

FLOMIC GLOBAL
LOGISTICS LIMITED

CODE OF CONDUCT FOR
PREVENTION OF INSIDER TRADING

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1. BACKGROUND

The SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”) mandates every listed company to formulate a code of conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with the Regulations, adopting minimum standards as set out in Schedule B and the Principles of Fair Disclosure specified in Schedule A of the said Regulations, without diluting the provisions of the Regulations in any manner.

In this regard, Board of Directors of **FLOMIC GLOBAL LOGISTICS LIMITED (“Company”)** has laid down this revised **CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING (‘the Code’)** for adoption to bring it in line with the amendments brought in by SEBI in the regulations.

The Board of Directors of **FLOMIC GLOBAL LOGISTICS LIMITED (“Company”)** in their meeting held on **14th November, 2021**, approved and adopted this **revised CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING (‘the Code’)**.

2. OBJECTIVE

The Code intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the Company’s securities and to maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations.

3. SCOPE

The Company endeavors to preserve the confidentiality of un-published price sensitive information (UPSI) and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

4. APPLICABILITY

This updated Code shall be applicable to all Insiders, Connected Persons, Designated Persons and their immediate relatives as mentioned in this code.

5. DEFINITIONS

“Act” means the Securities and Exchange Board of India Act, 1992;

“Board” means the Securities and Exchange Board of India;

“Compliance Officer” means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”) and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be;

“Connected Person” means,-

- (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
 - (a) an immediate relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or

- (d) an investment company, trustee company, asset management company or an employee or director thereof; or
- (e) an official of a stock exchange or of clearing house or corporation; or
- (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- (i) a banker of the company; or
- (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;

“Company” means **FLOMIC GLOBAL LOGISTICS LIMITED;**

“Designated Person” shall consist of Connected Persons who are Promoters, Directors, Key Managerial Personnel, Chief Executive Officer (CEO) /Managing Director (MD) and employees up to two levels below CEO/MD, senior management personnel in the Company and such other persons as identified by the Managing Director in consultation with Compliance Officer on the basis of their functional role in the Company and access to price sensitive information of the Company as required under the PIT Regulations;

“Director” means a director appointed to the board of the Company;

“Generally available information” means information that is accessible to the public on a non-discriminatory basis;

“Immediate relative” means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or

consults such person in taking decisions relating to trading in securities;

"Insider" means any person who is:

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information;

"Informant" means an individual(s), who voluntarily submits to the Board a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under the 'PIT regulations', regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward;

"Key managerial persons or personnel" means key managerial persons as defined in Section 2 (51) of the Companies Act, 2013;

"Material Financial Relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions;

"Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

"Promoter group" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

"Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

"Specified" means specified by the Board in writing;

"Takeover Regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

"Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe,

buy, sell, deal in any securities, and "trade" shall be construed accordingly;

"Trading day" means a day on which the recognized stock exchanges are open for trading;

"Trading Plan" means the plan submitted by an Insider and approved by the Compliance Officer pursuant to which trade in the securities of the Company may be carried out on behalf of the Insider in accordance with such plan;

"Unpublished price sensitive information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel.
- (vi) Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company.

Note: Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

6. COMPLIANCE OFFICER

6.1 The Chief Financial Officer of FLOMIC GLOBAL LOGISTICS LIMITED shall be the Compliance Officer for the purpose of this Code, who shall work subject to guidance of the Chairman and the Board of Directors.

6.2 The Chief Financial Officer shall hold the position of the Compliance Officer so long as he/she remains the Chief Financial Officer. In the event of the office of the Chief Financial officer falling vacant till such time a successor is appointed, the persons(s)

responsible for the Chief Financial Officer function shall, in the interim period act as the Compliance Officer.

6.3 The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors, but not less than once in a year.

6.4 The Compliance Officer shall assist all the employees in addressing any clarifications regarding the regulations of this code.

6.5 The Compliance Officer shall within seven days of coming to know of any contravention of the Code or the Regulations, immediately bring the same to the notice of the Chairman of the Audit Committee, and take such other necessary action as may be required under the Regulations.

