

Date: 30th September, 2022

To,
BSE Limited,
Phiroze, Jeejeebhoy Towers,
Dalal Street, Mumbai-400001.

Scrip Code: 504380

Dear Sir/Ma'am,

Sub: Proceedings of 41st Annual General Meeting

Pursuant to Regulation 30, read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed herewith a summary of the 41st (Forty-First) Annual General Meeting of the Company held on Friday, 30th September, 2022 at 04.00 PM at Tunga International, Tribune 2 B 11, MIDC Central Road, Andheri East, Behind MIDC Post Office, Mumbai-400093 and also through Video Conferencing (VC) and Other Audio Visual Means (OAVM) and concluded at 4.45 P.M.

Request you to take the same on your record and acknowledge.

Thanking You,

**FOR FLOMIC GLOBAL LOGISTICS LIMITED
(FORMERLY KNOWN AS VINADITYA TRADING COMPANY LIMITED)**



**LANCY BARBOZA
CHAIRMAN**



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

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✉ 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



41ST ANNUAL GENERAL MEETING

PROCEEDING OF THE 41ST ANNUAL GENERAL MEETING OF FLOMIC GLOBAL LOGISTICS LIMITED HELD ON FRIDAY, 30TH SEPTEMBER, 2022 AT 04.00 PM AT TUNGA INTERNATIONAL, TRIBUNE 2 B 11, MIDC CENTRAL ROAD, ANDHERI EAST, BEHIND MIDC POST OFFICE, MUMBAI- 400093 AND ALSO THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM).

In Compliance with Regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the proceedings of 41st Annual General Meeting ('AGM') of the members of Flomic Global Logistics Limited ('the Company'), held today i.e. Friday, 30th September, 2022 at 04:00 P.M. IST Tunga International, Tribune 2 B 11, MIDC Central Road, Andheri East, Behind MIDC Post Office, Mumbai- 400093 and also through Video Conferencing (VC) and Other Audio Visual Means (OAVM) and the meeting concluded at 4.45 P.M.

The Company Secretary welcomed the Shareholders, who were participating in the Meeting at Tunga International, Tribune 2 B 11, MIDC Central Road, Andheri East, Behind MIDC Post Office, Mumbai- 400093 and also through Video Conferencing (VC) and Other Audio Visual Means (OAVM) and he has also briefed them about certain important points regarding video conferencing.

He informed that in compliance with 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 and Disclosure Requirements) Regulations 2015 and applicable provisions of the Companies Act, 2013 read with circulars, issued by Ministry of Corporate Affairs dated 13th January, 2021, 05th May, 2020, 13th April, 2020, 08th April, 2020 and SEBI Circular dated 15th January, 2021 and 12th May, 2020, the Company has provided the facility to members, to exercise their right to vote, by electronic means on resolutions proposed to be passed at the AGM, either through Remote E-voting or E-voting during AGM.

He further informed that the remote e-voting facility was provided by the Company from Tuesday, 27th September, 2022 at 9:00 AM IST to Thursday, 29th September, 2022 at 5:00 PM IST to all the members of the Company, who were holding shares (either in physical form or dematerialized form) as on the cut-off date i.e., Friday, 23rd September, 2022.

He further addressed the members of the Company and informed that "members attending the AGM, through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), who have not cast their votes by remote e-voting, can cast their vote through e-

voting during the AGM, the voting is open now and the e-voting shall remain open for half an hour from conclusion of the AGM, so that the members can cast their vote”.

He also informed that all the efforts as required, have been made by the Company to enable members to participate and vote on the item being considered in the meeting, after duly complying with the mechanism provided in MCA circular dated 13th January, 2021, 05th May, 2020, 13th April, 2020 & 08th April, 2020 along with other provisions of the Act and Rules.

