

Date: 22nd August, 2025

To,
Department of Corporate Services,
BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 504380

Sub: Outcome of Board Meeting held on Friday, 22nd August, 2025.

Dear Sir/Madam,

In terms of Regulation 30 read with part A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), we wish to inform you that, Board of Directors in their meeting held today i.e. 22nd August, 2025 has inter-alia considered and approved the following:

1. Resignation of Mr. Aneish Kumaran Kumar from the post of Non-Executive Independent Director with effect from 22nd August, 2025;

Accordingly, please find enclosed details as required Pursuant to SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 as **Annexure-I**.

2. Reconstitution of Statutory Committees of Directors with effect from 22nd August, 2025;

Accordingly, the details of new committees of Directors are attached herewith as **Annexure II**.

3. "Flomic Employee Stock Option Scheme, 2025" (Flomic ESOP Scheme, 2025) for the grant of stock options to eligible employees of Flomic Global Logistics Limited subject to the approval of the shareholders of the Company in compliance with the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations");

Accordingly, please find enclosed details as required Pursuant to SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 as **Annexure-III**.

Regd. Off.: 205 Enterprise Centre, Off. Nehru Road,
Beside Orchid Hotel, Vile Parle (East), Mumbai - 400 099, 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 | Belgavi | Bengaluru
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4. Recommended Final Dividend at the rate of 1% i.e. Rs. 0.10/- per share for the Financial year ended 31st March, 2025. The said Dividend, if declared by the members at the ensuing Annual General Meeting, will be credited / dispatched within thirty days of the said meeting;
5. Annual Report and Director's Report of the Company for the Financial Year 2024-25;
6. Appointment of HD & Associates, Company Secretaries as a Scrutinizer to conduct remote e-voting of 44th Annual General Meeting;
7. Notice convening the 44th Annual General Meeting of the Company, proposed to be held on Wednesday, 24th September, 2025 through Video Conferencing (VC) or Other Audio-Visual Means (OAVM);
8. The Register of Members and Share transfer books of the Company will remain closed from Wednesday, 17th September, 2025 to Wednesday, 24th September, 2025 (both days inclusive) for the purpose of the 44th Annual General Meeting of the Company.

The Board Meeting commenced at 10:15 A.M. and concluded at 12:10 P.M.

Thanking You,

Yours Faithfully,

For Flomic Global Logistics Limited

ABHAY
MILAN SHAH

Digitally signed by
ABHAY MILAN SHAH
Date: 2025.08.22
12:11:47 +05'30'

Abhay Shah
Company Secretary cum Compliance Officer

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Annexure-I

The details required under Regulation 30 of Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 for Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer are as under:

| Sr. No. | Particulars | Details |
|---------|---|--|
| 1. | Name | Mr. Aniesh Kumaran Kumar |
| 2. | Brief Profile (in case of Appointment) | NA |
| 3. | Reason of Change | Resignation due to personal commitments. |
| 4. | Date of Resignation | Resignation with effect from Closure of Business hours of Friday, 22 nd August, 2025. |
| 5. | Disclosure of Relationship between Directors (in case of Appointment) | NA |

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Annexure II

Reconstitution of Statutory Committees with effect from 22nd August, 2025 are as follows:

| Audit Committee | Nomination and remuneration committee | Stakeholders Relationship Committee |
|--|--|--|
| Suresh Shivanna Salian- Chairman | Suresh Shivanna Salian- Chairman | Ananda Baban Ghungarde- Chairman |
| Ananda Baban Ghungarde- Member | Ananda Baban Ghungarde- Member | Suresh Shivanna Salian- Member |
| Satyaprakash Satyanarayan Pathak- Member | Anita Lancy Barboza- Member | Lancy Barboza- Member |

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Annexure- III

Details of Flomic Employee Stock Option Scheme, 2025 (“ESOP 2025” or “ESOP Scheme”) pursuant to SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is as below:

| Sr. No. | Particulars | Details |
|---------|--|--|
| 1. | Brief details of options granted | At the meeting held on 22 nd August, 2025 the Board of Directors has approved “Flomic Global Logistics Employee Stock Option Scheme, 2025” (Flomic ESOP 2025 or Plan). The Company intends to use this Plan to attract, retain and motivate key talent working with the Company, its holding company and its subsidiary companies, by way of rewarding their high performance and motivate them to contribute to the overall corporate growth and profitability. <u>The Plan shall be effective after the shareholders’ approval.</u> |
| 2. | Whether the scheme is in terms of SEBI (SBEB) Regulations, 2021 (if applicable); | Yes. |
| 3. | Total number of shares covered by these options | Not exceeding 7% of the issued equity share capital of the company as on the date of grant of options. |
| 4. | Pricing formula | The exercise price for each vested option shall be the average of closing market price of the company’s share on the stock exchanges in India as on the date of grant. A lower price may be prescribed in the grant letter, provided it is not below the face value and complies with applicable laws and accounting standards. |
| 5. | Options vested | Not Applicable, as this disclosure is pertaining to Options granted under the Scheme. Under the plan, the options shall vest in equal instalment at the end of third (33.33%), fourth (33.33%) and fifth year (33.34%) from the date of grant letter |