7. COMMUNICATION OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION

7.1 All information shall be handled within the organisation on a need - to - know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

7.2 No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

7.3 No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

7.4 Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

7.5 Notwithstanding anything contained in this code, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–

- (i) entail an obligation to make an open offer under the takeover regulations where the board of directors of the listed company is of informed opinion that sharing of such information is in the best interests of the company;
- (ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the listed company is of informed opinion that sharing of such information is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.

For above purpose of **clause 7.5**, the board of directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of **clause 7.5**, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

8. TRADING WINDOW

8.1 Compliance Officer may announce closure of Trading Window for securities of the Company for all the Promoters, Directors, Insiders or a Designated Person or class of Designated Persons who can reasonably be expected to have possession of unpublished price sensitive information in relation to such securities. Immediate relatives of the aforesaid persons shall also not trade when the Trading Window is closed.

8.2 The timing for re-opening of the Trading Window shall be determined by the Compliance Officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any events shall not be earlier than forty-eight hours after the information becomes generally available.

8.3 The trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by Audit Committee and Board Meeting should be as narrow as possible and

preferably on the same day to avoid leakage of material information.

8.4 Subject to the provisions of this Code and Insider Trading Regulations, the Trading window restrictions shall not apply in respect of:

- a. Trades specified in clause (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 of the Insider Trading Regulations and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer and compliance with the respective regulations made by the Board;
- b. Transactions which are undertaken in accordance with respective Regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.

9. DISCLOSURES

All disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions. Disclosures relating to trading shall also include trading in derivatives of the securities provided that trading in derivatives of the securities is permitted by any law for the time being in force. All such disclosures shall be maintained by the Company for a period of 5 years.

9.1 Initial

Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company in **Form VI** within seven days of such appointment or becoming a promoter.

9.2 Continual

Every promoter and member of the promoter group, Director and Key managerial Personnel of the Company and a Designated Person shall disclose to the Compliance Officer in **Form VII** the number of such securities (including derivatives) acquired or disposed of within two trading days of such transaction, if the value of the securities (including derivatives) traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 (Ten) Lac. The Compliance Officer shall notify the particulars of such trading to the stock exchange on which the securities (including

derivatives) are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Note: The disclosure of the incremental transactions after any disclosure made as aforesaid shall be made when the transactions effected after the prior disclosure cross the threshold specified in **Clause 9.2** above.

All designated persons shall be required to disclose such information as prescribed in the Regulations including name and Permanent Account Number (PAN) of immediate relatives and persons with whom such designated person (s) shares a material financial relationship along with PAN and other details like phone number, mobile number(s) which are used by immediate relatives and person with whom such designated person shares material financial relationship, on an annual basis and as and when the information changes or required by the Compliance Officer of the Company. Compliance Officer shall be empowered to review the disclosure requirements and take appropriate action in this regard.

Designated Persons shall also disclose the following details:

1. the name of education institutions from which designated persons have studied; and
2. name of the past employer(s)

9.3 Disclosure by connected persons

Connected Persons identified by the Board of Directors of the Company in consultation with the Compliance Officer will make disclosures of holdings and trading in securities of the company in **Form VIII** at such frequency as maybe determined by the company.

10. PRE-CLEARANCE OF TRADES

10.1 The promoters, Directors and Designated Persons (including their immediate relatives) shall:

- i. execute trades subject to compliance with the Code;
- ii. trade only when the Trading Window is open; and
- iii. trade in the securities of the Company only after pre-clearance by the compliance officer, if the value of the proposed trades, whether in one transaction or a series of

transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000/- (Rupees Ten lakh only). No Designated Person or their immediate relatives shall apply for pre-clearance of any proposed trade if they are in possession of unpublished price sensitive information even if the trading window is not closed.

10.2 Pre-Clearance procedure:

On an application being made in **Form I** for pre-clearance along with the undertaking in **Form II** executed in the favour of the Company, the Compliance Officer may after:

