

Date: 29th August, 2022

To,
Department of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400 001

Reference: Flomic Global Logistics Ltd Scrip Code: 504380
Sub: Notice of 41st Annual General Meeting to be held on 30th September, 2022.

Dear Sir,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III and Regulation 34 (1) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations"), please find enclosed herewith the Notice of 41st Annual General Meeting ("AGM") of the Company is scheduled to be held on Friday, 30th September, 2022 at Tunga International, Tribune 2 B 11, MIDC Central Road, Andheri East, Behind MIDC Post Office, Mumbai- 400093 and also through Video Conferencing and Other Audio- Visual Means (VC/OAVM) at 04.00 P.M. (IST).

The Notice of the AGM for the Financial Year (F.Y.) 2021-22 is enclosed herewith which is being dispatched whose email id is not registered and also sent to the shareholders of the company on their registered email id and is also made available on the website of the Company viz.://http://www.flomicgroup.com.

We further wish to inform that pursuant to Section 91 of the Companies Act, 2013 and Regulations 42 of the Listing Regulations, the Register of Members and the Share Transfer Books of the Company will remain closed for the purpose of 41st Annual General Meeting from 23rd September 2022 to 30th September, 2022 (both days inclusive).

Kindly take the same on your record and acknowledge the receipt.

Thanking You,

Yours Faithfully,

FOR FLOMIC GLOBAL LOGISTICS LIMITED



RAVIKUMAR VENKATRAMULOO BOGAM
COMPANY SECRETARY CUM COMPLIANCE OFFICER
PAN: ALNPB2396Q

Regd. Off.: 301, Span Landmark, 145 Andheri-Kurla Road,
Andheri East, Mumbai - 400 093, Maharashtra, INDIA.

☎ +91 22 6731 2345

✉ flomic@flomicgroup.com

CIN: L51900MH1981PLC024340 | GSTIN: 27AAACV1846J1Z6

Formerly known as Flomic Freight Services Pvt. Ltd. / Vinaditya Trading Co Limited.

Branches: Ahmedabad | Ankleshwar | Belgaum | Bengaluru
Chennai | Cochin | Coimbatore | Dahej | Gandhidham | Goa
Hazira | Hyderabad | Kolkata | Mundra | Navi Mumbai
New Delhi | Pune | Tirupur | Tuticorin | Vadodara



NOTICE IS HEREBY GIVEN THAT THE 41ST ANNUAL GENERAL MEETING OF THE MEMBERS OF FLOMIC GLOBAL LOGISTICS LIMITED (FORMERLY KNOWN AS VINADITYA TRADING COMPANY LIMITED) WILL BE HELD ON FRIDAY, 30TH SEPTEMBER, 2022 AT 04.00 P.M. AT TUNGA INTERNATIONAL, TRIBUNE 2 B 11, MIDC CENTRAL ROAD, ANDHERI EAST, BEHIND MIDC POST OFFICE, MUMBAI-400093 AND ALSO THROUGH VIDEO CONFERENCING AND OTHER AUDIO-VISUAL MEANS (VC/OAVM) TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 ALONG WITH NOTES THEREON AS ON THAT DATE AND THE REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON:**

“RESOLVED THAT, the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the reports of Board and Auditors thereon be and hereby considered and adopted.”

2. **TO APPOINT M/S. DOOGAR & ASSOCIATES (FRN 000561N) AS THE STATUTORY AUDITOR OF THE COMPANY TO HOLD OFFICE, FROM THE CONCLUSION OF THE 41ST ANNUAL GENERAL MEETING OF THE COMPANY UNTILL THE CONCLUSION OF CONCLUSION OF ANNUAL GENERAL MEETING TO BE HELD FOR THE FINANCIAL YEAR 2026-27 AND TO AUTHORISE BOARD OF DIRECTORS OF THE COMPANY TO FIX THEIR REMUNERATION:**

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

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/S DOOGAR & ASSOCIATES (FRN 000561N) in place of retiring auditor M/s S A R A & Associates whose tenure has been expired as on 31st March, 2022, be and is hereby appointed as Statutory Auditors of the Company to hold the office from the conclusion of 41st Annual General Meeting of the Company till the conclusion of Annual General Meeting to be held for the Financial Year 2026-27 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the

Auditors.”

