



(Corporate Identity Number: L31101MH2007PLC168823)

Policy name	Policy on Determining “Materiality” of Events or Information for Disclosure
Approval Authority	Board of Directors

1.1 Introduction

Karma Energy Limited (the Company) is committed to being opened and transparent with its shareholders and believes in disseminating information in a fair and timely manner. The SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 {Listing Regulations} has become effective from December 1, 2015. The regulations call for formulating a policy for determining materiality of events or information that warrant disclosure to its shareholder.

1.2 Objective of this Policy

The purpose of this Policy is to:

- (a) record and reinforce the Company's commitment to the disclosure obligations stipulated by the Listing Regulations;
- (b) Make timely, transparent and balanced disclosures;
- (c) outline the Company's corporate governance standards aimed at ensuring timely and accurate information is provided equally to all shareholders and market participants regarding the Company.
- (d) ensure that to the best of the knowledge of the management, the corporate documents and public statements are accurate and do not contain any misrepresentation.

1.3 Review of this Policy

The Board will evaluate this Policy from time to time to determine whether it remains effective in ensuring accurate and timely disclosure in accordance with the Company's disclosure obligations. If considered necessary, this document will be updated, and an updated copy will be distributed to Directors and senior employees to reflect any changes to the Company's business operations, the Listing Regulations.



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2. Disclosure

2.1 Disclosure Obligation

Under Listing Regulations the Company is required to notify Stock Exchange as well as upload the information on their website immediately it becomes aware of any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities.

The Company must not release such information to any other person until it has given the information to Stock Exchanges.

If any material information disclosed to the market becomes incorrect, the Company must release an announcement correcting or updating the information.

2.2 Materiality Assessment

Materiality will have to be determined on a case to case basis depending on the facts and the circumstances in respect of an event or information.

An event or an information to be regarded as material if there is a likelihood that a reasonable investor make consider such event or information to be important in making his / her decision to buy or sell or hold a security or such event or information may have significant effect on the market price of the security of the company. The material aspect of information or an event could be positive or negative and accordingly would have its effect.

Guidance to be had to SEBI circular of 09.09.2015 as amended from time to time in the matter of type of information in respect of an event that has to be reported.

To determine whether information is material and therefore should be reported for disclosure, the Board has adopted a Materiality Guidelines.



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a matter is material needs to be considered from both a quantitative viewpoint (such as a claim for more than a specified amount) and a qualitative viewpoint (such as if it could adversely affect the reputation of the Company).

Matters which a reporting officer considers to be material having regard to the Materiality Guidelines should be immediately reported to the Company Secretary and MD/CEO.

If there is any doubt as to whether a matter is material then the reporting officer should nevertheless immediately notify it to the Company Secretary, or in his absence, the MD/CEO, for further consideration. The Company Secretary shall immediately take up the matter with MD / CEO / Vice Chairman / Chairman for confirming the materiality of the event or information and reporting to the Board and disclosure thereof.

The Company will ensure that all price sensitive information is released to the market on a timely basis, notwithstanding whether such information has a positive or negative sentiment.

An illustrative list of information which can have material impact on the market price of the securities of the company segregating into matters which need disclosure without the need for ascertaining "materiality" – Part A of the Annexure and matters where in disclosure is as per "materiality criteria" – Part B of the Annexure as per this policy is attached as **Annexure**.

Though whether an event or information is material or not is required to be assessed on case to case basis, a broad criteria for reporting an event or information is

- i) Consideration involved in respect of matters in the nature of assets or liabilities exceeding 20% of networth or 20% of total revenue whichever is higher of the company as per the last audited accounts.

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- ii) Consideration involved in respect of matters in the nature of revenue or expenses exceeding 20% of networth or 20% of total revenue whichever is higher of the company as per the last audited accounts.

2.3 Disclosure Responsibilities

The Company has determined that any two of Chairman, Vice Chairman and MD/CEO, will be jointly responsible for the implementation and operation of this Policy and the Company Secretary shall co-ordinate on the matter. The MD/CEO and the Company Secretary shall report to the Board on significant disclosure issues.