- i. seeking such information as may be necessary from the applicant;
- ii. seeking a declaration that the applicant is not in possession of unpublished price sensitive information;
- iii. confirming that the applicant has not done any prior contra trade within the previous period of six months unless such restriction has been relaxed by the Compliance Officer for reasons recorded in writing and where such relaxation is not in violation of the Regulations;
- iv. grant approval in writing the pre-clearance approval in **Form III**. The pre-clearance shall be valid for a period of 7 trading days. In case of failure to execute trade within the stipulated period, a fresh application for obtaining pre-clearance must be sought.
- v. Pre-clearance shall be required even if the transaction is only in the nature of transfer of beneficiary rights to any of the immediate relatives of the applicant.
- vi. The applicant shall be required to disclose the details of the trade within two trading days of such trade by completing and submitting to the Compliance Officer in **Form IV**. In case the Designated Person or their immediate relatives decides not to or does not execute the trade after securing pre-clearance, he/she shall inform the Compliance Officer of such decision / inaction within 2 trading days of taking the decision or within 2 trading days of completion of the 7 trading days in **Form IV**.
- vii. The applicants shall not execute a contra trade within a period of 6 months within which a trade is permitted. (Provided that this shall not be applicable for trades pursuant to exercise of stock options).

- viii. The Compliance Officer may grant relaxation to a contra trade for reasons recorded in writing provided that such relaxation does not violate the Code or the PIT Regulations.
- ix. In case a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by it.

No insider shall trade in securities of a Company when in possession of unpublished price sensitive information.

11. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING:

11.1The CEO/Managing Director of the Company shall put in place adequate and effective system of internal controls as specified under the PIT Regulations, to ensure compliance.

11.2Audit Committee shall at least once in a financial year verify that the systems for internal control are adequate and are operating effectively.

12. TRADING PLAN

12.1An insider shall be entitled to formulate a trading plan and present it to the compliance officer in **Form V** for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

12.2 Such trading plan shall: –

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve months;

- (iv) not entail overlap of any period for which another trading plan is already in existence;
- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (vi) not entail trading in securities for market abuse.

12.3 The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

Note:

Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

12.4 The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

(Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information.)

Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities of the Company are listed.

13. PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

13.1 In case of leak of UPSI or suspected leak of UPSI, the same should be promptly reported to the Compliance Officer of the Company.

13.2 The Compliance Officer of the Company shall report to the Chairman of the Audit Committee about the leak of UPSI after making necessary inquiry into the reported matter.

13.3 In case of leak of UPSI, necessary investigation shall be done and an investigation report shall be provided/placed before the Audit Committee for their review and recommendation to the Board of Directors.

13.4 The Board of Directors of the Company shall decide the further course of action based on the recommendations received from the Audit Committee and in terms of the requirements of the Regulations.

14. CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

14.1 The Company shall make a prompt public disclosure of unpublished price sensitive information that would impact the share price no sooner than credible and concrete information comes into being in order to make such information generally available.

14.2 The Company shall ensure a uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

14.3 The Chief Financial Officer who is a Compliance Officer under this code shall be the Chief Investor Relations Officer to deal with the dissemination of information and disclosure of unpublished price sensitive information.

14.4 The Company shall promptly disseminate the unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

14.5 The Company shall provide an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

14.6 The Company shall ensure that the information shared with analysts and research personnel is not unpublished price sensitive information.

14.7 The Company shall develop best practices to make available transcripts or records of proceedings of all meetings with analysts and other investor relations conferences on the Company's official website to ensure official confirmation and documentation of disclosures made.

14.8 The Company shall handle all unpublished price sensitive information on a need-to-know basis.

15. CHIEF INVESTOR RELATIONS OFFICER ("CIO") TO OVERSEE AND COORDINATE DISCLOSURES

15.1 The Chief Investor Relations Officer is responsible for dissemination of information and disclosure of UPSI.

15.2 The CIO is also responsible for ensuring compliance under this code, overseeing and coordinating disclosure of UPSI to stock exchanges, shareholders, analysts and media and for educating FLOMIC GLOBAL LOGISTICS LIMITED staff on disclosure policies and procedure.

15.3 All UPSI is to be handled on "need to know basis", i.e., UPSI should be disclosed only to those within FLOMIC GLOBAL LOGISTICS LIMITED who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. All the non-public information directly received by any employee should immediately be reported to the CIO.

16. POWERS & DUTIES OF CHIEF INVESTOR RELATIONS OFFICER

16.1 Other than information which is price sensitive in accordance with the Companies Act 2013, the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other applicable law for the time being in force, the CIO in consultation with the Managing Director shall decide whether an information is price sensitive or not.