SPECIAL BUSINESS:

3. **REGULARIZE APPOINTMENT OF MR. ANEISH KUMARAN KUMAR AS NON-EXECUTIVE INDEPENDENT DIRECTOR:**

To Consider and if thought fit, to pass, with or without modification(s) the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Aniesh Kumaran Kumar (holding DIN 08766256), a Non-Executive Director of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years for a term up to the conclusion of Annual General Meeting of the Company in the calendar year 2027;

FURTHER RESOLVED THAT any one Director of the Company be and is hereby authorized to file the necessary forms and take suitable action for implementation of the above said decision of the Board.”

4. **APPROVAL FOR RELATED PARTY TRANSACTIONS:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 185,186 and 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter

into contract(s)/ arrangement(s)/ transaction(s) with International Freight System Company Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for any contract(s)/ arrangement(s)/ transaction(s) on such terms and conditions as the Board of Directors may deem fit for an amount not exceeding the limits as detailed below, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company during the Financial Year 2022-23;

Sr. No.	Name of Related Party	Nature of Relationship	Transaction Amount in Rs.	Nature of Transactions
01.	International Freight System Company Private Limited	Enterprise in which Key Managerial Person or their relative have significance influence	INR 25 Crore	Purchase of Services
02.	International Freight System Company Private Limited	Enterprise in which Key Managerial Person or their relative have significance influence	INR 15 Crore	Sales of Services
03.	Lancy Barboza Family Trust	Enterprise in which Key Managerial Person or their relative have significance influence	INR 24 Lakhs	Royalties Expenses
04.	Lancy Barboza	Key Managerial Person	INR 60 Lakhs	Rent Paid Per Annum
05.	Anita Barboza	Key Managerial Person	INR 30 Lakhs	Rent Paid Per Annum
06.	Anita Barboza	Key Managerial Person	INR 60 Lakhs	Remuneration Per Annum

RESOLVED FURTHER THAT any one Director of the Company be and are hereby severally authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

5. **APPROVAL OF ALLOCATION AND GRANT OF STOCK OPTIONS TO EMPLOYEES:**

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

“RESOLVED THAT pursuant to the provisions of the Section 62 Companies Act, 2013 and SEBI (Share Based Employee Benefit) Regulation, 2014 with SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and based on the recommendations of the Nomination and Remuneration Committee (NRC), Audit Committee (as applicable) and the Board of Directors of the Company in their respective meetings held on Wednesday, 10th August, 2022, the Company hereby accords its approval by a special resolution to extend the benefit of ‘Flomic Employee Stock Option Plan 2022’ (“Plan”) as tabled before the meeting along with supplementary documents, , to such individual(s) who are in employment of the company as determined by the Nomination and Remuneration Committee from time to time be allowed to enjoy the benefits of the Plan under applicable laws and regulations prevailing from time to time, except those who are promoters or belong to the promoter group, at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board including the Nomination and Remuneration Committee in accordance with stipulations contained in the Plan;

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Board (including NRC or any other Committee which the Board has constituted to be the Compensation Committee as required under the Regulations) to create, offer, issue and allot stock options not exceeding 10,00,000 (within overall ceiling mentioned in the Plan), into equivalent equity shares each to the eligible employees as determined by the Nomination and Remuneration Committee or the Board in its sole and exclusive jurisdiction;

RESOLVED FURTHER THAT the new equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the existing Equity Shares of the Company; unless otherwise decided by the Board;

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications in the Plan including in any ancillary documents thereto, as it may deem fit,

from time to time in its absolute discretion in conformity with the provisions of the Act, the memorandum of association and articles of association of the Company and any other applicable laws;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares etc; of the Company, the number of above-mentioned Options shall be appropriately adjusted;

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment or listing of shares, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to sign any documents, deeds, settle any issues, questions, difficulties or doubts that may arise in this regard;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to Nomination and Remuneration Committee of the Board, with power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc., as may be necessary in this regard."

