KILBURN ENGINEERING LIMITED

POLICY ON DETERMINATION OF MATERIALITY OF EVENTS / INFORMATION

The revised policy has been approved by the Board of Directors at their meeting held on 26th May, 2026

1. INTRODUCTION

Pursuant to the provisions of Regulation 30(4)(ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), Kilburn Engineering Limited (the "**Company**") is required to formulate a policy for determination of materiality of events or information (the "**Policy**") and ensure timely, adequate, and accurate disclosure of such material events or information to the stock exchange(s) where the equity shares of the Company are listed.

In compliance with the aforesaid requirements and the applicable provisions of the SEBI Listing Regulations, the Company has adopted this Policy.

This Policy is intended to:

- establish a framework for determining materiality of events and information in accordance with the criteria prescribed under the SEBI Listing Regulations, including those specified under Regulation 30 read with Part A of Schedule III;
- ensure uniformity and consistency in disclosure practices; and
- assist relevant employees of the Company in identifying potential material events or information and reporting the same to the authorised Key Managerial Personnel, as designated under Regulation 30(5), for evaluation of materiality and making appropriate disclosures to the stock exchange(s).

This Policy shall be implemented in a manner that it does not dilute any requirement specified under the SEBI Listing Regulations and shall facilitate prompt and fair dissemination of material information to stakeholders, thereby upholding principles of transparency and good corporate governance.

2. APPLICABILITY

This Policy shall be applicable to all the events relating to the Company as and when they fall under the criteria as mentioned in clause 6 of this Policy.

This Policy shall be read together with the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information formulated and adopted by the Company to lay down the procedures and practical guidelines that would be followed by the Company for the consistent, transparent, regular and timely public disclosure and dissemination of Unpublished Price Sensitive information.

3. DEFINITIONS

3.1. **"Act"** shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.

3.2. **"Board of Directors"** means the Board of Directors of the Company.

3.3. **"Company"** means Kilburn Engineering Limited.

3.4. **"Compliance Officer"** means the Company Secretary of the Company.

3.5. **"ISN on Reg 30"** shall mean the Industry Standards Note on Regulation 30 of SEBI Listing Regulations, as amended from time to time

3.6. **"Key Managerial Personnel"** means Key Managerial Personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013.

3.7. **"Listing Regulations"** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

3.8. **"Mainstream Media"** shall include print or electronic mode of the following:

i. Newspapers registered with the Registrar of Newspapers for India;
ii. News channels permitted by Ministry of Information and Broadcasting under Government of India;
iii. Content published by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021; and
iv. Newspapers or news channels or news and current affairs content similarly registered or permitted or regulated, as the case may be, in jurisdictions outside India;

3.9. **"Material Events"** means such events or information as specified under Para A and Para B of Part A of Schedule III of the SEBI Listing Regulations, as amended from time to time, and any other event or information which, in the opinion of the Board of Directors, is considered material based on the criteria prescribed in this Policy.

3.10. **"Other Events/Information"** shall mean and include such event/information as may be prescribed/decided from time to time.

3.11. **"Policy"** means the Policy on determination of materiality of events/ information.

3.12. **"Promoter"** shall have the same meaning as assigned in clause (oo) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

3.13. **"Relevant employee"** means the Senior Management Personnel and such other employees as may be identified by the authorised persons from time to time, who are responsible for identifying potential events or information arising from their respective functional areas and promptly reporting the same to the authorised persons for the purposes of this Policy.

3.14. **"SEBI Disclosure Circular"** refers to the Circular issued by SEBI regarding the disclosure of material events/information by the Company under Regulations 30 and 30A of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015

3.15. **"Senior Management"** shall mean the officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the Company.

3.16. "**Stock Exchange(s)**" means Stock Exchange(s) where the equity shares of the Company are listed.

The capitalized terms that have not been defined herein above and used in this Policy shall have the meaning ascribed to such terms in the Companies Act, 2013, rules made thereunder, SEBI Listing Regulations and/ or any other SEBI Regulations, as amended from time to time and to the extent applicable to the Company.

4. AUTHORITY TO DETERMINE MATERIALITY OF EVENTS

The Managing Director & Chief Executive Officer, Director & Chief Financial Officer and Company Secretary & Compliance Officer, or any other person as the Board may advice from time to time, are jointly authorised to determine materiality of an event/ information and to make disclosures to Stock Exchange(s).

Also, whenever the Relevant Employees of the Company become aware of any event/information as outlined in this Policy, or as soon as or ought to have been reasonably come into possession of the information in course of performance of their duties, they shall identify potential material event or information in light of the Regulations read with this Policy and report the same to the above referred authorized persons, for the purpose of determining the materiality of the said event or information.

