

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

Date: 22<sup>nd</sup> August, 2023

**Scrip Code: 504380**

**Sub: Notice of 42<sup>nd</sup> Annual General Meeting to be held on 15<sup>th</sup> September, 2023.**  
**Ref: Flomic Global Logistics Limited (504380)**

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 42<sup>nd</sup> Annual General Meeting ("AGM") of the Company is scheduled to be held on Friday, 15<sup>th</sup> September, 2023 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.) 2022-23 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.: <https://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 42<sup>nd</sup> Annual General Meeting from 08<sup>th</sup> September, 2023 to 15<sup>th</sup> September, 2023 (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.: 205 Enterprise Centre, Off. Nehru Road,  
Beside Orchid Hotel, Vile Parle (East), Mumbai - 400 099, INDIA.  
☎ +91 22 6731 2345  
✉ [flomic@flomicgroup.com](mailto:flomic@flomicgroup.com)  
CIN: L51900MH1981PLC024340 | GSTIN: 27AAACV18461126

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

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



**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 42<sup>ND</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF FLOMIC GLOBAL LOGISTICS LIMITED WILL BE HELD ON FRIDAY, 15<sup>TH</sup> SEPTEMBER 2023 AT 04.00 P.M. AT TUNGA INTERNATIONAL HOTEL TRIBUNE 2, 6<sup>TH</sup> FLOOR, 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 31<sup>ST</sup> MARCH, 2023 ALONG WITH NOTES THEREON AS ON THAT DATE AND THE REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON:

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

“RESOLVED THAT, the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 together with the reports of Board and Auditors thereon be and hereby considered and adopted.”

**SPECIAL BUSINESS:**

2. TO REAPPOINT MR. LANCY BARBOZA, AS MANAGING DIRECTOR CUM CHIEF EXECUTIVE OFFICER OF THE COMPANY:

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to any other approvals as may be required, the consent of the members of the company be and is hereby accorded for re- appointment of Mr. Lancy Barboza having DIN: 01444911 as the Managing Director cum Chief Executive Officer of the company, not liable to retire by rotation, for a period of five years with effect from 02<sup>nd</sup> December, 2023 to 01<sup>st</sup>

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](mailto:flomic@flomicgroup.com)  
CIN: L51900MH1981PLC024340 | GSTIN: 27AAACV18461J26

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

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



December, 2028 (both days inclusive), on the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 5 years from the date of his appointment), with liberty to the Board of Directors of the Company [hereinafter referred to as “the Board” (which term shall be deemed to include the Nomination and Remuneration Committee to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Lancy Barboza.

**RESOLVED FURTHER THAT** the Board of Directors or any of its Committee be and is hereby authorised to do all such acts, deeds, things, matters and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

**3. TO REAPPOINT MR. SATYAPRAKASH PATHAK, AS WHOLETEIME DIRECTOR CUM CHIEF FINANCIAL OFFICER OF THE COMPANY:**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to any other approvals as may be required, the consent of the members of the company be and is hereby accorded for re- appointment of Mr. Satyaprakash Pathak having DIN: 00884844 as the Wholetime Director cum Chief Financial Officer of the company, not liable to retire by rotation, for a period of five years with effect from 02<sup>nd</sup> December, 2023 to 01<sup>st</sup> December, 2028, (both days inclusive) on upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 5 years from the date of his appointment), with liberty to the Board of Directors of the Company [hereinafter referred to as “the Board” (which term shall be deemed to include the Nomination and Remuneration Committee)] to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Satyaprakash Pathak.

**RESOLVED FURTHER THAT** the Board of Directors or any of its Committee be and is hereby authorised to do all such acts, deeds, things, matters and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

#### **4. APPROVAL OF RELATED PARTY TRANSACTION:**

**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 188 read with the applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013 ("the 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 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 specified under the Act, 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 from 42<sup>nd</sup> Annual General Meeting (AGM) of the Company till the 43<sup>rd</sup> Annual General Meeting (AGM), for a period not exceeding fifteen months, during the Financial Year 2023-24;