Since the quorum of the meeting was present, the Chairman called the meeting to order and conducted the proceedings of the meeting at Tunga International, Tribune 2 B 11, MIDC Central Road, Andheri East, Behind MIDC Post Office, Mumbai- 400093 and also through Video Conferencing (VC) and Other Audio Visual Means (OAVM).

He has further informed that M/s S A R A & Associates, Statutory Auditors of the Company and M/s HD & Associates, Secretarial Auditors of the Company, have given the Audit Reports without any qualifications, observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company, thus with the permission of members, the Auditors Reports as well as Directors Report of the Company, have been taken as read.

Also, the Chairman Speech has been circulated to the members in the Annual Report, so with the permission of the members, the same has been taken as read.

As the Meeting was convened through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), so, the following Resolutions had already been put to vote through remote e-voting thus the requirement to proposing and seconding was not applicable:

S No.	Particulars of resolutions	Type of Resolution
ORDINARY BUSINESS		
1	To receive, consider and adopt the Audited Financial Statement for the Year Ended 31st March, 2022 along with notes thereon as on date and the reports of the 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.”	Ordinary Resolution
SPECIAL BUSINESS		
2	To appoint M/s. Doogar and Associates (FRN 000561N) as the Statutory Auditor of the Company to	Ordinary Resolution

	<p>hold office from the Conclusion of 41st Annual General Meeting of the Company to the Conclusion of the Annual General Meeting to be held in Financial Year 2026-27 and to authorize the Board of Directors of the Company to fix their remuneration.</p> <p>“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;</p> <p>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.”</p>	
3	<p>Regularize appointment of Mr. Aneish Kumaran Kumar as Non- Executive Independent Director.</p> <p>“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</p>	Ordinary Resolution

	<p>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;</p> <p>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."</p>	
4	<p>Approval For Related Party Transactions</p> <p>"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;</p> <p>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.</p>	Special Resolution
5	Approval of allocation and grant of Stock Options to Employees	Special Resolution

	<p>“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;</p> <p>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;</p> <p>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;</p> <p>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</p>	
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	<p>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;</p> <p>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;</p> <p>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;</p> <p>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.”</p> <p>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”</p>	
6	<p>Increase in Authorised Share Capital of the Company</p> <p>"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</p>	Special Resolution

	<p>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;</p> <p>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.</p> <p><i>"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."</i></p> <p>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."</p>	
7	<p>Increase in Remuneration payable to Mr. Lancy Barboza as Managing Director</p> <p>"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;</p> <p>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;</p> <p>RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized</p>	Special Resolution

	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".	
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The members were further informed that Mr. Hardik Darji, Proprietor of M/s HD & Associates, was appointed as Scrutinizer for the purpose of scrutinizing the e-voting process in a fair and transparent manner. Mr Lancy Barboza, Chairman of the meeting, authorized Mr. Ravikumar Bogam, Company Secretary to receive the Scrutinizers' Report/Registers who shall countersign the same.

The Company Secretary further informed the members that the results of e-voting shall be disseminated to the Stock Exchanges at www.bseindia.com & www.nseindia.com and will also be displayed on the website of CDSL i.e www.evotingindia.com, the e-voting agency, on the Company's website at www.flomigroup.com and on the Registered & Corporate Office of the Company in due course.

After that, he has requested Mr. Lancy Barboza, Chairman of the Company, to address the shareholders of the Company. Mr. Lancy Barboza shared his view with the shareholders.

Mr. Ravikumar Bogam, Company Secretary of the Company, further informed that the members were given an opportunity to send their queries and questions, in advance at cs@flomicgroup.com. All the queries received, were answered & responded by Mr. Lancy Barboza, Managing Director of the Company.

The Company Secretary proposed a vote of thanks to the Chair & the shareholders and the meeting concluded.

This is for your information and records please.

Thanking you,
Yours sincerely,

**FOR FLOMIC GLOBAL LOGISTICS LIMITED
(FORMERLY KNOWN AS VINADITYA TRADING COMPANY LIMITED)**



**LANCY BARBOZA
CHAIRMAN**