5. TIMELINES FOR DISCLOSURE

The disclosure of all events as specified in Part A of Schedule III shall be made as soon as reasonably possible but not later than the following timelines specified below:

- 30 minutes from the closure of the meeting of Board of Directors in which the decision pertaining to the event or information has been taken (in case the meeting of the Board of Directors closes during the normal trading hours of that day).
  - In case the meeting of the Board of Directors closes after normal trading hours of that day but more than 3 hours before the beginning of the normal trading hours of the next trading day, the Company shall disclose the decision pertaining to the event or information, within 3 hours from the closure of the board meeting.
  - In case the meeting of the Board of Directors is being held for more than one day, the financial results shall be disclosed within 30 minutes or 3 hours, as applicable, from closure of such meeting for the day on which it has been considered.

- 12 hours from the occurrence of event or information, in case of those events or information which emanate/arise from within the Company.
- 24 hours from the occurrence of event or information, in case of those events or information which do not emanate/arise from within the Company.

However, disclosure with respect to events for which timelines have been specified in Part A of Schedule III of the SEBI Listing Regulations shall be made within such timelines.

6. GUIDELINES FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION, DISCLOSURE TO STOCK EXCHANGE(S) AND DISSEMINATION OF EVENTS/INFORMATION ON WEBSITE OF THE COMPANY

i. Certain events/ information is per se Material as defined in the SEBI Regulations and Company shall make disclosure of such events as specified in Para A of Part A of Schedule III of the SEBI Listing Regulations read with SEBI Disclosure Circular, **without any application of test of materiality**.

ii. Besides per se Material Information, furthermore, the Company shall make disclosure of such events specified in Para B of Part A of Schedule III of the SEBI Listing Regulations read with SEBI Disclosure Circular, **subject to the application of the guidelines for determining materiality of an event/ information.**

The following criteria will be applicable for determining materiality of event or information:

Quantitative Criteria:

The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

- two percent of turnover, as per the last audited consolidated financial statements of the Company;

- two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;

- five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company;

The ISN on Reg 30 shall be referred to determine the appropriate quantitative thresholds applicable to the relevant events.

Qualitative Criteria:

- the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already made available publicly;

- the omission of an event or information is likely to result in a significant market reaction if the said omission came to light at a later date;

In cases where the Quantitative and Qualitative criteria specified above are not applicable, an event or information may be treated as being material if, in the opinion of the Board, the event or information is considered material. 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 Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities, as stated under Para C of Part A of Schedule III of SEBI Listing Regulations, be disclosed as may be advised from the Board from time to time.

iii. **Additional Disclosures**:

In addition to the aforesaid events, the following events shall be disclosed by the Company:

- Any unreasonable delay in regulatory approvals and any adverse findings by regulators having an impact on the performance of the Company or on the price of shares.
- Any regulatory development/ action (positive or negative) that can have material impact on future operations and financials of the Company including its ability to continue to perform its normal business operations.
- All material events or information with respect to subsidiaries which are material for the Company.

The Company on a regular basis shall continue to make necessary disclosures of events as specified in this Policy, updating material developments thereon till such time the event is resolved/closed.

7. VERIFICATION OF MARKET RUMOURS

The Company shall confirm, deny or clarify, upon trigger of the Material Price Movement as may be specified by the stock exchanges, any reported event or information in the mainstream media, which is not general in nature and indicates that rumour of an impending specific event or information is circulating amongst the investing public and also provide the current stage of such event or information. Any verification (confirmation/ denial/ clarification) for market rumours shall be filed with the Stock Exchanges not later than 24 hours from the trigger of Material Price Movement.

The Promoter, Director, Key Managerial Personnel or Senior Management Personnel of the Company shall provide adequate, accurate and timely response to queries raised or explanation sought by the Company, if any, in order to ensure compliance with the requirements under Regulation 30(11) of the SEBI Listing Regulations and the Company shall disseminate the response received from such individual(s) promptly to the stock exchanges.

The confirmation, denial or clarification shall be made as per Regulation 30(11) of the SEBI Listing Regulations, circulars/ notifications issued by the SEBI/ Stock Exchanges in this regard and in accordance with Industry Standards Note (ISN) on verification of market rumours issued by Industry Standard Forum (ISF).

8. POLICY REVIEW/AMENDMENTS

The Board may amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy with or without changes in applicable laws. Any subsequent amendment/modification in the Act or the rules framed thereunder or the SEBI Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

9. DISCLOSURE ON THE WEBSITE:

- This policy shall be hosted on the website of the Company.
- The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this Policy and such disclosures shall be hosted on the website of the Company for a minimum period of five years. Thereafter such events or information may ceased to be displayed on the website of the Company and shall be archived as per the archival policy of the Company.

10. CONTACT DETAILS:

Any questions or clarifications about the policy or disclosures made by the Company should be referred to the Company Secretary and Compliance Officer at:

501, Fifth Floor, Jolly Board Tower 1, I-Think Techno Campus, Kanjurmarg (East), Mumbai - 400042
Mobile : +91- 8097589549 ; Board Line: 022- 65510300 Ext: 137
Email : abhijit_mehta@kilburnengg.com Web : www.kilburnengg.com

****