



POOJA LOGISTICS LIMITED
(formerly known as Pooja Logistics Private Limited)
(4 - Community Centre, Industrial Area, Lawrence Road, Delhi - 110035)
CIN U60300DL2011PLC228491

POLICY ON IDENTIFICATION OF MATERIAL CREDITORS AND MATERIAL LITIGATIONS

Approved by Board of Directors at its meeting held on 23rd December 2024 and amended in the meeting held on 26th April, 2025

A. INTRODUCTION

This policy (“Policy”) has been formulated to define the materiality for identification of outstanding material litigation, outstanding dues to creditors and material group companies in respect of Pooja Logistics Limited (“Company”) for the purposes of relevant disclosure in the Offer Document (defined herein below) pursuant to the requirements of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) (“SEBI ICDR Regulations”).

B. APPLICABILITY AND OBJECTIVE

This policy shall be called the ‘Policy on Identification of Material Creditors and Material Litigations’ (“Materiality Policy”).

The Board of Directors of the Company (“Board”) at their meeting held on 23rd December 2024 and amended on 26th day of April, 2025 discussed and approved this Materiality Policy. This Materiality Policy shall be effective from the date of approval of this Materiality Policy by the Board.

The Company has adopted this Materiality Policy for identification and determination of: (i) material creditors; and (ii) material litigations pursuant to the provisions of SEBI ICDR Regulations, details of which shall be disclosed in the offer documents.

Offer Documents shall mean the draft Prospectus and Prospectus to be filed by the Company in connection with the proposed initial public offering of its equity shares with the Registrar of Companies, National Capital Territory of Delhi and Haryana (ROC) and Stock Exchanges where the equity shares of the Company are proposed to be listed, as applicable. Also a soft copy of Draft Prospectus and Prospectus is being submitted to SEBI. However, SEBI will not issue any observation on the Offer documents in term of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018.

All other capitalized terms not specifically defined in this Materiality Policy shall have the same meanings ascribed to such terms in the Offer Documents.

In this Materiality Policy, unless the context otherwise requires:

- (i) Words denoting the singular shall include the plural and vice versa;
- (ii) References to the words “include” or “including” shall be construed without limitation.

C. POLICY PERTAINING TO THE IDENTIFICATION OF MATERIAL CREDITORS AND MATERIAL LITIGATIONS

The Materiality Policy with respect to the identification of the material creditors and material litigation shall be as follows:

IDENTIFICATION OF MATERIAL CREDITORS

Requirement:

As per the requirements of SEBI ICDR Regulations, the Company shall make relevant disclosures in the Offer Documents for outstanding dues to creditors:

- a. Based on the policy on materiality defined by the Board of Directors of the Company and as disclosed in the Offer Document, disclosure for such creditors which include the consolidated number of creditors and the aggregate amount involved;
- b. Consolidated information on outstanding dues to micro, small and medium enterprises and other creditors, separately giving details of number of cases and amount involved; and
- c. Complete details about outstanding over dues to material creditors along with the name and amount involved for each such material creditor shall be disclosed on the website of the Company with a web link thereto in the Offer Documents.

Policy on materiality:

For identification of material creditors, in terms of point (i) above, a creditor of the Company shall be considered to be material for the purpose of disclosure in the Offer Documents, if amounts due to such creditor exceed 10% of the total consolidated trade payables of the Company as per the latest audited financial statements of the Company, as disclosed in the Offer Documents.

Disclosures in the Offer Documents regarding material creditors

- i. For creditors identified as 'material' based on the abovementioned Policy, information on outstanding dues to such material creditors shall be disclosed in the Offer Documents along with the details of the material creditors, which include the consolidated number of creditors and amount involved on an aggregate basis, as of the date of the latest audited financial statements included in the Offer Documents.
- ii. For outstanding dues to micro, small and medium enterprises ("MSMEs"), the disclosure will be based on information available with the Company regarding the status of the creditors as MSMEs as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the statutory auditors in preparing their audit report. Information for such identified MSMEs creditors shall be provided in the Offer Documents as the consolidated amounts due to such entities and aggregate number of entities.

It is clarified that the above policy on materiality of creditors shall be without prejudice to any disclosure requirements, which may be prescribed by SEBI and / or such other applicable regulatory authority with respect to listed companies and the above policy on materiality is solely from the perspective of disclosure requirements prescribed under the SEBI ICDR Regulations with respect to the Offer Documents and the website of the Company and should not be applied towards any other purpose.

The Company shall make relevant disclosures before the Audit Committee/ Board of Directors as required by applicable law from time to time.

Identification of Material Litigation

Requirement:

As per the requirements of SEBI ICDR Regulations, the Company shall disclose all the litigation involving the Company, its joint venture(s) and directors related to:

- (i) All criminal proceedings;
- (ii) All actions by statutory / regulatory authorities;
- (iii) Claims related to direct and indirect taxes, in a consolidated manner giving details of number of cases and total amount; and
- (iv) Other material pending litigations - as per policy of materiality defined by the Board and disclosed in the Offer Documents.

Additionally, in terms of the SEBI ICDR Regulations, the Company is required to disclose any outstanding litigation involving the group companies, which may have a material impact on the Company. For the purposes of determining the outstanding litigation involving the group companies, which may have a material impact on the Company, the criteria specified under "Policy on materiality" herein below shall apply.

Policy on materiality:

For the purpose of point no (iv) above, any other pending litigation involving the Company, its directors and joint venture(s) shall be considered "material" for the purpose of disclosure in the Offer Documents if:-

- a. two percent of turnover, as per the latest annual restated financial statements of the issuer;
- b. two percent of net worth, as per the latest annual restated financial statements of the issuer, except in case the arithmetic value of the net worth is negative or;
- c. five percent of the average of absolute value of profit or loss after tax, as per the last three annual restated financial statements of the issuer.

Identification of group companies

In terms of the SEBI ICDR Regulations, "group companies", wherever they occur, shall include such companies as covered under the applicable accounting standards and also other companies as considered material by the board of the issuer company.

In this regard, group companies of the Issuer ("Group Companies"), shall be companies as covered under the applicable accounting standards, being Accounting Standard 18, and also other companies as considered 'material' by the Board.

For the purpose of disclosure in Offer Documents, a company shall be considered material and will be disclosed as a 'Group Company' if:

The investment in the form of equity or loan by the Issuer Company exceeds 10% of the consolidated retained earnings of the Issuer for the most recent audited fiscal period; and the Issuer has entered into one or more transactions with such company in the previous audit fiscal year cumulatively exceeding 10% of the total consolidated revenue of the Issuer for such audited fiscal year; or

For avoidance of doubt, it is clarified that direct or indirect subsidiaries of the Issuer shall not be considered as 'group companies' for the purpose of disclosure in the Offer Documents.

AMENDMENT

The Chairman & Managing Director of the Company shall have the power to amend any of the provisions of this Materiality Policy, substitute any of the provisions with a new provision or replace this Materiality Policy entirely with a new Policy. This Materiality Policy shall be subject to review/changes as may be deemed necessary and in accordance with regulatory amendments from time to time.