RESOLVED FURTHER THAT that all members of the Nomination and Remuneration Committee of the Company be and are hereby severally authorized to sign Stock option Agreement/ issue grant letter/s and do all such acts, deeds and things for and on behalf of the Company as may be necessary for granting stock options to the eligible employees as may be determined by the Nomination and Remuneration Committee of the Board of Directors of the Company from time to time"

INCREASE IN AUTHORISED SHARE CAPITAL:

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

"RESOLVED THAT subject to the provisions of Section 61 read with Section 13, 64 and other applicable provisions, if any, of the Companies Act 2013 and relevant Rules made thereto, including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from INR. 21,00,00,000/- (Indian Rupees Twenty-One Crores Only) divided into 2,10,00,000 (Two Crores Ten Lakhs) Equity Shares of INR. 10/- (Indian Rupees Ten Only) each to INR. 25,00,00,000/- (Indian Rupees Twenty-Five Crores Only)

divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of INR. 10/- (Indian Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company as to share capital be and is hereby deleted and in its place and instead the following new Clause V be substituted.

"V. The Authorised Share Capital of the Company is INR. 25,00,00,000 (Indian Rupees Twenty-Five Crores only) divided into 2,50,00,000/- (Two Crores Fifty Lakhs) Equity Shares of INR.10/- (Indian Rupees Ten only) each."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

**INCREASE IN REMUNERATION PAYABLE TO MR. LANCY BARBOZA AS
MANAGING DIRECTOR:**

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

"RESOLVED THAT, pursuant to Section 2(51), 188, 196, 197, 203 read with Schedule V and any other applicable provisions if any of the Companies Act, 2013 read with Rule 8 of (Appointment & Remuneration of Managerial Personnel) Rules 2014 and other applicable provisions of Companies Act, 2013, consent of the members of Company be and is hereby accorded by a Special Resolution to increase the Managerial Remuneration payable to Mr. Lancy Barboza in tune of INR 10 Lakhs per month with effect from 01st June, 2022;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the remuneration as stated above, be paid as a minimum remuneration, subject to Paragraph A of Section II of the Schedule V to the Companies Act, 2013 during the period of his tenure, subject to the requisite approvals, if any, as may be required;

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to file necessary forms with Ministry of Corporate Affairs or any other statutory authority and do all other acts, deeds and things as may be just and necessary to give effect to the above resolution”.

**BY THE ORDER OF THE BOARD OF
DIRECTORS
FOR FLOMIC GLOBAL LOGISTICS LIMITED**

**DATE: 10TH AUGUST 2022
PLACE: MUMBAI**



**RAVIKUMAR VENKATRAMULOO BOGAM
COMPANY SECRETARY**

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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the Notice for convening the Annual General Meeting of the members of the Company:

ITEM NO 03:

The Board of Directors of the Company had appointed Mr. Aneish Kumaran Kumar (DIN 08766256) as an Additional Director of the Company with effect from 30th May 2022. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Aneish Kumaran Kumar shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term up to five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Aneish Kumaran Kumar signifying his candidature as an Independent Director of the Company.

The Company has received a declaration of independence from Mr. Aneish Kumaran Kumar. In the opinion of the Board, Mr. Aneish Kumaran Kumar fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Independent Director of the Company.

The Details required under Regulations 26(4) and 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 is annexed as Annexure to the Notice.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Aneish Kumaran Kumar, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item No. 3 for approval of the Members.

ITEM NO 04:

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), has also prescribed seeking of shareholders’ approval for material related party transactions. The proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm’s length basis.

All the proposed transactions put up for approval are in ordinary course of business and at arm’s length. Pursuant to the provisions of Listing Regulations, the following transactions are material in nature and require the approval of the unrelated shareholders of the Company by a special resolution. The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company’s Related Party Transaction Policy are furnished hereunder:

Sr. No.	Name of Related Party	Nature of Relationship	Transaction Amount in Rs.	Nature of Transactions
01.	International Freight System Company Private Limited	Enterprise in which Key Managerial Person or their relative have significance influence	INR 25 Crore	Purchase of Services
02.	International Freight System Company Private Limited	Enterprise in which Key Managerial Person or their relative have significance influence	INR 15 Crore	Sales of Services
03.	Lancy Barboza Family Trust	Enterprise in which Key Managerial Person or their	INR 24 Lakhs	Royalties Expenses

		relative have significance influence		
04.	Lancy Barboza	Key Managerial Person	INR 60 Lakhs	Rent Paid Per Annum
05.	Anita Barboza	Key Managerial Person	INR 30 Lakhs	Rent Paid Per Annum
06.	Anita Barboza	Key Managerial Person	INR 60 Lakhs	Remuneration Per Annum

The Audit Committee at its meeting held on 30th May 2022 has given omnibus approval for the above transactions to be undertaken during the Financial Year 2022-23 and recommended by the Board of Directors to the unrelated shareholders of the Company for their approval.

