEBI Circular, the Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for the CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach the e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on the Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/MUFGINTIME, so that the user can visit the e-Voting service providers website directly.</li> <li>3) If the user is not registered for Easi/Easiest, the option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> the system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the NSDL. Open web browser by typing the following URL: the system the 'he the home page A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also the Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not service provider name and you will the option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <a href="https://eservices.nsdl.com/cses.nsdl.com">eservices.nsdl.comces.nsdl.com</a>" and you will be re-<a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon following URL: service provider website for casting your vote during a new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see e-Voting page. Click the on Company name or e-Voting service provider name and you will be</li> </ol>

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	redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<b>Individual ShareHolders (holding securities in demat mode) login through their Depository Participants</b>	You can also login using the login credentials of your Demas account through your Depository Participant registered with NSDL/CDSL for the e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

### Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <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 sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR 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.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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 the 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant "Globe International Carriers Limited" on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on the "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - 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) on which they wish to vote on.



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**CIN:** L60232RJ2010PLC031380

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- 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 is authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@gicl.co](mailto:cs@gicl.co) (designated email address by the Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING THE MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after a successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for a better experience.
5. Further shareholders will be required to allow a Camera and use the Internet at good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through laptops connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. 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 at least 7 days before the 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 before the 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.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through the 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.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

## GLOBE INTERNATIONAL CARRIERS LTD.

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**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 update your email id & mobile no. with your respective Depository Participant (DP)

**3. For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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.

**For ease of participation by Members, provided below are key details regarding the AGM for reference:**

Sr. No.	Particulars	Details of access
1.	Link for live webcast of the AGM and for participation through VC/OAVM	<a href="https://www.evotingindia.com/">https://www.evotingindia.com/</a> by using e-voting credentials and clicking on video conference
2.	AGM queries and speaker registration	By email to <a href="mailto:cs@gicl.co">cs@gicl.co</a>
3.	Link for remote e-voting	<a href="https://www.evotingindia.com">https://www.evotingindia.com</a>
4.	Username and password for VC	Members may attend the AGM through VC by accessing the link <a href="https://www.evotingindia.com">https://www.evotingindia.com</a> by using the remote e-voting credentials. Please refer the instructions provided in the Notice.
5.	Helpline number for VC participation and e-voting	Contact CDSL at 022-23058738 and 022-23058542/43 or write them on <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or visit website: <a href="http://www.evotingindia.com">www.evotingindia.com</a>
6.	Cut-off date for e-voting	Tuesday, 16th September, 2025
7.	Time period for remote e-voting	From 20th September, 2025 – 09.00 A.M. to 22nd September, 2025 – 05.00 P.M.
8.	Book closure dates	Wednesday, 17 <sup>th</sup> September, 2025 to Tuesday, 23 <sup>rd</sup> September, 2025 (both days inclusive)



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## **GLOBE INTERNATIONAL CARRIERS LTD.**

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9.	Registrar and Transfer Agent – contact details	MUFG Intime India Private Limited,[ Formerly Known as Link Intime India Private Limited] C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083 : Tel: 022-49186270 EMAIL: <a href="mailto:rnt.helpdesk@in.mpms.muvg.com">rnt.helpdesk@in.mpms.muvg.com</a> : WEB : <a href="http://www.in.mpms.muvg.com">www.in.mpms.muvg.com</a>
10.	Globe International Carriers Limited - contact details	<b>Registered Office Address-</b> 301 - 306, Prakash Deep Complex, Near Mayank Trade Centre, Station Road Jaipur, Rajasthan – 302006 : Email- <a href="mailto:cs@gicl.co">cs@gicl.co</a> Tel No. - 0141-2361794/2368794/4083700 : Website- <a href="http://www.gicl.co">www.gicl.co</a>

## GLOBE INTERNATIONAL CARRIERS LTD.

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### DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (ANNEXURE- A1)