<b>Sr. No.</b>	<b>Name of Related Party</b>	<b>Nature of Relationship</b>	<b>Transaction Amount in Rs.</b>	<b>Nature of Transactions</b>
01.	International Freight System Company Private Limited	Enterprise in which Key Managerial Person or their relative have significance influence	INR 16 Crore	Purchase of Services
02.	International Freight System Company Private Limited	Enterprise in which Key Managerial Person or their relative have significance influence	INR 1Crore	Sales of Services
03.	Lancy Barboza Family Trust	Enterprise in which Key Managerial Person or their relative have significance influence	INR 0.03 Crores	Royalties Expenses
04.	Lancy Barboza	Key Managerial Person	INR 0.85 Crores	Rent Paid Per Annum
05.	Anita Barboza	Key Managerial Person	INR 0.35 Crores	Rent Paid Per Annum
06.	Lancy Barboza	Key Managerial Person	INR 1.26 Crores	Remuneration Per Annum

07	Alan Lancy Barboza	Key Managerial Person	INR. 0.96 Crores	Remuneration Per Annum
08	Flomic Cargo Private Limited	Enterprise in which Key Managerial Person or their relative have significance influence	INR. 0.05 Crores	Purchase of Services

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board authorized in the said behalf be and are hereby authorised to do all such acts, deeds and things, including approving any amendments and alterations thereto as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in NOTICE FLOMIC GLOBAL LOGISTICS LIMITED Annual Report 2022-2023 respect of aforesaid without being required to seek any further consent or approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By The Order of the Board of Directors  
For Flomic Global Logistics Limited**

**Date: 11<sup>th</sup> August, 2023**

**Place: Mumbai**

**Ravikumar Venkatramuloo Bogam**

**Company Secretary cum Compliance Officer**

**ACS: 36684**

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

**Item No. 02:**

Mr. Lancy Barboza was appointed as the Managing Director cum Chief Executive officer of the company for a period of Three years with effect from 01st December, 2020, after obtaining due approval of the members of the company in their 39th Annual General Meeting held on 30th December, 2020. Accordingly, the present term of Mr. Lancy Barboza comes to an end on 01st December, 2023.

The Board, in its meeting held on 11th August, 2023, has approved the re-appointment of Mr. Lancy Barboza as the Managing Director cum Chief Executive officer of the company for a further period of five years after his current tenure. The Board has taken the decision of said re-appointment based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the company.

Mr. Lancy Barboza is not disqualified from being re-appointed as a Director or Managing Director in terms of Section 164 of the Companies Act, 2013. He has communicated her/his willingness to be re-appointed and has given his consent to act as Managing Director of the company. He satisfies all the conditions as set out in Section 196(3) of the said Act and Part-1 of Schedule V thereof and hence, is eligible for re- appointment.

A brief profile of Mr. Lancy Barboza is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

It is proposed to seek members approval for the re-appointment of and remuneration payable to Mr. Mr. Lancy Barboza as managing Director, in terms of said act, and the rules made thereunder.

Broad Particulars of the terms of re-appointment and remuneration payable to Mr. Lancy Barboza are as under:

**a. Salary:**

Basic Salary: INR. 1.26 Crore Per Annum

**b. Perquisites and Allowances:**

- i. The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable, statutory contribution to retirement funds and encashment of leave, as per the rules of the company, shall be in addition to the basic salary mentioned under (a) above, and as per the limits prescribed under the applicable laws of the country.

- ii. The Managing Director shall be entitled to perquisites for a maximum sum of INR. 1.26 Crore per annum, which includes rent free accommodation (furnished or otherwise) for self with family or house rent allowance in lieu thereof, house maintenance allowance.

**c. Reimbursement of Expenses:**

The Managing Director shall be reimbursed at actuals for all the expenses incurred by him for travelling during business trips conducted on behalf of the company. This reimbursement of expenses will not be included in the calculation of the remuneration or perquisites of the Managing Director.

**d. Performance Bonus:**

The Managing Director shall be paid Performance Linked Bonus in each financial year, based on the performance parameters as may be determined by the Board of Directors or any of its Committee. These bonuses shall not be considered as a part of perquisites under (b) above.

The Managing Director may be granted employees stock options from time to time, which shall not be considered as a part of perquisites under (b) above.

**e. Minimum Remuneration:**

In the event of loss or inadequacy of profits in any financial year, during the currency of the term of the Managing Director, the company will pay remuneration to the Managing Director, within the maximum ceiling per annum as per Section II of Part II of Schedule V to the Companies Act, 2013, including any statutory modification(s) or re- enactment(s) thereof, for the time being in force, as per the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the company.

