

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS AND INFORMATION

SCOPE AND PURPOSE OF THE POLICY

The purpose of this policy is to determine materiality of events and information based on criteria specified under clause (i) of sub-regulation (4) of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Obligations”) and to ensure that the Company shall make disclosure of events/information specified in Para A and B of Part A of Schedule III of the Listing Regulations to the Stock Exchanges.

APPLICABILITY

This Policy shall be applicable to all events in the Company, as and when they come under the criteria enumerated in the Policy.

DEFINITIONS

- i. “Board” shall mean the Board of Directors of the Company;
- ii. “Company” shall mean Karnika Industries Limited;
- iii. “Compliance Officer” shall mean the Company Secretary of the Company;
- iv. “Key Managerial Personnel / KMP” means Key Managerial Personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013 i.e.-
 - Chief Executive Officer (CEO)/ Managing Director (MD)/ Manager;
 - Whole-time Director (WTD);
 - Chief Financial Officer (CFO);
 - Company Secretary (CS).
- v. “Officer” means as assigned to the term in clause (59) of Section 2 of the Companies Act, 2013 and shall include Promoters of the Company.
- vi. “Listing Regulations 2015” mean SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 which include modifications/ clarifications/ circulars thereof.

POLICY

CRITERIA FOR DETERMINATION OF MATERIALITY:

- a) The events specified in PARA A of PART A of SCHEDULE III are deemed to be material events and (refer ANNEXURE-1) shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30).
- b) The events specified in PARA B of PART A of SCHEDULE III (refer ANNEXURE2) shall be disclosed upon application of the guidelines for materiality referred sub regulation (4) of regulation (30).

Pursuant to which, the following criteria should be considered for determination of materiality of event/information:

- I. The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly;
- II. The omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;
- III. In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the board of directors of Company, the event / information is considered material.

DISCLOSURES

a) The Company shall timely disclose the occurrence of all events and information as specified herein to the Stock Exchange not later than twenty-four hours from the occurrence of event or information in the following manner:

- i. Inform the stock exchanges on which the securities of the Company are listed;
- ii. Upload on the corporate website of the Company.

Provided that in case the disclosure is made after twenty-four (24) hours of occurrence of such event or information, the Company shall along with such disclosure(s) provide an explanation for the delay.

- b) The Company shall, with respect to disclosures referred to in the regulation, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations;
- c) The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under the regulation, and such disclosure shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the standards of the Company, as disclosed on its website;
- d) The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information;
- e) The Company will on its own initiative also, confirm or deny any reported event or information to stock exchange(s), in case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III, but which may have material effect on it

COMMUNICATION OF THIS POLICY

Communication of this Policy for all new Employees and Directors, a copy of this Policy shall be handed over as a part of the joining documentation, along with other policies. For all existing Employees and Directors, a copy of this Policy shall be handed over within one month of the adoption of this Policy by the Board of Directors of the Company. This Policy shall also be posted on the web-site of the Company.

AMENDMENTS IN THE POLICY

- a) The Board of Directors are authorized to make modifications/amendments to this policy in consonance to the provisions of Listing Regulation and any amendment thereto and the decision of the board in this respect shall be final and binding.
- b) Any subsequent amendment/modification in the Regulation and/or other applicable laws in this regard shall automatically apply to this policy.

ANNEXURE-1

Disclosure of events and information as specified in Para A of Part A of Schedule III to the Listing Regulations.

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 Company or any other restructuring.
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).
4. Outcome of Meetings of Board of Directors. The Company shall disclose to the Exchange(s), within 30 minutes of the closure of any 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 a dividend with reasons therefore;
 - 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 of reserves 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 which may be to subscribed to;
 - g) Short particulars of any other alterations of capital, including calls;
 - h) Financial results;
 - i) Decision on voluntary delisting by the Company 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 Company), 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 Company 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. Resignation of independent director.
8. Appointment or discontinuation of share transfer agent.

9. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions.
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 Company.
13. Proceedings of Annual and extraordinary general meetings of the Company.
14. Amendments to memorandum and articles of association of Company, in brief.
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.
16. Events in relation to the corporate insolvency resolution process (CIRP) under the Insolvency Code.
17. Initiation of Forensic audit.

ANNEXURE-2

Disclosure of events and information as specified in Para B of Part A of Schedule III to the Listing Regulations.

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.
6. Disruption of operations of any one or more units or division of the Company 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 Company.
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of Company.
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. Etc.