

QUEST CAPITAL MARKETS LIMITED
(Formerly known as BNK Capital Markets Limited)

Policy for Determination of

Materiality

of

Information or Event

QUEST CAPITAL MARKETS LIMITED

1. INTRODUCTION

The Board of Directors (the “Board”) of Quest Capital Markets Limited (the “Company”) has adopted this Policy for Determination of Materiality of Information or Event for facilitating prompt disclosure of material price sensitive information to the stock exchange(s) (the “Policy”).

This Policy has been prepared in terms of Regulation 30 and Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”).

The Board at its meeting held on 10th August, 2023 has adopted the revised Policy based on the amendments made to Regulation 30 and Schedule III of the SEBI Listing Regulations by way of SEBI circular No. SEBI/HO/CFD- PoD-1/P 2023/123 dated 13th July, 2023 effective from 15th July, 2023.

2. OBJECTIVES

The Objectives of the Policy are as follows:-

- a) To ensure that the Company complies with the disclosure obligations under the SEBI Listing Regulations;
- b) To provide an overall governance framework for determination of materiality of events/information which require disclosure to the Stock Exchange(s); and
- c) To ensure that adequate and timely information is provide to the investors to enable them to take informed decision.

3. DEFINITIONS

“**Authorised Key Managerial Personnel**” (KMP) means Company Secretary of the Company who is individually authorised for determining the materiality of an event or information that qualifies for disclosure and to decide the appropriate time and details of its disclosure to be made to Stock Exchange.

“**Board of Directors**” or “The Board” means the Board of Directors of Quest Capital Markets Limited, as constituted from time to time.

“**Committee**” means a Committee of the Board.

“**SEBI Listing Regulations**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

“**Material Events**” means events as specified in Schedule III of SEBI Listing Regulations and in the Annexures hereto and upon the occurrence of which a listed entity shall make disclosures to the Stock Exchanges and host such disclosures on the listed entity’s website.

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 and the SEBI Listing Regulations and as may be amended from time to time.

4. POLICY ON DISCLOSURE OF EVENTS OR INFORMATION

- a) The events/ information specified in Para A of Part A of Schedule III to the SEBI Listing Regulations (Annexed as Annexure 1) upon occurrence of which the Company shall make disclosure to Stock Exchange without any application of the guidelines of materiality.
- b) The events/ information specified in Para B of Part A of Schedule III of the SEBI Listing Regulations (Annexed as Annexure-II) upon occurrence of which the Company shall make disclosure to Stock Exchanges based on application of the guidelines of materiality, as specified in sub- regulation (4) of Regulation 30 of the SEBI Listing Regulations;
- c) Any other material 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.
- d) Without prejudice to the generality of provisions of this Policy, the Company may make disclosures of event/information as specified by the Board from time to time.

The Company shall disclose to the stock exchange(s) material updates on the events/ information disclosed under this Policy till such time the event is resolved/ closed, with relevant explanations.

All the events/information disclosed to the stock exchange(s) shall be uploaded on the Company's website for a minimum period of 5 years and thereafter as per its archival policy.

5. CRITERIA FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

In terms of Regulation 30(4) (i) of the SEBI Listing Regulations, the following criteria shall be considered for determination of materiality of events/ information:

- a) The omission of an event/ information which is likely to result in discontinuity or alteration of event or information which is already in public domain; or
- b) The omission of an event/ information is likely to result in significant market reaction, if the said omission came to light at a later date; or
- c) The omission of an event / information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - i. Two (2) percent of turnover, as per the last audited consolidated financial statements of the Company;
 - ii. Two (2) 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;
 - iii. Five (5) 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;
- d) In case, where the criteria specified in sub- clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the Board of the Company, the event of information is considered material.

6. TIMELINES FOR DISCLOSURE OF EVENT(S) OR INFORMATION

The Company shall disclose to the stock exchange all events or information which are material in terms of SEBI Listing Regulations as soon as reasonably possible and in any case not later than as mentioned below:

- i) In case information or event emanates from Board meeting, disclosure of information event shall be made within 30 minutes from conclusion of the Board meeting.
- ii) In case the event or information emanated from within the Company, disclosure shall be made within 12 hours from occurrence of such event or information.
- iii) In case the event or information emanates from outside of the Company, disclosure shall be made within 24 hours from occurrence of such event or information.