The entities / persons that are directly / indirectly related parties of the Company shall abstain from voting on resolution wherein approval of material Related Party Transactions is sought from the shareholders. Accordingly, all related parties of the Company, including the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

None of the Directors or any of the Key Managerial Personnel of the Company or their relatives other than Mr. Lancy Barboza, and Mrs. Anita Barboza are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 04 of the Notice. The Board recommends the Special Resolution set out at Item No. 04 of the Notice for approval by the unrelated shareholders.

ITEM NO 05:

Stock options are an effective instrument to align interests of employees with those of a company and provide an opportunity to employees to participate in the growth of the Company, besides creating long term wealth in their hands. This also helps the Company to attract, retain and motivate the best available talent in a competitive environment.

This Company believes in rewarding its employees for their continuous hard work, dedication and support, which has led the Company on the growth path. To this effect, the Company proposes to implement an Employee Stock Option Plan. The main objective of the Plan is to give employees, who are performing well, a certain minimum opportunity to gain from the Company's performance thereby acting as a retention tool and to attract the best talent available in the market.

The Board of Directors (“Board”) of the Company at its meeting held on 10th August, 2022 on the recommendation of the Nomination and Remuneration Committee, approved introduction of the ‘Flomic Employees Stock Option Plan 2022’ (“Plan”) for the benefit of the present and future employees of the Company including its subsidiary companies, subject to the approval of the members by a special resolution.

The Board has nominated the Nomination and Remuneration Committee to be designated as the Compensation Committee for the administration and superintendence of the Plan in accordance with the Companies Act 2013 and the rules made thereunder. Approval of the members is being sought for the issue of Stock Options to the Eligible Employees of the Companies as may be determined by the Nomination and Remuneration Committee of the Company.

The disclosures as required by the Regulations are as follows:

1. Total number of Options to be granted upto INR 10, 00,000/- (Rupees Ten Lakhs Only)
2. **Classes of employees entitled to participate in the Plan:**
Present and future permanent employees including Managing Director or Whole time Directors of the Company, as may be determined by the Nomination and Remuneration Committee/ Compensation Committee from time to time.
3. **Requirements of Vesting and period of Vesting:**
The options granted shall vest so long as the employee continues to be in the employment of the Company. The details of vesting is indicated in the proposed Flomic Employee Stock Plan 2022 read with the Employee Stock Option Agreement, the copy of which is enclosed herewith.
4. **Exercise Price or pricing formula:**
The exercise price and/or the pricing formula shall be decided by the Nomination and Remuneration Committee from time to time but will not be less than market price. Employee shall bear all tax liability in relation to grant of options.
5. **Exercise Period and process of exercise:**
The details about the Exercise Period and the process of exercise is indicated in the proposed Flomic Employee Stock Plan 2022, the copy of which is the copy of which is enclosed herewith.

6. Appraisal process for determining the eligibility of the employees:

The process for determining the eligibility of the employees will be specified by the Nomination and Remuneration Committee and will be based on designation, period of service, band, performance linked parameters such as work performance and such other criteria as may be determined by the aforesaid Committee at its sole discretion, from time to time.

7. Maximum number of options to be granted per employee:

The Maximum number of options to be granted to an eligible employee (other than Executive Directors) is 10% of total options and 20% in case of Executive Directors.

The Nomination and Remuneration Committee shall have all the powers to take necessary decisions for effective implementation of the ESOP Scheme 2022. In terms of the provisions of the ESOP Regulations, ESOP Scheme 2022 is required to be approved by the members by passing of special resolution.

ESOP Regulations also require separate approval of members by way of special resolution to grant stock options to the employees of subsidiary companies. Accordingly, a separate resolution under item no. 4 is proposed to extend the benefits of the Plan 2015 to the employees of subsidiary company(ies) as may be decided by the Nomination and Remuneration Committee from time to time under Applicable Laws.

8. For information regarding lock in period, Method which the company shall use to value its options, Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct, Specified time period within which the employees shall exercise the vested options in the event of a proposed termination of employment or resignation of employee, Statement to the effect that the company shall comply with the applicable accounting standards, please refer proposed Flomic Employee Stock Plan 2015, the copy of which is enclosed herewith.

