KINETIC TRUST LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION AND DISCLOSURE

1. INTRODUCTION

Kinetic Trust Limited ("the Company") is a listed public company and a non-banking financial company registered with the Reserve Bank of India.

This Policy has been formulated in accordance with Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time.

The Policy establishes a framework for identifying, assessing, escalating and disclosing material events or information to the recognised stock exchange(s) on which the Company's securities are listed.

2. OBJECTIVES

The objectives of this Policy are to:

a. Establish criteria for determining the materiality of events or information.

b. Ensure timely, accurate, adequate and transparent disclosure of material events or information to the stock exchange(s).

c. Identify the Key Managerial Personnel authorised to determine materiality and make disclosures.

d. Facilitate prompt reporting of potential material events or information by employees and relevant officers of the Company.

e. Protect the interests of investors and promote transparency in the securities market.

f. Ensure compliance with Regulation 30, Regulation 30A, Regulation 46 and Schedule III of the SEBI LODR Regulations, wherever applicable.

3. DEFINITIONS

For the purposes of this Policy:

"Company" means Kinetic Trust Limited.

"Board" means the Board of Directors of Kinetic Trust Limited.

"Material Event or Information" means an event or information that is required to be disclosed under Regulation 30, Regulation 30A, Schedule III or any other applicable provision of the SEBI LODR Regulations.

"Stock Exchange(s)" means the recognised stock exchange(s) on which the Company's securities are listed.

"Authorised Persons" means the Key Managerial Personnel authorised by the Board under Regulation 30(5) of the SEBI LODR Regulations to determine the materiality of events or information and make the required disclosures.

Words and expressions not defined in this Policy shall have the meanings assigned to them under the SEBI LODR Regulations, the Companies Act, 2013 and other applicable laws.

4. CRITERIA FOR DETERMINATION OF MATERIALITY

In accordance with Regulation 30(4) of the SEBI LODR Regulations, the Company shall consider the following criteria when determining whether an event or information is material:

4.1 Discontinuity or alteration of publicly available information

The omission of an event or information is likely to result in discontinuity or alteration of an event or information already available publicly.

4.2 Significant market reaction

The omission of an event or information is likely to result in a significant market reaction if the omission comes to light at a later date.

4.3 Quantitative materiality threshold

The value or expected impact in terms of value of the event or information exceeds the lower of the following thresholds:

a. Two per cent of turnover, as per the last audited consolidated financial statements of the Company;

b. Two per cent of net worth, as per the last audited consolidated financial statements of the Company, except where the arithmetic value of net worth is negative; or

c. Five per cent of the average of the absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

The applicable threshold shall be determined in accordance with Regulation 30(4), including the applicable provisions concerning negative net worth and the financial information available for the relevant assessment.

4.4 Other events or information

Where the above criteria are not applicable, an event or information may be treated as material if, in the opinion of the Board, it is material.

The above criteria shall be applied in accordance with the SEBI LODR Regulations and applicable SEBI circulars and guidance.

Nothing in this Policy shall be construed as permitting the Company to withhold any disclosure that is mandatorily required under applicable law.

5. EVENTS OR INFORMATION REQUIRING DISCLOSURE

The Company shall disclose events or information specified in Part A of Schedule III to the SEBI LODR Regulations in accordance with the applicable requirements.

Events specified in Paragraph A of Part A of Schedule III shall be disclosed without applying the materiality criteria, wherever the Regulations prescribe mandatory disclosure.

Events specified in Paragraph B of Part A of Schedule III shall be assessed and disclosed in accordance with the materiality criteria prescribed under Regulation 30(4).

The events or information covered under Schedule III include, as applicable:

a. Acquisitions, mergers, demergers, restructuring and other specified corporate transactions.

b. Changes in directors, key managerial personnel, auditors and other specified senior management personnel.

c. Decisions of the Board of Directors, including financial results, dividends, fundraising and other prescribed matters.

d. Material agreements, contracts, orders and other specified business developments.

e. Litigation, disputes, regulatory actions and other material legal proceedings.

f. Fraud, defaults, insolvency proceedings and other prescribed financial or operational events.

g. Changes in share capital, securities, shareholding and other specified matters.

h. Other events or information prescribed under Schedule III or applicable regulatory directions.

The above list is illustrative. The Company shall refer to the prevailing Schedule III and applicable SEBI circulars for the complete list of events and prescribed disclosure particulars.

6. AUTHORISED KEY MANAGERIAL PERSONNEL

In accordance with Regulation 30(5) of the SEBI LODR Regulations, the Board shall authorise the following persons to determine the materiality of events or information and make disclosures to the stock exchange(s):

Particulars	Details
Director	Mr. Rajesh Arora
Company Secretary	Ms. Pooja Agrawal
Chief Financial Officer	Mr. Ranjan Kumar

The Board shall approve the names and designations of the authorised persons and any subsequent changes to such authorisation.

