

Date: 30th May, 2023

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

Reference: Flomic Global Logistics Ltd. Scrip Code: 504380

Dear Sir/ Madam,

Sub: Submission of Annual Secretarial Compliance Report under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2023

In terms of Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith a copy of Annual Secretarial Compliance Report for the financial year ended March 31, 2023 issued by M/s. HD and Associates, Practicing Company Secretary.

Kindly take the above information on your record.

Thanking You.

Yours faithfully,

For Flomic Global Logistics Limited



Ravikumar Venkatramuloo Bogam
Company Secretary & Compliance Officer

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: 27AAACV1846J126

Branches: Ahmedabad | Ankleshwar | Belgavi | Bengaluru
Chennai | Coimbatore | Dahej | Gandhidham | Goa
Hazira | Hyderabad | Kochi | Kolkata | Mundra | Nagpur
Nashik | Navi Mumbai | New Delhi | Pune | Sangli | Surat
Thane | Tirupur | Tuticorin | Vadodara



HD AND ASSOCIATES COMPANY SECRETARIES

Address: Shop No. 7 BadamWadi, MarwadiChawl,
Grant Road (East), Mumbai - 400 004.
Email : Hardik@hdandassociates.com ; Mob.: +91-9699610825

TO,
THE BOARD OF DIRECTORS,
FLOMIC GLOBAL LOGISTICS LIMITED
205, ENTERPRISE CENTRE, OFF NEHRU ROAD,
BESIDE ORCHID HOTEL, VILE PARLE (EAST),
MUMBAI - 400099.

Sir/ Madam,

Annual Secretarial Compliance Report for the Financial Year 2022-23.

We have been engaged by Flomic Global Logistics Limited (hereinafter referred to as 'the Company') bearing CIN: L51900MH1981PLC024340 whose equity shares are listed on BSE (Symbol: FLOMIC) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

FOR HD AND ASSOCIATES
COMPANY SECRETARIES



HARDIK DARJI

PRACTICING COMPANY SECRETARY
PROPRIETOR

ACS NO. 47700 C.P.NO.: 21073

FRN: S2018MH634200

PLACE: MUMBAI

DATE: 29TH MAY, 2023

UDIN: A047700E000416002

PEER REVIEW NO: 2208/2022

HD AND ASSOCIATES COMPANY SECRETARIES

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SECRETARIAL COMPLIANCE REPORT OF M/S. FLOMIC GLOBAL LOGISTICS LIMITED FOR THE YEAR ENDED MARCH 31, 2023

To,
Board of Directors,
FLOMIC GLOBAL LOGISTICS LIMITED

I, Mr. Hardik Darji, Proprietor of M/s. HD & Associates, Practising Company Secretaries
have examined:

- (a) all the documents and records made available to us and explanation provided by Board of Directors, **FLOMIC GLOBAL LOGISTICS LIMITED**
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:
 - I. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - II. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

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- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021: **Not Applicable to the Company under review period;**
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: **Not Applicable to the Company under review period;**
- Securities and Exchange Board of India (Share Based Employee Benefits and sweat Equity) Regulations, 2021: **Applicable to the Company under review period;**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013: **Not Applicable to the Company under review period;**
- Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021: **Not Applicable to the Company under review period;**

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<p><u>Secretarial Standard</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	---
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	Yes	---
3.	<p><u>Maintenance and disclosures on Website</u></p> <ul style="list-style-type: none"> • The listed entity is maintaining a functional website. 	Yes	---

	<ul style="list-style-type: none"> • Timely dissemination of the documents/ information under a separate section on the website. • Web links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website. 	Yes	---
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under section 164 of the Companies Act, 2013.</p>	Yes	---
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of Material subsidiaries</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	No	---
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	---
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of Board, Independent Directors and the Committees at the start of every Financial year as prescribed in SEBI Regulations.</p>	Yes	---
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all the Related party transactions.</p> <p>(b) In case no prior approval obtained, the</p>	Yes	---



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	listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.		
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	---
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	...
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters /directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	---
12.	<u>Additional Non-Compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	---

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor.		
	i. If the auditor has resigned within	NA	No resignation of Auditors




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	<p>45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year</p>		<p>has taken place during the year under review.</p>
<p>2.</p>	<p>Other conditions relating to resignation of statutory auditor</p>		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit</p>	<p>NA</p>	<p>No resignation of Auditors has taken place during the year under review.</p> 

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	<p>Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the Company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No resignation of Auditors has taken place during the year under review.