The Nomination & Remuneration Committee shall have all the powers to take necessary decisions for effective implementation of the Plan. In terms of the provisions of the Regulations, Plan is required to be approved by the members by passing of special resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) except to the extent of the stock options that may be granted to them as per the proposed resolutions set out at Item No. 4 above.

ITEM NO 06:

The existing Authorized Share Capital of the Company is INR. 21,00,00,000 (Rupees Twenty-One Crores Only) divided into 2,10,00,000 (Two Crores Ten Lakhs] Equity Shares of INR. 10/- (Indian Rupees Ten Only). In line with the Business Plan of the Company approved by the Board of Directors, additional capital would be required in order to fund the growth and operations of the Company.

The Board of Directors at its Meeting held on 10th August, 2022, approved the increase in Authorised Share Capital of the Company to INR. 25,00,00,000 (Indian Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of INR. 10/- (Indian Rupees Ten Only) each subject to approval of the Members.

Pursuant to the increase in authorised share capital of the Company, it is required to alter Memorandum of Association of the Company. Accordingly, the Board of Directors at its Meeting held on 10th August, 2022, approved the alteration of Memorandum of Association of the Company (MOA), subject to approval of Members, by substituting the existing Clause V with the following new Clause V: "V. The Authorised. Share Capital of the Company is INR. 25,00,00,000 (Indian Rupees Sixty Twenty-Five Crore only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of INR. 10/- (Indian Rupees Ten Only) each."

The Board recommends the Resolution set out in Item no. 06 for approval of the Member as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

ITEM NO 07:

The Board of Directors at their meeting held on 30th May, 2022 approved the increase in remuneration payable to Directors as follows:

NAME	DESIGNATION	MONTHLY GROSS DIRECTOR REMUNERATION
Lancy Barboza	Managing Director cum CEO	10,00,000

The Board recommends the Resolution set out in Item no. 07 for approval of the Member as a Special Resolution.

None of the Directors or Key Managerial Personnel except Mr. Lancy Barboza or their relatives are in any way concerned or interested in the proposed resolution.

NOTES:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated 5th May 2022 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/ HO/ DDHS/P/CIR/2022/0063 dated 13th May, 2022 issued by the Securities Exchange Board of India (“SEBI Circular”) prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, the 41st Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only.
2. The helpline number regarding any query / assistance for participation in the AGM through VC/OAVM is 022-23058542/43.
3. Information regarding appointment/ reappointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 (the Act) and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) is annexed hereto.
4. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. In line with the aforesaid MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.flomigroup.com . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
7. The Register of members and share transfer books of the Company will remain closed from Friday, 23rd September, 2022 to Friday 30th September, 2022 (both days inclusive) for the purpose of Annual General Meeting.
8. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
9. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R&T Agent of the Company. In case shares held in Dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
10. In terms of Section 72 of the Act, nomination facility is available to individual shareholders holding shares in the physical form. The shareholders who are desirous of availing this facility, may kindly write to Company's R&T Agent for nomination form by quoting their folio number.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice will be available for inspection in electronic mode.
12. The Members can join the AGM through the VC/ OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 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.

13. Process and manner for members opting for voting through Electronic means:

- i. 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 Circulars issued by the Ministry of Corporate Affairs dated 08th April, 2020, 13th April, 2020, 05th May, 2020, 13th January, 2021, 14th December, 2021 and 05th May, 2022, 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 Purva Shareregistry India Pvt. Ltd., as the Authorised e-Voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-Voting as well as e-Voting system on the date of the AGM will be provided by Purva Shareregistry India Pvt. Ltd.
- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. 23rd September, 2022, shall be entitled to avail the facility of remote e-Voting as well as e-Voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 23rd September, 2022, shall be entitled to exercise his/her vote either electronically i.e. remote e-Voting or e-Voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-Voting will commence on Tuesday, 27th September, 2022 at 09:00 A.M. and will end on Thursday, 29th September, 2022 at 05:00 P.M. During this period, the Members of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- v. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.

- vi. 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.
- vii. The Company has appointed M/s. HD & Associate, Practicing Company Secretaries to act as the Scrutinizer for conducting the remote e-Voting process as well as the e-Voting on the date of the AGM, in a fair and transparent manner.