The contact details of the authorised persons, including their names, designations, email addresses and other prescribed particulars, shall be disclosed on the Company's website and updated as required under applicable law.

Where a designated position is not applicable or is vacant, the Company shall ensure that appropriate authorisation is in place and that the vacancy does not delay any mandatory disclosure.

7. PROCEDURE FOR IDENTIFICATION AND REPORTING

All directors, employees, officers and relevant personnel of the Company shall promptly report any event or information that may potentially be material to the Company Secretary or other designated authorised person.

The reporting procedure shall be as follows:

a. The concerned department or officer shall promptly communicate the relevant facts, documents and supporting information.

b. The Company Secretary or other designated officer shall assess the event against Regulation 30, Regulation 30(4), Schedule III and applicable SEBI circulars.

c. The authorised persons shall determine materiality in accordance with the authority delegated by the Board.

d. Where disclosure is required, the Company shall submit the prescribed information to the stock exchange(s) within the applicable timelines.

e. The Company shall maintain records of the event, the materiality assessment, the decision taken and the disclosure made.

f. Where an event is not initially considered material but subsequently becomes material, the Company shall reassess it and make disclosure where required.

No employee or officer shall independently delay or suppress the reporting of a potentially material event or information.

8. TIMELINES FOR DISCLOSURE

The Company shall disclose material events or information to the stock exchange(s) as soon as reasonably possible and within the timelines prescribed under Regulation 30(6), Schedule III and the applicable SEBI Master Circular and other relevant circulars.

The applicable timeline shall be determined with reference to the nature of the event, the circumstances in which it arises and the specific regulatory provision governing its disclosure.

Where a disclosure relates to a decision taken at a meeting of the Board of Directors, the Company shall comply with the applicable timeline measured from the conclusion of the meeting.

Where an event arises outside a Board meeting, the Company shall disclose it within the applicable prescribed period, calculated in accordance with the SEBI LODR Regulations.

Where a disclosure is made after the applicable prescribed timeline, the Company shall provide the explanation or details required by applicable law.

The authorised persons shall ensure that internal assessment or approval procedures do not result in a breach of mandatory disclosure timelines.

9. CONTENT AND ACCURACY OF DISCLOSURES

Every disclosure made to the stock exchange(s) shall be accurate, clear, adequate and consistent with the information available to the Company.

The disclosure shall contain the particulars prescribed under the SEBI LODR Regulations and applicable SEBI circulars.

Where relevant information is not immediately available, the Company shall disclose the information available within the prescribed timeline and provide further updates as required.

The Company shall ensure that material developments concerning an event already disclosed are communicated to the stock exchange(s) in accordance with applicable requirements.

10. CONTINUING DISCLOSURE OBLIGATIONS

Where an event or information continues over a period of time, the Company shall assess whether further disclosures or updates are required under the SEBI LODR Regulations.

The Company shall disclose material developments, changes in status, outcomes and other prescribed particulars within the applicable timelines.

The Company shall also comply with Regulation 30A and other applicable provisions concerning agreements or arrangements where disclosure is prescribed.

11. EVENTS NOT EXPRESSLY SPECIFIED

Where an event or information is not expressly specified in Part A of Schedule III but may have a material impact on the Company, the Company shall assess its disclosure obligations under Regulation 30(12) and other applicable provisions.

The Company shall not withhold disclosure merely because the event or information is not specifically enumerated in this Policy.

The determination shall take into account the applicable materiality criteria, potential impact on investors, the Company's operations and financial position, and the requirements of applicable law.

12. WEBSITE DISCLOSURE

The Company shall publish this Policy on its website in accordance with Regulation 46(2)(u) of the SEBI LODR Regulations, wherever applicable.

The Company shall also disclose the contact details of the authorised Key Managerial Personnel under Regulation 46(2)(v), as applicable.

The Company shall ensure that the contents of its website remain correct and that any changes are updated within the period prescribed under Regulation 46(3).

The relevant web link shall be disclosed to the stock exchange(s) or in other filings wherever required.

13. RESPONSIBILITY AND OVERSIGHT

The authorised persons shall be responsible for implementing this Policy and ensuring timely compliance with applicable disclosure requirements.

The Company Secretary, where appointed, shall coordinate the identification, assessment, documentation and disclosure of material events or information.

The Board shall exercise oversight over compliance with this Policy and may review the adequacy of the Company's reporting and disclosure procedures.

All concerned officers and employees shall provide the information and assistance reasonably required to ensure compliance.

14. AMENDMENT AND REVIEW

The Board may review and amend this Policy from time to time to reflect changes in applicable law, SEBI regulations, circulars, regulatory guidance or the Company's operational requirements.

Any amendment shall be approved by the Board in accordance with applicable law.

In the event of any change in the SEBI LODR Regulations or other applicable requirements, the statutory or regulatory provisions shall prevail over any inconsistent provision of this Policy.

15. EFFECTIVE DATE

This Policy shall become effective from the date of its approval by the Board of Directors and shall remain in force until amended or replaced.