16.2 The CIO shall ensure that disclosure to Stock Exchanges is made promptly.

16.3 All information disclosure/dissemination may normally be approved in advance by the CIO. In case information is accidentally disclosed without prior approval of CIO, the person responsible shall immediately inform the CIO.

16.4 The CIO shall ensure that no unpublished price sensitive information is disclosed selectively to any one or group of research analysts or investors to the disadvantage of other stakeholders.

16.5 Any queries or requests for verification of market rumor(s) by the Regulatory Authorities shall be forwarded to the CIO, who shall decide on the clarification to be provided.

16.6 The CIO shall decide whether a public announcement is necessary for verifying or denying any rumor(s).

17. POLICY FOR DETERMINATION OF "LEGITIMATE PURPOSES"

This "**Policy**" is prepared in accordance with Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015 and forms part of the **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**.

The "**objective**" of this policy is to identify 'Legitimate Purposes' for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

"**Legitimate purposes**" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations."

17.1 Sharing of unpublished price sensitive information for Legitimate Purposes

The UPSI shall be shared by any person(s) authorized by the Board of Directors or CIO of the Company in this behalf, only in furtherance of legitimate purpose(s) which shall include the following;

- i. Sharing of UPSI in the ordinary course of business by any Insider, Designated Person, or by any Authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
- ii. Sharing of UPSI where such communication is in furtherance of performance of duty (ies);
- iii. Sharing of UPSI for discharge of legal obligation(s).
- iv. Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the CIO of the Company.
- v. Sharing of UPSI for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time. Provided that such sharing should not be carried out to evade or circumvent the prohibitions of PIT Regulations.

However, other provisions / restrictions as prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other law for the time being in force in this behalf, as may be amended from time to time, shall be observed.

18. PROMPT DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

18.1 FLOMIC GLOBAL LOGISTICS LIMITED will ensure that any event which has a bearing on the share price of the Company shall be disseminated promptly upon the conclusion of the event, by communicating the same to the stock exchanges in accordance with the PIT Regulations.

18.2 To ensure that the information is disseminated in a uniform manner, FLOMIC GLOBAL LOGISTICS LIMITED will transmit the information to all the stock exchanges where the securities of the Company are listed, at the same time and shall also publish the same on the website of the Company viz. <https://flocmicgroup.com/>

19. DISCLOSURE WITH REFERENCE TO ANALYSTS / MEDIA

19.1 All UPSI shall be first communicated to the stock exchanges before the same is shared with Analyst and Research personnel.

19.2 Transcript of the meetings / conference calls with Analysts shall be furnished to the stock exchanges and then posted on FLOMIC GLOBAL LOGISTICS LIMITED's website.

20. RESPONDING TO MARKET RUMORS

The Compliance Officer and / or the Investor Relations Team and / or any other official(s) ("spokes person") authorized by the Board of Directors of the Company shall give an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities. They shall also be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and making disclosures.

21. ISSUE OF NOTICE TO THE RECIPIENT OF UPSI

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons;

- (i) To make aware such person that the information shared is or would be UPSI.
- (ii) To make aware to such person the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted.
- (iii) To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

22. DIGITAL DATA BASE OF RECIPIENT OF UPSI

22.1 The CIO shall be responsible to maintain a structured digital database of such persons or entities as the case may be with whom information is shared under this code, which shall contain the following information:

- (i) Name of such recipient of UPSI;
- (ii) Name of the Organization or entity to whom the recipient represent;
- (iii) Postal Address and E-mail ID of such recipient;
- (iv) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

22.2 The CIO shall also be responsible to ensure that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trials to ensure non-tampering of such database.

22.3 The CIO shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

23. CHINESE WALL

To prevent the misuse of confidential information, FLOMIC GLOBAL LOGISTICS LIMITED has laid down Chinese Walls procedures which separate those areas of FLOMIC GLOBAL LOGISTICS LIMITED that routinely have access to confidential information, considered "inside areas" from those which deal with sale/marketing/investment advice or other departments providing support services, considered "public areas".