The Chairman / Vice Chairman and MD/CEOs, disclosure responsibilities and implemented through the Company Secretary under this policy include:

- (a) managing the Company's compliance with its disclosure obligations
- (b) determining the appropriate time at which the disclosures are to be made to the stock exchanges
- (c) receiving and reviewing information from reporting officers and where required signoffs by Competent Persons for the purposes of the determining materiality after consulting with the Chairman and Directors, if disclosure is required;
- (d) implementing reporting processes and controls; and
- (e) ensuring that the Board is kept fully informed of significant disclosure issues to enable the Chairman and Directors to contribute to disclosure determinations and ensure they are promptly advised of all information disclosed to the market.

2.4 Reporting

Reporting officers should immediately report all material information to the MD/CEO and / or Company Secretary.

It is important that the report contains sufficient details to allow the MD/CEO, Vice Chairman and Chairman to form a view as to whether the information is material and to prepare the appropriate form of disclosure, if necessary through the Company Secretary.

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3. Corporate governance standards

3.1 Disclosable Information on Website

All information released to Stock Exchanges will be posted on the Company's website as soon as practicable. The Company's website address is:
www.karmaenergy.co

3.2 Authorized Spokespersons

The Company will also nominate specific representatives who are permitted to communicate with external parties including shareholders, analysts and the market. These representatives are known as the "Authorized Spokespersons".

The Authorized Spokespersons of the Company are:

- (a) the Chairman of the Board;
- (b) the Vice Chairman of the Board;
- (c) the MD/CEO;

The Company Secretary shall co-ordinate the determination of materiality of an event or information and on approval by any 2 of Chairman, Vice Chairman and MD / CEO arrange for disclosure to Stock Exchanges.

Other Directors and executives should refrain from commenting to any party unless specifically authorized to do so by the Board, the Chairman / Vice Chairman or the MD / CEO.

3.3 Rumours and Market Speculation

Rumours and market speculation, whether substantiated or not, have the potential to adversely impact the Company. The Company's general policy is not to comment on rumours or market speculation.

However, it may be necessary to issue a statement in specific circumstances where:

- (a) the Company considers it has an obligation to make a statement on a particular matter,
- (b) the market moves in a way that appears to be referable to the comment or speculation and a statement in response has not previously been made, or



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- (c) in response to a formal request for information by Stock Exchanges. Where there are market rumours or leaks, the Chairman and MD/CEO will consider these immediately and after consideration of all the circumstances and will decide on a course of action. If necessary, legal advice will be obtained to ensure that the response is appropriate.

4. Other Provisions

4.1 Accountabilities and Responsibilities

The Chairman, Vice Chairman and MD/CEO are responsible for applying this Policy and ensuring that it is communicated throughout the Company and its subsidiaries directly or through the Company Secretary.



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Annexure to Policy on Determining “Materiality” of Events or Information for Disclosure:

A. Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.

Explanation.- For the purpose of this sub-para, the word 'acquisition' shall mean,-

- (i) acquiring control, whether directly or indirectly; or,
 - (ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –
 - (a) the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - (b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.
2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
 3. Revision in Rating(s).



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4. Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
 - a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
 - b) any cancellation of dividend with reasons thereof;
 - c) the decision on buyback of securities;
 - d) the decision with respect to fund raising proposed to be undertaken
 - e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
 - g) short particulars of any other alterations of capital, including calls;
 - h) financial results;
 - i) decision on voluntary delisting by the listed entity from stock exchange(s).
5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
6. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
8. Appointment or discontinuation of share transfer agent.
9. Corporate debt restructuring.



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10. One time settlement with a bank.
11. Reference to BIFR and winding-up petition filed by any party / creditors.
12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
13. Proceedings of Annual and extraordinary general meetings of the listed entity.
14. Amendments to memorandum and articles of association of listed entity, in brief.
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;

B. Events which shall be disclosed upon application of the guidelines for "materiality" referred sub-regulation (4) of regulation (30):

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
3. Capacity addition or product launch.
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.

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6. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
 7. Effect(s) arising out of change in the regulatory framework applicable to the listed entity
 8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
 9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
 10. Options to purchase securities including any ESOP/ESPS Scheme.
 11. Giving of guarantees or indemnity or becoming a surety for any third party.
 12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
- C. Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.
- D. Without prejudice to the generality of para (A), (B) and (C) above, the listed entity may make disclosures of event/information as specified by the Board from time to time.