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| | | |
|-----|--|--|
| 6. | Time within which option may be exercised | Annexure A |
| 7. | Options exercised | Not Applicable, as this disclosure is pertaining to Options granted under the Scheme. |
| 8. | Money realized by exercise of options | Not Applicable, as this disclosure is pertaining to Options granted under the Scheme. |
| 9. | The total number of shares arising as a result of exercise of option | The equity shares to be allotted under the plan, in aggregate, shall not exceed 7% of the issued equity share capital of the company as on the date of grant of options. |
| 10. | Options lapsed | Not Applicable, as this disclosure is pertaining to Options granted under the Scheme. |
| 11. | Variation of terms of options | Subject to Applicable Laws, the Board or the compensation committee as the case may be, shall in its absolute discretion have the right to modify, amend or cancel the Plan in such manner and at such time or times as it may deem fit, subject to approvals wherever required for such modification, amendment or cancellation are obtained from the shareholders of the Company. The Board shall ensure that any variations affecting Options not yet Exercised shall not be detrimental to the interests of the Participants. |
| 12. | Brief details of significant terms | The Scheme is administered by the Compensation Committee which may be Nomination and Remuneration Committee (NRC) if the Board so designates. The maximum number of Options that may be granted to any identified Employee under the plan in any financial year shall not, in aggregate, exceed 1 % (one percent) of the issued equity share capital (excluding outstanding warrants and conversions, if any) of the Company as on the date of grant of such options. This limit can be modified by the Board subject to the limits and conditions |

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| | | prescribed under the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 or any applicable provisions of laws in force |
| 13. | Subsequent changes or cancellation or exercise of such options | Not Applicable, as this disclosure is pertaining to Options granted under the Scheme. |
| 14. | Diluted earnings per share pursuant to issue of equity shares on exercise of options | Not Applicable, as this disclosure is pertaining to Options granted under the Scheme. |

Annexure A

Exercise Period

(a) Exercise while in employment/ service:

The Vested Options can be exercised by the Option Grantees within such period as prescribed by the CC in this regard but it shall not exceed a maximum period of five years from the date of respective vesting.

(b) Exercise in case of separation from employment/ service:

The Vested Options can be exercised by the Option Grantee as under:

| S. No. | Events of separation | Vested Options | Unvested Options |
|--------|---|---|---|
| 1 | Resignation/ termination (other than due to Misconduct) | All the Vested Options as on date of resignation/ termination can be exercised by the Option Grantee only in connection with or within such period as may be notified by the CC at its sole discretion. | All the Unvested Options as on date of resignation/ termination shall stand cancelled with effect from date such resignation/ termination. |
| 2 | Termination due to Misconduct | All the Vested Options (other than exercised options) at the time of such termination shall stand cancelled with effect from the date of such termination. The shares allotted under the plan are also liable to be cancelled. | All the Unvested Options at the time of such termination shall stand cancelled with effect from the date of such termination. |

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| 3 | Retirement | All the Vested Options as on date of Retirement can be exercised by the Option Grantee only in connection with/ or within such period as may be notified by the CC at its sole discretion. | All Unvested Options on the date of Retirement shall stand cancelled with effect from date of Retirement. |
| 4 | Death | All the Vested Options as on date of death can be exercised by the Option Grantee's nominee or legal heir only in connection with or within such period as may be notified by the CC. | All the Unvested Options as on the date of death shall be deemed to vest immediately and may be exercised as per provisions applicable for Vested Options. |
| 5 | Permanent Incapacity | All the Vested Options as on date of Permanent Incapacity can be exercised by the Option Grantee only in connection with or within such period as may be notified by the CC at its sole discretion. | All the Unvested Options as on the date of incurring such disability shall be deemed to vest immediately and may be exercised as per provisions applicable for Vested Options. |
| 6 | Abandonment of employment | All the Vested Options shall stand cancelled with effect from such date as determined by the CC. | All Unvested Options shall stand cancelled with effect from such date as determined by the CC. |
| 7 | Termination due to reasons apart from those mentioned above | The CC shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final. | The CC shall decide on the continued vesting/ cancellation of unvested options in accordance with Applicable Laws. |

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