<b>NAME OF THE DIRECTOR</b>	<b>Mr. Shubham Agarwal</b>
<b>DIN</b>	06909889
<b>DATE OF BIRTH AND AGE</b>	28.02.1994, 31Years
<b>DATE OF THE FIRST APPOINTMENT ON THE BOARD</b>	07/11/2015
<b>QUALIFICATIONS</b>	He Holds A Degree In Bachelors Of Technology[B.Tech]
<b>EXPERIENCE AND EXPERTISE</b>	He is a Director of your Company. He is a young, dynamic and enthusiastic personality with highly motivated and leadership skills. He is Bachelor of Technology in Electronics and Communication Engineering from Vellore Institute of Technology. He is willing to innovate things which can improve the existing working culture of our Business. His dynamism helps us cope with the work pressures efficiently and effectively.
<b>NUMBER OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR (2024-25)</b>	6 out of 6
<b>DIRECTORSHIPS IN OTHER LISTED/UNLISTED COMPANIES</b>	None
<b>MEMBERSHIP / CHAIRMANSHIP OF COMMITTEES OF THE COMPANY</b>	None
<b>MEMBERSHIP / CHAIRMANSHIP OF COMMITTEES OF OTHER BOARD</b>	None
<b>DETAILS OF LISTED COMPANIES FROM WHICH THE DIRECTOR RESIGNED DURING FY 2019-20, FY 2020-21, FY 2022-23 AND FY 2023-24</b>	None
<b>SHAREHOLDING IN GLOBE INTERNATIONAL CARRIERS LIMITED</b>	6,75,000 Equity Shares
<b>RELATIONSHIP WITH OTHER DIRECTORS, MANAGERS AND OTHER KEY MANAGERIAL PERSONNEL OF THE COMPANY</b>	Son of Mr. Subhash Agrawal, Managing Director of the Company & Mrs. Surekha Agarwal, Whole Time Director of the Company, and brother of Saloni Agrawal, Chief Financial Officer of the Company."
<b>TERMS AND CONDITIONS OF APPOINTMENT OR RE-APPOINTMENT ALONG WITH DETAILS OF REMUNERATION SOUGHT TO BE PAID AND REMUNERATION LAST DRAWN</b>	As per the Nomination, Remuneration & Board Diversity Policy of the Company as displayed on the Company's website i.e. <a href="http://www.gicl.co">www.gicl.co</a> . Remuneration remains unchanged



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**Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, Disclosure under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the Secretarial Standard – 2 (Revised) as issued by the Institute of Company Secretaries of India.**

**Item no. 4:** To appoint M/s CSM & Co., Company Secretaries, Jaipur, a Peer Reviewed Firm of Company Secretaries in Practice as the Secretarial Auditors of the Company, to hold office for the term of 5 (Five) consecutive years effective from FY 2025-26 to FY 2029-30

Pursuant to the Regulation 24A of the SEBI Listing Regulations read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the appointment of M/s CSM & Co., Company Secretaries, Jaipur as the Secretarial Auditors of the Company has been recommended by the Board of Directors to the Members for the term of 5 (Five) consecutive years from the financial year 2025-26 till 2029-30 for their approval.

Prior to the introduction of Regulation 24A of the SEBI Listing Regulations, Mr. Manish Sancheti, Proprietor of M Sancheti & Associates were appointed as the Secretarial Auditor for the financial year 2022-23, 2023-24, and 2024-25, respectively, in terms of provisions of Section 204 of the Act and he is one of the partner of M/s CSM & Co. As the Secretarial Auditor, Mr. Manish Sancheti has demonstrated his expertise and proficiency in handling Secretarial audits of the Company to date and same is expected with his firm.

In terms of Regulation 36(5) of the SEBI Listing Regulations, the Members are requested to note that:

- a) M/s CSM & Co. was formed in 2025 by Jaipur based prominent Practising Company Secretaries, with each partner is having minimum 15 years of experience. Partners have played a pivotal role in assisting listed companies and consulting on listing issues.

The firm has a pool of Professionals with varied skill sets, to bring out synergy in the corporate legal and corporate advisory services with a pivotal role in Secretarial Audit, catering to wide range of clients, including a large number of local and multinational companies. Its strength is its team of qualified, experienced, and trained professionals who treasure the value of diligence and knowledge.

For more details, the website link of the firm is given for the reference purpose <https://csmco.in/>.

- b) The Members are also requested to note that any association of individual/firm as the Secretarial Auditor of the listed entity before 31<sup>st</sup> March, 2025, shall not be considered for computing the tenure under Regulation 24A of the SEBI Listing Regulations.
- c) M/s CSM & Co. (Firm Unique Code: P2025RJ105300) is a Peer Reviewed Firm of Company Secretaries in Practice and holds a valid Certificate of Peer Review (bearing No. 6668/2025) as issued by the ICSI and has confirmed their eligibility to be appointed as the Secretarial Auditor for the term of 5 (Five) years at the proposed audit fees as provided in Item No. 4 of this Notice.

M/s CSM & Co. have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act and Rules made thereunder and the SEBI Listing Regulations. M/s CSM & Co. have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act and Rules made thereunder and SEBI Listing Regulations.

The services to be rendered by M/s CSM & Co. as Secretarial Auditors are within the purview of the SEBI Listing Regulations, read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 and the FAQs issued thereon on April 23, 2025.



**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](mailto:info@gicl.co) | **Website:** [www.gicl.co](http://www.gicl.co)  
**CIN:** L60232RJ2010PLC031380

## **GLOBE INTERNATIONAL CARRIERS LTD.**

Formerly known as Globe International Carriers Pvt. Ltd.

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 said resolution.