**f. Commission on Profits:**

The Managing Director may be paid during a financial year commission on profits for that year at a rate as may be determined by the Board of Directors or its committees. Such commission on profits shall be included in the calculation for the aggregate remuneration payable to the Managing Director and the Whole-time Directors in financial year by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, remuneration based on net profits, etc.

which shall not exceed in the aggregate one percent of the net profits of the company in that financial year as computed in the manner laid down in Section 198 of the Companies Act 2013 including any statutory modification(s) or re-enactment(s) thereof.

Mr. Lancy Barboza, holds 84,02,490 Equity Shares of the face value of INR. 10/- each in the company.

Mr. Lancy Barboza has been associated with the company for last 3 years and has contributed a great value in the growth and success of the company with his rich expertise in the industry where the company operates. It would be in the interest of the company to continue to avail of his considerable expertise and to re-appoint him as the Managing Director.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Lancy Barboza as the Managing Director of the company.

Save and except Mr. Lancy Barboza, Mrs. Anita Lancy Barboza and Mr. Alan Barboza and their relatives to the extent of their shareholding interest, if any, in the company, none of the other Directors, Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board commends the Special Resolution set out at Item No. 02 for the approval of Members.

**Item No. 03:**

Mr. Satyaprakash Pathak was appointed as the Whole time Director cum Chief Financial Officer of the company for a period of Three years with effect from 01<sup>st</sup> December, 2020, after obtaining due approval of the members of the company in their 39<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> December, 2020. Accordingly, the present term of Mr. Satyaprakash Pathak comes to an end on 01<sup>st</sup> December, 2023.

The Board, in its meeting held on 11<sup>th</sup> August, 2023, has approved the re-appointment of Mr. Satyaprakash Pathak as the Whole time Director cum Chief Financial Officer of the company for a further period of five years after his current tenure. The Board has taken the decision of said re-appointment based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the company.



Mr. Satyaprakash Pathak is not disqualified from being re-appointed as a Director or Wholetime Director in terms of Section 164 of the Companies Act, 2013. He has communicated her/his willingness to be re-appointed and has given his consent to act as Managing Director of the company. He satisfies all the conditions as set out in Section 196(3) of the said Act and Part-1 of Schedule V thereof and hence, is eligible for re-appointment.

A brief profile of Mr. Satyaprakash Pathak is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

It is proposed to seek members approval for the re-appointment of and remuneration payable to Mr. Satyaprakash Pathak as Wholetime Director, in terms of said act, and the rules made thereunder.

Broad Particulars of the terms of re-appointment and remuneration payable to Mr. Satyaprakash Pathak are as under:

**g. Salary:**

Basic Salary: INR. 21,87,468/- Per Annum

**h. Perquisites and Allowances:**

- iii. The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable, statutory contribution to retirement funds and encashment of leave, as per the rules of the company, shall be in addition to the basic salary mentioned under (a) above, and as per the limits prescribed under the applicable laws of the country.
- iv. The Whole Time Director shall be entitled to perquisites for a maximum sum of INR. 21,87,468/- Per Annum.

**i. Reimbursement of Expenses:**

The Whole time Director shall be reimbursed at actuals for all the expenses incurred by him for travelling during business trips conducted on behalf of the company. This reimbursement of expenses will not be included in the calculation of the remuneration or perquisites of the Whole time Director.

**j. Performance Bonus:**

The Managing Director shall be paid Performance Linked Bonus in each financial year, based on the performance parameters as may be determined by the Board of

Directors or any of its Committee. These bonuses shall not be considered as a part of perquisites under (b) above.

The Whole Time Director may be granted employees stock options from time to time, which shall not be considered as a part of perquisites under (b) above.

**k. Minimum Remuneration:**

In the event of loss or inadequacy of profits in any financial year, during the currency of the term of the Whole Time Director, the company will pay remuneration to the Whole Time Director, within the maximum ceiling per annum as per Section II of Part II of Schedule V to the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, as per the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the company.

**l. Commission on Profits:**

The Whole Time Director may be paid during a financial year commission on profits for that year at a rate as may be determined by the Board of Directors or its committees. Such commission on profits shall be included in the calculation for the aggregate remuneration payable to the Managing Director and the Whole-time Directors in financial year by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, remuneration based on net profits, etc. which shall not exceed in the aggregate one percent of the net profits of the company in that financial year as computed in the manner laid down in Section 198 of the Companies Act 2013 including any statutory modification(s) or re-enactment(s) thereof.

Mr. Satyaprakash Pathak, do not hold Equity Shares of the company.