- A. The employees in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public area.
- B. The Company shall have process of maintaining securely, computer files containing confidential information and physical storage of documents relating to UPSI.
- C. All the unpublished price sensitive information is to be handled on "need to know basis" i.e., Unpublished Price Sensitive Information should be disclosed only to those within FLOMIC GLOBAL LOGISTICS LIMITED who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. All the non-public information directly received by any employee should immediately be reported to the head of the department. In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

24. PENALTY FOR CONTRAVENTION OF THE CODE

- A. All Designated Persons and Connected Persons shall be individually responsible for complying with the provisions of the Regulations and the Code to the extent applicable.
- B. Any Designated Persons and Connected Persons who violates the Code shall be subject to disciplinary action, as may be deemed fit by the Company / Managing Director/ Compliance Officer of FLOMIC GLOBAL LOGISTICS LIMITED. Any Employee who violates the Code shall be subject to disciplinary action, which may include freeze on emoluments, ineligibility for future participation in the stock option plans or suspension/termination of service/contract, recovery or any other action as may be deemed fit by Company / Managing Director/ Compliance Officer. Any amount collected under this clause shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- C. The action by FLOMIC GLOBAL LOGISTICS LIMITED shall not preclude SEBI from taking any action for violation of the Regulations.
- D. In case any violation of the Regulation or the Code is observed, SEBI may be informed of the same by the Company, in such form and such manner as may be specified by SEBI from time to time. Also, Company shall inform stock exchanges where the securities of the Company are listed about the same.

25. PROTECTION OF THE INFORMANT UNDER THE INSIDER TRADING REGULATIONS

In accordance with Securities and Exchange Board of India (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019, the Company shall not discharge, terminate, demote, suspend or threaten directly or indirectly or discriminate against any employee who files a Voluntary Information Disclosure Form (as prescribed in Schedule D of the regulations), irrespective of whether the information is considered or rejected by SEBI, by reason of:

- (i) filing a Voluntary Information Disclosure Form;
- (ii) testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or

- (iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent such employee from co-operating with SEBI in any manner.

In the event any employee is of the view, that he is likely to be discharged, terminated, demoted or suspended, or is being threatened, or discriminated, on account of any of the events set forth in the preceding paragraph, such employee shall be permitted to notify the Compliance Officer of the same. In the event, the Compliance Officer is subject to the foregoing, the Compliance Officer shall be permitted to bring such information to the notice of SEBI.

26. GENERAL

26.1 The Board of Directors of the Company, in sync with applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Code with a new Code.

26.2 In any circumstance where the terms of the Code differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over the Code.

26.3 For better Compliance with this Code, it is recommended to refer of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (available at the website of SEBI) and any amendment thereof.

26.4 The regulations, if any not covered in this code but mentioned in the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 shall be complied as if those regulations are mentioned in this code itself.

26.5 The Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges.

26.6 This new Code or any amended Code thereto shall be available on the website of the Company.

FORM I

FORMAT OF APPLICATION FOR SEEKING PRE-CLEARANCE FOR DEALING IN SECURITIES

Date: _____

To,
The Compliance Officer,
FLOMIC GLOBAL LOGISTICS LIMITED

Dear Sir/Madam,

Application for seeking Pre-clearance for dealing in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading), Regulations, 2015 and the Company' Code of Conduct for Prevention of Insider Trading, I seek approval to purchase / sale / subscription of _____ Securities of the Company as per the details given below for myself / as Joint Holder / my immediate relative:

Sr. No.	Particulars	Remarks
1	Name of person in whose name securities are proposed to be acquired	
2	Designation (or relation to the Designated Person)	
3	Number of securities held as on date	
4	Folio No. / DP ID / Client ID No.	
5	The proposal is for	(a) Purchase of securities (b) Subscription of securities (c) Sale of Securities
6	Proposed date of dealing in securities	
7	Estimated number of securities proposed to be acquired/subscribed/sold	
8	Price at which transaction is proposed	
9	Current market price (as on date of application)	
10	Whether the proposed transaction will be through stock exchange or off-market deal	
11	Folio No./DP ID/Client ID No. where the securities will be credited/debited	

I enclose herewith the form of Undertaking signed by me and immediate relative (if applicable).

Yours faithfully

(Signature of Designated Person & Immediate relative, if applicable)

FORM II

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH APPLICATION FOR SEEKING PRE-CLEARANCE

Date:

To,
The Compliance Officer,
FLOMIC GLOBAL LOGISTICS LIMITED,

I, _____, _____ of the Company
residing at _____, am desirous of
dealing in _____ # securities of the Company as mentioned in my application
dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

If approval is granted, I shall execute the deal within 7 Trading days of the receipt of approval failing which I shall seek pre-clearance again.