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -.

Sr. No	Compliance Requirement (Regulations/Circulars / Guidelines Including Specific Clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of The Practicing Company Secretary	Management Response	Remarks
1	The listed	SEBI	There	---	---	SEBI	---	There was	Verifie	

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	entity shall Intimation of Closure of Trading Window under Code of Conduct in terms of SEBI (Prohibition of Insider Trading) Regulation, 2015.	(Prohibition of Insider Trading) Regulation, 2015.	was a delay in the Intimation of Closure of trading window of June 30, 2022 intimated on July 01, 2022 and for quarter September 30, 2022 is intimated on October 01, 2022 to the stock exchanges.			(Prohibition of Insider Trading) Regulation, 2015, intimation of Trading window closure.		a delay in the Intimation of Closure of trading window of June 30, 2022 intimated on July 01, 2022 and for quarter September 30, 2022 is intimated on October 01, 2022 to the stock exchanges.	d during the current year and found the same in due compliance with the requirements	
2	The listed entity shall upload the outcome within 30 minutes from the conclusion of the Board Meeting.	Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations")	The Company has not uploaded the Outcome of Board meeting within 30 Minutes of conclusion of Board	---	---	Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations")	---	The Company has not uploaded the Outcome of Board meeting within 30 Minutes of conclusion of Board Meeting of 30.05.2022 to Stock Exchange.	Verified during the current year and found the same in due compliance with the requirements.	---

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			Meeting of 30.05.2022 to Stock Exchange.							
3	The listed entity shall upload the outcome within 30 minutes from the conclusion of the Board Meeting.	Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations")	The Company has not uploaded the Outcome of Board meeting within 30 Minutes of conclusion of Board Meeting of 10.08.2022 to Stock Exchange.	---	---	Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations")	---	The Company has not uploaded the Outcome of Board meeting within 30 Minutes of conclusion of Board Meeting of 10.08.2022 to Stock Exchange.	Verified during the current year and found the same in due compliance with the requirements.	---
4	The listed entity shall have optimum combination of Executive and Non-Executive Directors.	Regulation 17 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations")	During the Quarter ended March 2022 and 30 th June 2022 the Company was not having optimum combination of	The Company had resigned Mr. Alan Barboza from the Board w.e.f. 17 th June 2022 in order to comply with optimum combination of Executive and Non-Executive Directors.	Resignation of Director	Regulation 17 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations")	For March, 2022 Quarter INR 4,50,000/- and for Quarter ended June 2022 INR 3,85,000	The Company had resigned Mr. Alan Barboza from the Board w.e.f. 17 th June 2022 in order to comply with optimum combination of Executive and Non-Executive Directors.	Company had filled for the Waiver Application for the response to BSE.	Response for the Waiver is pending to received from the BSE.



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			Executive and Non- Executive Direct ors.							
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S r . N o	Compliance Requirement (Regulations/Circulars / Guidelines Including Specific Clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of The Practicing Company Secretary	Management Response	Remarks
None										

FOR HD AND ASSOCIATES
COMPANY SECRETARIES



 HARDIK DARJI

PRACTICING COMPANY SECRETARY

PROPRIETOR

ACS NO. 47700 C.P.NO.: 21073

FRN: S2018MH634200

PLACE: MUMBAI

DATE: 29TH MAY, 2023

UDIN: A047700E000416002


PEER REVIEW NO: 2208/2022

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Disclaimer:

1. *The above report is based on the information and data available provided by the Company.*
2. *This report is not to be construed as a Due Diligence Report of the Company in any regard and is subject to typographical & human errors.*

**FOR HD AND ASSOCIATES
COMPANY SECRETARIES**



**HARDIK DARJI
PRACTICING COMPANY SECRETARY
PROPRIETOR**

ACS NO. 47700 C.P.NO.: 21073