Mr. Satyaprakash Pathak has been associated with the company for last 10 years and has contributed a great value in the growth and success of the company with his rich expertise in the industry where the company operates. It would be in the interest of the company to continue to avail of his considerable expertise and to re-appoint him as the Whole Time Director.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Satyaprakash Pathak as the Whole Time Director of the company.

Save and except Mr. Satyaprakash Pathak, and their relatives to the extent of their shareholding interest, if any, in the company, none of the other Directors, Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board commends the Special Resolution set out at Item No. 03 for the approval of 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 Regulation 2(1) (zb) 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 there to, and the Company’s Related Party Transaction Policy are furnished hereunder:

<b>Sr. No.</b>	<b>Name of Related Party</b>	<b>Nature of Relationship</b>	<b>Transaction Amount in Rs.</b>	<b>Nature of Transactions</b>
01.	International Freight System Company Private Limited	Enterprise in which Key Managerial Person or their relative have significance influence	INR 16 Crore	Purchase of Services
02.	International Freight System Company Private Limited	Enterprise in which Key Managerial Person or their relative have significance influence	INR 1Crore	Sales of Services

03.	Lancy Barboza Family Trust	Enterprise in which Key Managerial Person or their relative have significance influence	INR 0.03 Crores	Royalties Expenses
04.	Lancy Barboza	Key Managerial Person	INR 0.85 Crores	Rent Paid Per Annum
05.	Anita Barboza	Key Managerial Person	INR 0.35 Crores	Rent Paid Per Annum
06.	Lancy Barboza	Key Managerial Person	INR 1.26 Crores	Remuneration Per Annum
07	Alan Lancy Barboza	Key Managerial Person	INR. 0.96 Crores	Remuneration Per Annum
08	Flomic Cargo Private Limited	Enterprise in which Key Managerial Person or their relative have significance influence	INR. 0.05 Crores	Purchase of Services

The Audit Committee at its meeting held on 28<sup>th</sup> March, 2023 has given omnibus approval for the above transactions to be undertaken from the date of this AGM to the date of the next AGM 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.

The Board commends the Special Resolution set out at Item No. 04 for approval of the Members.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Alan Barboza, Mrs. Anita Barboza and Mr. Lancy Barboza are concerned or interested (financially or otherwise) in this Resolution.

## 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:

Name of the Director	Lancy Barboza	Satyaprakash Pathak
DIN	01444911	00884844
Date of Birth	24/10/1965	10/05/1966
Date of First Appointment	30/09/2013	14/02/2020
Qualification	Graduate	Graduate
Experience in specific area	Global Experience for all mode of Transportation of Goods	Expertise in Finance, Account, Auditing & Taxation
Directorship in other Companies	Nil	Nil
Committee positions held in other Companies	Nil	Nil
No. of shares held in the Company	84,02,490	Nil

## **NOTES:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming 42<sup>nd</sup> Annual General Meeting will thus be held by Hybrid Mode i.e Physical and also through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the 42<sup>nd</sup> Annual General Meeting through VC/OAVM.
2. 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 MCA 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 42<sup>nd</sup> Annual General Meeting. 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 42<sup>nd</sup> Annual General Meeting will be provided by CDSL.
3. The Members can join the 42<sup>nd</sup> Annual General Meeting 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 42<sup>nd</sup> Annual General Meeting through VC/OAVM will be made available to atleast 1000 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 42<sup>nd</sup> Annual General Meeting without restriction on account of first come first served basis.
4. The attendance of the Members attending the 42<sup>nd</sup> Annual General Meeting through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. In line with the aforesaid MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at [www.adaniports.com](http://www.adaniports.com). The Notice can

also be accessed from the websites of the Stock Exchanges i.e. Bombay Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com) 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](http://www.evotingindia.com).

6. The 42<sup>nd</sup> Annual General Meeting 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.
7. Information regarding re-appointment 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.
8. Shareholders 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. Shareholders 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. Process and manner for shareholders opting for voting through electronic means:**

- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13<sup>th</sup> April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021, 5th May, 2022 and 28<sup>th</sup> December, 2022, the Company is providing facility of remote e-voting to its shareholders 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), as the authorized e-voting agency for facilitating voting through electronic means. The facility of casting votes by a shareholder using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.
- ii. Shareholders 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. Friday, 08<sup>th</sup> September, 2023, 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 shareholder of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, 08<sup>th</sup> September, 2023, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue 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, 12<sup>th</sup> September, 2023 at 9.00 A.M. and will end on Thursday, 14<sup>th</sup> September, 2023 at 5.00 P.M. During this period, the shareholders of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Friday, 08<sup>th</sup> September, 2023 may cast their vote electronically. The shareholders will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- v. Once the vote on a resolution is cast by the Shareholder, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The voting rights of the shareholders 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. Friday, 08<sup>th</sup> September, 2023.
- vii. The Company has appointed HD And Associates, Practicing Company Secretary (Membership No. ACS: 47700; CP No: 21073), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.



