

**FLOMIC GLOBAL LOGISTICS LIMITED**

**POLICY ON DETERMINATION OF  
MATERIALITY FOR DISCLOSURE OF EVENTS  
OR INFORMATION**

## **1. BACKGROUND:**

Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as "SEBI (LODR) Regulations"] mandates that every listed entity shall make disclosures of any events or information which, in the opinion of the Board of Directors of the listed company, is material as well as any price sensitive information. The listed entity shall frame a policy for determination of materiality, based on the specified criteria duly approved by its Board of Directors, which shall be disclosed on its website.

The Board of Directors of the listed entity shall authorise one or more Key Managerial Personnel for the purpose of determining materiality of an event or information for the purpose of making disclosures.

In view of the same, this "Material Events Policy" of Flomic Global Logistics Limited("the Company") has been framed considering that stakeholders of the Company need timely, sufficient & reliable information and communication in a coherent manner regarding material events that matters / makes influence on the Company as also the regulatory requirements of Regulation 30 of the SEBI (LODR) Regulations.

## **2. DEFINITION:**

### **i. Authorised Key Managerial Personnel:**

Authorised Key Managerial Personnel means Managing Director or CEO or Chief Financial Officer or Company Secretary & Compliance Officer of the Company, who are authorised, individually or jointly, for determining the materiality of an event or information that qualifies for disclosure and to decide the appropriate time and details of its disclosure to be made to the Stock Exchange(s).

### **ii. Material events:**

Material Events means the individual transaction or arrangement which, in the opinion of the Authorised Key Managerial Personnel is significant to the operations or performance of the Company as well as any price sensitive information.

**iii. Price Sensitive Information:**

“Price-sensitive information” means any information which relates, directly or indirectly, to the Company that is not generally available and which upon becoming generally available is likely to materially affect the price of securities of the Company.

**iv. Compliance Officer:**

Compliance Officer means "Company Secretary" of the Company.

**v. Policy or This Policy**

Policy or this policy means "Material Events Policy".

**vi. Stock Exchanges**

Stock Exchanges means where the Equity Shares of the Company are listed.

**3. INTERPRETATION:**

Terms that have not been defined in this policy shall have the same meaning assigned to them in the SEBI (LODR) Regulations and Companies Act, 2013 as amended from time to time.

**4. POLICY:**

The Company will as soon as reasonably possible inform the Stock Exchange(s) of all the events or information which will have material impact on the performance/operations of the Company, as well as any price sensitive information.

The "Authorised Key Managerial Personnel" shall be entitled to take a view on the materiality of an event or information which are qualifying for disclosure as provided in Para B of Part A of Schedule III of the SEBI (LODR) Regulations and to decide the appropriate time at which such disclosure is to be made with the Stock Exchange(s) and details that may be disclosed in the best interest of present and potential investors.

## **5. POLICY AND DISCLOSURES:**

Regulation 30 of SEBI (LODR) Regulations have categorised material events and information which will have bearing on the performance/operations of the Company. The disclosures of events and information which the Company shall make to the Stock Exchange(s) as broadly categorised under these regulations are as under –

- Events in category A shall be disclosed to Stock Exchanges without any application of the guidelines for materiality i.e. these are mandatorily to be disclosed irrespective of the extent of happening of event.
- Events that have been provided in category B shall be disclosed to Stock Exchanges upon application of the guidelines for materiality to be determined by the Authorised Key Managerial Personnel on the basis of criteria as mentioned in Regulation 30(4).
- Any other material event or information as per Category C, which have not been covered under category A & Category B, shall also be disclosed to the Stock Exchanges upon application of guidelines for materiality to be determined by the Authorised Key Managerial Personnel on the basis of criteria as mentioned in Regulation 30(4).

Details of above events or information are provided in Annexure(s) forming part of this policy.

## **6. GUIDELINES:**

All disclosures made under Regulations 30 of the SEBI (LODR) Regulations shall contain minimum information as stated hereunder in case of happening/reporting of any below mentioned event:

### **i. Disclosure content to report change in General Character of Business**

- Nature of arrangements that lead to change in general character of business
- Rationale for such change in character of business.
- Benefits / impact of such change in character of business, if any.

**ii. Disclosure content to report disruption of operations due to natural calamity:**

- On occurrence of such event keep exchanges informed of the occurrence of such disruptive natural calamity.
- Company shall inform the exchange(s) as soon as possible but not later than 15 days from the time of occurrence of the disruptive natural calamity. If for any reason, the impact assessment is not completed in 15 days' time, the Company shall inform the exchange(s) about the status of assessment and expected date by which assessment will be completed.
- This disclosure shall also include whether this risk is covered by insurance and the value of insurance cover.
- Inform the Exchange(s) as and when Company, in its judgment considers that normalcy is restored.

**iii. Disruption of operations due to events such as strikes, lockouts etc.**

✓ **At the time of occurrence:**

- Impact on the production/operations in case of strikes/lock outs.
- Factory/unit where the strike/lock out takes place including reasons for such strike.

✓ **Periodically, till complete normalcy is restored:**

- The impact of the strike/lock out in some quantifiable terms
- Steps taken for restoration of normalcy
- Inform the Exchange(s) as and when strike/lock out is called off along with quantitative information on actual impact of such strike / lock out.

**iv. Disclosure on commencement or closure of commencement operations**

- Company will inform the exchange(s) if and when a material commercial production or service is commenced or shut down.

- The disclosure should also include projected financial impact with appropriate disclaimers.
  - Company shall issue a clarification to the exchange(s) if there is a material variation in the disclosures made earlier in this regard.
- v. **Disclosures regarding pricing/realization/profitability arising out of change in the regulatory framework**
- Company shall inform the exchange(s) about material changes in pricing/realization/profitability arising out of change in the regulatory framework.
  - The disclosure may also quantify impact of such regulatory framework.
- vi. **Disclosure relating to litigation/dispute/regulatory action with a material impact**
- Company shall keep the exchange(s) informed of any litigation/dispute developments with respect to any dispute in conciliation proceedings, litigation, assessment, adjudication or arbitration to which it is a party or the outcome of which can reasonably be expected to have a material impact on its present or future operations or its profitability or financials.
  - The Company shall keep the exchange(s) informed of cessation/conclusion/settlement of the above said litigation/dispute along with the concluding order or concluding settlement information.
- vii. **Revision in Ratings**
- The Company shall promptly notify the exchange(s), but not later than 24 hours, the details of any rating or revision in rating assigned to any debt or equity instrument of Company.
  - In case of downward rating, the disclosure may include reasons published by rating agency for such downward rating.
- viii. **Any other Information requiring disclosure**
- Such details as may be necessary to give the shareholders and general public sufficient information to form a fair view on the price of the securities of the Company.
  - The disclosure guidelines prescribed by the Stock Exchange(s), if

any shall be adhered to.

**7. IMPLEMENTATION:**

Flomic Global Logistics Limited will adhere to highest standards with regard to the implementation of this policy. The Managing Director, Chief Financial Officer and Compliance Officer of the Company shall have overall responsibility for implementing of this policy and shall take internal/external approvals, wherever necessary.

**8. POLICY REVIEW:**

This policy shall be reviewed from time to time so that the policy remains compliant with applicable legal requirements. The Company Secretary will keep the policy updated as per applicable statutory guidelines.

\*\*\*\*\*