14. Process for those shareholders whose email ids are not registered:

- a) 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.
- b) For Demat shareholders -, Please update your e-mail id and mobile no. with your respective Depository Participant (DP).

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE VOTING ARE AS UNDER:

- I. The voting period begins on Tuesday, 27th September, 2022 at 9.00 A.M. and ends on Thursday, 29th September, 2022 at 5.00 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 i.e. Friday, 23rd September, 2022, 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 during the meeting.
- III. Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 09th December, 2020, under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility 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 a 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 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 09th December, 2020 on 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 e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

TYPE OF SHAREHOLDER	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login Or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/Adroit Corporate Services Private Limited, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, 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.
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with CDSL for 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 CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's 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 abovementioned website. Helpdesk for Individual Shareholders holding Securities in Demat mode for any technical issues related to login through Depository i.e. CDSL.

LOGIN TYPE	HELPDESK DETAILS
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

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. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding shares in Demat form and shareholders holding shares in physical form.
 1. The shareholders should log on to the e-Voting website www.evotingindia.com
 2. Click on Shareholders.

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. Members 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 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:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (V).</p>

- ii. After entering these details appropriately, click on "SUBMIT" tab.
- iii. Members holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote,

provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- iv. For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- v. Click on the EVSN of the Company – FLOMIC GLOBAL LOGISTICS LIMITED on which you choose to vote.
- vi. 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.
- vii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- viii. 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.
- ix. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- x. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page
- xi. 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.
- xii. There is also an optional provision to upload Board Resolution/Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.
- xiii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and

Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xiv. Facility for Non – Individual Shareholders and Custodians –Remote Voting:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; hardik@hdandassociates.com and cs@flomicgroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.
- 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 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 or call on 022-23058542/43.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
3. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
4. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
5. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 - i. 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.
 - ii. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

iii. 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.

16. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://flomicgroup.com/> and on the website of CDSL i.e. www.cdslindia.com within two days of the passing of the Resolutions at the 24th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

17. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM. Members may access the same at <https://www.evotingindia.com> under shareholders'/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.
2. Members are encouraged to join the Meeting through Laptops / iPads for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. For ease of conduct, members who would like to ask questions may send their questions in advance atleast (7) days before AGM mentioning their name, Demat account number / folio number, email id, mobile number at cs@flomicgroup.com and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

18. INSTRUCTIONS FOR THOSE SHAREHOLDERS WHO WISH TO ATTEND MEETING PHYSICALLY:

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy /proxies to attend and vote instead of himself / herself and such a proxy / proxies so appointed need not be a member of the Company. the form of proxy duly completed should, however, be deposited at the registered office of the applicant company not less than 48 hours before the time fixed for the aforesaid meeting.
- As per Section 105 of the Companies Act, 2013 and rules made thereunder, a person can act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Applicant Company carrying voting rights. Further, a member holding more than 10% of the total share capital of the Applicant Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- All alterations made in the Form of Proxy should be initialed.
- During the period beginning 24 (twenty four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a shareholder would be entitled to inspect the proxies lodged at any time during the business hours of the Applicant Company.
- The Notice is being sent to all the Equity Shareholders, whose names appear in the records of the Company as on 23rd September, 2022. However a cutoff date for determining shareholders eligible for voting is 23rd September, 2022. The members who are not shareholders as on 23rd September, 2022 are not eligible to vote and can treat this notice for information purpose only.
- The Notice convening the meeting will be published through advertisement in Free Press Journal in the English language and translation thereof in Navshakti in the Marathi language (both Mumbai Editions).
- The quorum of the meeting of the equity shareholders of the Applicant Company shall be 30 Equity Shareholders of the Applicant Company, present in person.
- Only registered Equity Shareholders of the Applicant Company may attend and vote (either in person or by proxy) at the General Meeting.
- Registered Equity Shareholders who hold shares in Dematerialized form are requested to bring their Client ID and DP ID for easy identification of the attendance at the meeting.
- Registered Equity Shareholders are informed that in case of joint holders attending the meeting, joint holder whose name stands first in the Register of

Members and in his / her absence by the next named member of the Applicant Company in respect of such joint holding will be entitled to vote.