**13. Process for those shareholders whose email ids/ mobile no. 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 RTA email id [info@adroitcorporate.com](mailto:info@adroitcorporate.com).
- b) For 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.
- c) 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.

**14. The instructions for shareholders for remote voting are as under:**

- i. The voting period begins on Tuesday, 12<sup>th</sup> September, 2023 at 9.00 A.M. and will end on Thursday, 14<sup>th</sup> September, 2023 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, 08<sup>th</sup> September, 2023 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.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 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 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 9th 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 aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL's 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 users to login to Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</li> <li>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 &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> </ol>

	<ol style="list-style-type: none"> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on 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 registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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 “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you</li> </ol>

	will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on 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.
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 NSDL/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 NSDL/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:** Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned websites. 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 CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact 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 nonindividual shareholders in demat mode.

- v. Login method for e-Voting and joining virtual meeting 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.
  3. 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 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.**

<b>PAN</b>	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number indicated in the PAN field.
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	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. 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).

- 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 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 of the Company – FLOMIC GLOBAL LOGISTICS 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 "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. 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.
- xvii. 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.
- xviii. **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](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) for which they wish to vote on.
- 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 are authorized to vote, to the Scrutinizer and to the Company, if 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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.
- 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, 25<sup>th</sup> 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 toll free no. 1800 22 5533.

**15. The instructions for shareholders attending the AGM through VC/OAVM & e-voting during meeting are as under:-**

- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. 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.
- iii. 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.
- iv. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Only those 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.
- vii. 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.
- viii. 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 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 participating in the meeting.



- ix. 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 atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@flomicgroup.com](mailto:cs@flomicgroup.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@flomicgroup.com](mailto:cs@flomicgroup.com). These queries will be replied to by the company suitably by email.
  - x. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 16.** The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.adaniports.com](http://www.adaniports.com) and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com) within two days of the passing of the Resolutions at the 42<sup>nd</sup> Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
- 17.** 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 toll free no. 1800 22 55 33.
- 18.** 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 toll free no. 1800 22 55 33.
- 19. Instructions for shareholders for attending the AGM through VC/OAVM are as under:**
- i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of AGM through the CDSL e-Voting system. Shareholders 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.

- ii. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- iii. Further, Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. 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.
- v. For ease of conduct, 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 prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@flomicgroup.com](mailto:cs@flomicgroup.com). The shareholders who do not want to speak during the AGM but have queries may send their queries in advance at least 7 days prior to the AGM mentioning their name demat account number / folio number, email id, mobile number at [cs@flomicgroup.com](mailto:cs@flomicgroup.com).
- vi. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
- vii. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

**20. 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 Friday, 08<sup>th</sup> September, 2023. However, a cut-off date for determining shareholders eligible for voting is Friday, 08<sup>th</sup> September, 2023. The members who are not shareholders as on Friday, 08<sup>th</sup> September, 2023 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 Friday, 08<sup>th</sup> September, 2023 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/>

## 21. Contact Details:

Company	Flomic Global Logistics Limited
	Registered Office: 205, Enterprise Centre, Off Nehru : Road, Beside Orchid Hotel, Vile Parle (East) Mumbai- 400099, Maharashtra, India
Registrar And Share Transfer Agent	Adroit Corporate Services Private Limited 17-20, Jafferbhoy Ind. Estate, 1 <sup>st</sup> 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: <a href="http://www.adroitcorporate.com/">http://www.adroitcorporate.com/</a>
E-Voting Agency	: Central Depository Services (India) Ltd.
E-mail	: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> <b>By The Order of the Board of Directors For Flomic Global Logistics Limited</b>

**Date: 11<sup>th</sup> August, 2023**

**Place: Mumbai**

**Ravikumar Venkatramuloo Bogam**

**Company Secretary cum Compliance Officer**

**ACS: 36684**