Considering the rich professional experience, reputed clientele, and guidance on best secretarial practices to ensure governance and based on the recommendation of the Audit Committee, the Board of Directors recommends the Resolution at Item No. 4 for your approval as an Ordinary Resolution.

**Item No. 5:** The Board of Directors of the Company (the "Board"), at its Meeting held on 28<sup>th</sup> August 2025 approved, subject to the approval of members of the Company and statutory authority(ies), if any, the sub-division / split of equity shares of the Company, such that 1 (one) equity share having face value of Rs. 10/- (Rupees Ten only) each, fully paid-up, be sub-divided into 2 (two) equity shares having face value of Rs. 5/- (Rupees Five only) each, fully paid- up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose by the Board ("Record Date").

In the opinion of the Board of Directors, the proposed sub-division / split will make the equity shares of the Company more affordable and is expected to encourage participation of investors at large and therefore it is in the best interest of the investors and the Company. The Board of Directors, therefore, recommends an Ordinary Resolution as set out in the accompanying Notice for the approval of the members of the Company in accordance with the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The sub-division / split of equity shares of the Company as aforesaid will require alteration to the existing Capital Clause i.e., Clause V of the Memorandum of Association of the Company. There will not be any change in the amount of authorised, subscribed, issued and paid-up share capital of the Company on account of sub-division / split of the equity shares. Further, such sub-division / split shall not be construed as reduction in share capital of the Company, in accordance with the applicable provisions of the Companies Act, 2013.

The Board of Directors of the Company recommends the resolution set out at Item No. 5 of this Notice for approval of the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company, if any.

**Item No. 6:** The Board of Directors of the Company (the "Board"), at its meeting held on 28<sup>th</sup> August 2025, inter alia recommended the proposal of issuing Bonus Equity Shares of Rs. 5/- (Rupees Five only) each to eligible members of the Company in the proportion of 1:1 i.e. 1 (one) new fully paid up equity share of Rs.5/- (Rupees Five only) or every 1 (One) existing fully paid-up equity share of Rs.5/- (Rupees Five only) (post sub-division / split) each held by them as on the record date, by capitalising a sum not exceeding Rs. 27,98,86,470/- (Rupees Twenty-Seven Crore Ninety-Eight Lakh Eighty-Six Thousand Four Hundred Seventy Only) from amount standing to the credit of the reserves and surplus account of the Company or such other accounts as are permissible to be utilized for the purpose of issue and allotment of bonus equity shares with a view to increase shareholders value and expand the retail shareholder base subject to the approval of the shareholders.

The issue of bonus shares, by way of capitalising reserves, is authorised by the Company's Articles of Association.

The issue of bonus shares, if approved by the shareholders, will be made in line with the provisions of Section 63 of the Companies Act, 2013, Listing Regulations, SEBI (ICDR) Regulations, or any other statutory provisions for the time being in force and subject to consents and approvals as may be required from the appropriate authorities.

Further, pursuant to Regulation 294(6) of SEBI (ICDR) Regulations, the allotment of shares in bonus issue shall be made in dematerialized form only, and thus, in case of members who hold equity shares in



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## **GLOBE INTERNATIONAL CARRIERS LTD.**

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dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard.

The Board of Directors of the Company recommends the resolution set out at Item No. 6 of this Notice for approval of the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company, if any.

**Item No. 7:** Your Company is presently engaged in the business of logistics and transportation, as specified in its main objects under Clause III (A) of the Memorandum of Association.

To align with the long-term strategic vision of the Group and to diversify into the renewable energy sector particularly solar power, the Board of Directors in Boards meeting held on 28<sup>th</sup> August, 2025 proposes to insert a new object (Clause 5) in the main objects of the Memorandum of Association. This will empower the Company to undertake activities relating to the generation, development, transmission, and supply of solar energy along with other forms of conventional and renewable power.

The new object will allow the Company to establish, operate and maintain solar power plants and related infrastructure; to deal in equipment and technology associated with solar energy generation and distribution; and to enter into agreements with government bodies, statutory authorities, and private entities in connection with solar and other energy projects.

Importantly, this amendment is being proposed as the Company's wholly owned subsidiary is already engaged in the solar power business, and this change will facilitate operational and financial synergies within the Group. It will also provide the Company with the necessary enabling provisions to support its subsidiary or to directly pursue solar energy projects under its own name, if required.

This amendment will not affect any of the Company's existing business activities but will expand its scope to include sustainable and future-oriented opportunities. Accordingly, the Board recommends the adoption of the resolution as a Special Resolution under Section 13 of the Companies Act, 2013.

A copy of the existing Memorandum of Association and proposed draft Memorandum of Association is available for inspection at the Company's registered office during business hours on all working days up to the date of the meeting.

The Board of Directors of the Company recommends the resolution set out at Item No. 7 of this Notice for approval of the Members as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company, if any.