- The Company has appointed HD And Associates Practicing Company Secretaries, Mumbai as Scrutinizer for conducting the voting process in a fair and transparent manner
- A person whose name is recorded in the register of members or in the register of members maintained by the Company as on the cut-off date of 23rd September, 2022 shall be entitled to vote at the Meeting.
- Foreign Institutional Investors (FIIs) who are registered Equity Shareholder(s) of the Applicant Company would be required to deposit certified copies of Custodial resolutions/Power of Attorney, as the case may be, authorizing the individuals named therein, to attend and vote at the meeting on its behalf. These documents must be deposited at the Registered Office of the Applicant Company not later than 48 hours before the meeting.
- The Notice will be displayed on the website of the Company <https://flomicgroup.com/>

19. Contact Details:

Company	Flomic Global Logistics Limited Registered Office: 301, Span Land Mark, 145 : Andheri Kurla Road, Andheri East, Mumbai - 400093, Maharashtra, India
Registrar And Share Transfer Agent	Adroit Corporate Services Private Limited 17-20, Jafferbhoy Ind. Estate, 1 st Floor, Makwana Road, Marol Naka, Andheri (E) , Mumbai-400059 : Tel: +91 (0) 22 42270400 Fax: : +91 (0)22 28503748 Email id: info@adroitcorporate.com Website: http://www.adroitcorporate.com/
E-Voting Agency E-mail	: Central Depository Services (India) Ltd. : : helpdesk.evoting@cdslindia.com

Scrutinizer : Mr. Hardik Darji, Practising Company Secretary
Email : hardik@hdandassociates.com

**BY THE ORDER OF THE BOARD OF DIRECTORS
FOR FLOMIC GLOBAL LOGISTICS LIMITED**

Ravi



**DATE: 10TH AUGUST, 2022
PLACE: MUMBAI**

**RAVIKUMAR VENKATRAMULOO BOGAM
COMPANY SECRETARY**

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	L51900MH1981PLC024340
Name of the Company	Flomic Global Logistics Limited
Registered office	301, Span Land Mark 145 Andheri Kurla Road, Andheri East Mumbai

Name of the Member	
Registered Address	
E-mail Id	
Folio No./Client Id	
DPID	

I/We, being the member (s) of shares of the above-named company, hereby appoint

1. Name:
Address:
Email id:
Signature....., or failing him

2. Name:
Address;
Email id:
Signature....., or failing him

3. Name:
Address;
Email id:
Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41st Annual General Meeting of the Company, to be held on the 30th September, 2022 at 04.00

P.M. at Tunga International, Tribune 2 B 11, MIDC Central Road, Andheri East, Behind MIDC Post Office, Mumbai- 400093 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Resolutions:	
1	Adoption of Audited Financial Statements for the year ended 31 st March, 2022
2	To appoint M/S. Doogar & Associates (FRN 000561N) as the statutory auditor of the Company to hold office, from the conclusion of the 41 st Annual General Meeting of the company until the conclusion of Annual General Meeting to be held for the Financial Year 2026-27
3	Regularize appointment and remuneration payable to Mr. Aneish Kumaran Kumar as Non-Executive Independent Director
Special Resolutions:	
1	Approval for related party transactions
2	Approval for allocation and grant of Stock option to Employees.
3	Approval for Increase in authorised share capital from INR 210000000/- (Indian Rupees Twenty-One Crore) divided into 21000000 (Two Crore Ten Lakhs) Equity Shares INR. 10/- (Indian Rupees Ten) to INR 250000000/- (Indian Rupees Twenty-Five Crore) divided into 25000000 (Two Crore Fifty Lakhs) Equity Shares INR. 10/- (Indian Rupees Ten).
4	Approval for Increase in Remuneration payable to Mr. Lancy Barboza as Managing Director

Signed this..... day of..... 2022
 Signature of shareholder
 Signature of Proxy holder(s)

Affix Re- venue Stamp of Re.1

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.

ANNEXURE A

Brief Profile / Disclosure Relating to Directors Re-appointed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings:

DIN & Date of Birth	08766256 – 01/03/1958
Qualification	Masters in Business Administration Finance Masters in International Business
Experience in specific area	Mr. Aniesh Kumaran Kumar has 38 years' experience of Solid Banking and Finance Services
Directorship in other Companies	Canopy Finance Limited
Committee positions held in other Companies	Nil
No. of shares held in the Company	Nil