



**FLOMIC GLOBAL LOGISTICS LIMITED**

**VIGIL MECHANISM/WHISTLE BLOWER**  
**POLICY**

OF  
FLOMIC GLOBAL LOGISTICS LIMITED

**1. BACKGROUND:**

Section 177 of the Companies Act, 2013 read with the Rules made thereunder requires every listed company or a Company which accepts deposits from public or a Company which have borrowed money from banks and public financial institutions in excess of Rs. 50 Crore to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

Further, pursuant to Regulation 9(A)(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015, Company is required to have a Whistle Blower Policy and make employees aware of such policy to enable them to report instances of leak of Unpublished Price Sensitive Information (UPSI).

A vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the Chairperson of the Audit Committee.

FloMic Global Logistics Limited being a Listed company, established the Vigil Mechanism (Whistle Blower Policy) and formulated a Policy in order to provide framework for responsible and secure Vigil Mechanism.

**2. OBJECTIVES:**

The Vigil Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or instances of leak of Unpublished Price Sensitive Information (UPSI) or violation of the Company's policy/ies. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in exceptional cases. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

### 3. SCOPE OF THE POLICY:

This Policy is extension of the Code of Conduct. It covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

### 4. DEFINITIONS:

- 4.1 **“Alleged wrongful conduct”** shall mean violation of law, infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority”.
- 4.2 **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with the provisions of Section 177 of the Companies Act, 2013 and Rules made thereunder, read with relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (as amended from time to time).
- 4.3 **“Board”** means the Board of Directors of Flomic Global Logistics Limited.
- 4.4 **“Company”** means Flomic Global Logistics Limited.
- 4.5 **“Complaint”** means an expression of an improper activity, made in writing by any Director or Employee of the Company in conformity with this Policy.
- 4.6 **“Complainant” or “Whistle Blower”** means a complainant who makes Protected Disclosure under this Policy.
- 4.7 **“Disciplinary action”** means any action that can be taken on the completion of /during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- 4.8 **“Employee”** means all the present employees and Whole-time Directors of the Company.

**4.9 “Nodal Officer”** means Company Secretary or Compliance officer of the Company to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the whistle blower the result thereof.

**4.10 “Protected Disclosure”** means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity with respect to the Company. However, the Protected Disclosures should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

**4.11 “Subject”** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

## **5. SCOPE OF THE POLICY:**

The policy encourages all the Whistle Blowers to voice all their genuine concerns which shall include but not limited to the following:

- a. Abuse of authority;
- b. Breach of trust;
- c. Breach of confidentiality;
- d. Any unlawful act, whether criminal (e.g. theft) or a breach of the civil law (e.g. slander or libel);
- e. Manipulation of Company data/records;
- f. Breach of any Policy or Manual or Code adopted by the Company;
- g. Financial irregularities, including fraud, or suspected fraud;
- h. Deliberate violation of law/regulation;
- i. Misappropriation of Company assets/funds; and
- j. Any other unethical or improper conduct.

## **6. PROCEDURE:**

All Protected Disclosures should be reported in writing by the Complainant as soon as possible, not later than 30 days after the he becomes aware of the same and should either be typed or written in a legible handwriting in English. The Protected Disclosure should be submitted under a covering letter signed by the Complainant in a closed and secured envelope and should be super scribed as "Protected Disclosure under the Vigil Mechanism Policy". If the complaint is not super scribed and closed as mentioned above, the Protected Disclosure will be dealt with as if a normal disclosure. All Protected Disclosures should be addressed to the Nodal OfficerNodal Officer of the Company or to the Chairperson of the Audit in exceptional cases. The contact details of the Nodal Officer are as under:-

**Name: Mr. Ravikumar Bogam**

**Designation: Company Secretary**

**Email id: cs@flomicgroup.com**

In order to protect the identity of the Complainant, the Nodal Officerwill not issue any acknowledgement to the Complainants and the Complainants are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer. Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer. On receipt of the Protected Disclosure, the Nodal Officer shall detach the covering letter bearing the identity of the Complainant and process only the Protected Disclosure.

## **7. INVESTIGATION:**

All Protected Disclosures under this Policy will be recorded and thoroughly investigated. The Nodal Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company/ Committee constituted for the same /an outside agency before referring the matter to the Audit Committee of the Company. The Audit Committee, if deems fit, may call for further information or particulars from the Complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation. The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process. The investigation shall be completed normally within 90 days of the receipt of the Protected Disclosure and is extendable by such period as the Audit Committee deems fit. Any member of the Audit Committee or other officer having

any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

## **8. DECISION AND REPORTING:**

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairperson of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit. Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures. A report containing complaints received under the Policy, if any and their outcome shall be placed before the Audit Committee. A Complainant who makes repeated false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Nodal officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

## **9. CONFIDENTIALITY:**

The Complainant, Nodal officer, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this Policy for completing the process of investigations and keep the papers in safe custody.

## **10. PROTECTION:**

A Complainant may make a Protected Disclosure without fear of retaliation, threat or intimidation of termination or suspension of service, transfer, demotion, refusal of promotion etc. Company prohibits its Employees from engaging in retaliation, threat or intimidation that is directed against a Complainant. The Complainant will be provided protection during course of investigation and will not be extended if the allegation is proved to be false or frivolous.

The identity of the Complainant shall be kept confidential to the extent possible and permitted under law. Any other employee and/or director assisting in the said investigation shall also be protected to the same extent as the Complainant.

## **11. DISQUALIFICATIONS:**

While it will be ensured that genuine Complainants are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Complainant knowing it to be false or bogus or with a mala fide intention. Complainants, who knowingly make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

## **12. ACCESS TO CHAIRPERSON OF THE AUDIT AND RISK MANAGEMENT COMMITTEE:**

The Complainant shall have right to access Chairperson of the Audit Committee directly in exceptional cases and the Chairperson of the Audit Committee is authorized to give suitable directions in this regard.

## **13. COMMUNICATION:**

Directors and Employees shall be informed of the Policy by publishing on the notice board and / or the website of the Company, if any.

## **14. RETENTION OF DOCUMENTS:**

All Protected Disclosures, the results of Investigation relating thereto as well as any documents relating thereto, shall be retained by the Company for a period of 5 (five) years or such other period as specified by any other law for the time being in force, whichever is more.



**15. AMENDMENT:**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

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