I declare that I have made full and true disclosure in the matter.

Indicate number of shares

Yours faithfully

(Signature of Designated Person)

FORM III

FORMAT FOR PRE- CLEARANCE APPROVAL

Date:

To,
Name:
Address:

This is to inform you that your request for dealing in _____(nos) securities of the Company as mentioned in your application dated _____is approved / dismissed. Please note that the said transaction must be completed on or before __ (date) _____ that is within 7 trading days from today.

In case you do not execute the approved transaction / deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction / deal in the securities of the Company.

Further, you are required to file the details of the executed transactions in the attached format within 2 trading days from the date of transaction / deal. In case the transaction is not undertaken a 'Nil' report shall be necessary in the same format.

Thanking you,
Yours faithfully,

For FLOMIC GLOBAL LOGISTICS LIMITED

Name:
CFO & Compliance Officer

Place:

FORM IV

FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

Date: _____

To,
The Compliance Officer,
FLOMIC GLOBAL LOGISTICS LIMITED,

I hereby inform that I (tick the relevant)

- have not bought / sold / subscribed any securities of the Company
or
- have bought/sold/subscribed to _____ securities as mentioned below on
_____ (date)

Name of holder	No. of securities traded	Bought / sold / subscribed	DP ID/Client ID/Folio No.	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to not take a contra position in the above securities for a minimum period of six months.

In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (*applicable in case of purchase / subscription*).

I declare that the above information is correct and that no provisions of the Company's Code and / or applicable laws / regulations have been contravened for effecting the above said transactions(s).

Yours faithfully

[Signature of Designated Person and immediate relative (if applicable)]

FORM V

FORMAT FOR TRADING PLAN

Date: _____

To,
The Compliance Officer,
**FLOMIC GLOBAL
LOGISTICS LIMITED,**

Dear Sir/Madam,

I, _____, in my capacity as _____ of the Company hereby submit the trading plan with respect to dealing in securities of the Company for a total period of not less than 12 months from _____ to _____.

DP ID/Client ID / Folio No	Type of security	Nature of Trade (Buy/Sell)	Proposed Date / time period of trade	No. /total amount of securities proposed to be traded

With respect to the above trading plan, I hereby undertake that I shall;

I. Not entail commencement of trading on behalf of the insider earlier than 06 months from the public disclosure of the plan.

II. Not entail trading for the period between the 20th trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of financial results for the said period;

III. Not commence the trading as per above plan if the Unpublished Price Sensitive Information which is in my possession at present, do not comes into public domain till the time of commencement of trading plan & shall defer the commencement of trading plan till such information becomes generally available.

IV. Not tender any other trading plan for the period for which the above trading plan is already in force; and

V. Not entail trading in securities for market abuse.

Yours faithfully

(Signature)

FORM VI

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2)]**

Date: _____

To,
The Compliance Officer,
**FLOMIC GLOBAL
LOGISTICS LIMITED**, ISIN:
INE345Q01017

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the Promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1	2	3	4	5	6

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Yours faithfully

(Signature of Designated Person)

Place:

FORM VII

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) - Continual Disclosure]**

Date: _____

To,
The Compliance Officer,
**FLOMIC GLOBAL
LOGISTICS LIMITED**, ISIN:
INE345Q01017

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/ member of the promoter group/ designated person/ Directors/ immediate relative to/others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/disposal of shares, specify		Date of intimation to company	Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others-please specify)	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Yours faithfully

(Signature of Designated Person)

Place:

Form VIII
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3)

To,
The Compliance Officer,
FLOMIC GLOBAL
LOGISTICS LIMITED
,ISIN: INE952M01019

Date: _____

Details of Transactions by Other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ disposal of shares specify		Date of intimation to company	Mode of acquisition/ disposal (on market/ public/ rights/ Preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	Type of securities (For eg. Shares, Warrants Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/Sale/ Pledge/ Revocation / Invocation/ Others- please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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Note: (i) “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts*lot size)	
16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Yours faithfully

(Signature of Designated Person)

Place: