

May 27, 2019

KEL/SEC/SKC/5/2019

BSE LTDPhiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.**Company Code No. 533451**Sub : Submission of Annual Secretarial Compliance Report for the year ended 31st March, 2019

Dear Sir,

Enclosed find herewith Annual Secretarial Compliance Report in respect of Financial Year ended 31st March, 2019 from Company Secretary in practice in compliance with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

For **KARMA ENERGY LIMITED**T V Subramanian
CFO & Company Secretary**KARMA ENERGY LTD.**Regd. Off: Empire House, 214, Dr. D. N. Road, Ent. A.K. Nayak Marg, Fort, Mumbai - 400 001
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www.karmaenergy.co • CIN: L31101MH2007PLC168823

Secretarial compliance report of KARMA ENERGY LIMITED for the year ended 31st March, 2019

We Martinho Ferrao & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by Karma Energy Ltd. ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended on 31st March, 2019 in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **since there is no action initiated on buyback of the Company's equity shares during the financial year the same is not applicable.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **no action initiated on the said regulations during the financial year and hence the same is not applicable.**



- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **since there is no debt instruments issued by the Company for the financial year ended 31.03.2019 the question of the listing does not arise and hence the same is not applicable.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **the Company does not have preference share capital in respect of the financial year ended 31.03.2019 and hence the same is not applicable.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder as applicable to it.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) There are no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not applicable as this is the first year of such report.**

For MARTINHO FERRAO & ASSOCIATES

Company Secretaries

Martinho Ferrao

Proprietor

FCS No.: 6221

C P No.: 5676

Place: Mumbai

Date: 21.05.2019