7. AUTHORITY TO DETERMINE MATERIALITY OF EVENTS/ INFORMATION

The Board has authorised the Company Secretary for the purpose of determining materiality of event or information and making appropriate disclosures to Stock Exchange based on facts and circumstances prevailing at a given point of time in the best interest of present and potential investors. The Company Secretary is also empowered to seek appropriate counsel or guidance from internal or external stakeholders as he/ she deem fit.

The contact details of the Company Secretary are also separately disclosed to the Stock Exchanges and uploaded on the website of the Company.

8. GUIDELINES FOR COMMUNICATION

In case an event or information is required to be disclosed by the Company in terms of provisions of Regulation 30, pursuant to the receipt of a communication from any regulatory, statutory or enforcement or judicial authority, the Company shall disclose such communication along with the event or information, unless disclosure of such communication is prohibited by such authority.

9. REVIEW AND AMENDMENT

The Policy shall be reviewed as and when required to ensure that it meets the objectives of the Statutory Provisions and remains effective.

This Policy shall be reviewed periodically and may be amended by the Board of Directors of the Company, as may be deemed necessary.

10. INTERPRETATION

In case of any conflict between the provisions of this Policy and of Statutory Provisions, the Statutory Provisions shall prevail over this Policy. Any subsequent amendment/modification in the Statutory Provisions shall automatically apply to this Policy.

In case of any clarification required with respect to this Policy, kindly contact the Company Secretary of the Company.

For **Quest Capital Markets Limited**

signed by
Bhawna Agarwal
Company Secretary & Compliance Officer

Annexure-I

Disclosure of events specified in Para A of Part A of Schedule III of the SEBI Listing Regulations:

Para / Sub-para	Events	Timeline 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), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in the associate company of the listed entity or any other restructuring.	Within 12 hours*
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.	Within 12 hours*
3.	New Ratings(s) or Revision in Rating(s).	Within 24 hours
4.	Outcome of Meetings of the board of directors	Timeline as specified in sub-para 4 of Para A of Schedule III.
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.	Within 12 hours * (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).
5A.	Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements: Provided that such agreements entered into by a listed entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations.	Within 12 hours * (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).
6.	Fraud or defaults by a listed entity, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director whether occurred within India or abroad.	Within 24 hours
7.	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.	Within 12 hours * (except in case resignation);

		Within 24 hours (in case of resignation)
7A.	In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor.	Timeline as specified in sub-para 7A of Para A of Schedule III.
7B.	Resignation of independent director including reasons for resignation.	Timeline as specified in sub-para 7B of Para A of Schedule III.
7C.	Letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director.	Timeline as specified in sub-para 7C of Para A of Schedule III.
7D.	In case the Managing Director or Chief Executive Officer of the listed entity was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).	Within 12 hours *
8.	Appointment or discontinuation of share transfer agent.	Within 12 hours *
9.	Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions.	Within 24 hours
10.	One time settlement with a bank.	Within 24 hours
11.	Winding-up petition filed by any party / creditors.	Within 24 hours
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.	Within 12 hours *
13.	Proceedings of annual and extraordinary general meetings of the listed entity.	Within 12 hours *
14.	Amendments to memorandum and articles of association of listed entity, in brief.	Within 12 hours *
15.	(a) Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors. (b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means.	Timeline as specified in sub-para 15 of Para A of Schedule III.
16.	Events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code.	Within 24 hours
17.	Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by listed entities: (a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available; (b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the listed entity along with comments of the management, if any.	Within 12 hours * (if initiated by the listed entity); Within 24 hours (if initiated by external agency).
18.	Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity.	Within 24 hours
19.	Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its	Within 24 hours

	directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following: (a) search or seizure; or (b) re-opening of accounts under section 130 of the Companies Act, 2013; or (c) investigation under the provisions of Chapter XIV of the Companies Act, 2013;	
20.	Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following: (a) suspension; (b) Imposition of fine or penalty; (c) settlement of proceedings; (d) debarment; (e) disqualification; (f) closure of operations;	Within 24 hours
21.	Voluntary revision of financial statements or the report of the Board of Directors of the Company under Section 131 of the Companies Act, 2013	Within 12 hours *

Annexure – II

Events/Information to be disclosed upon application of guidelines of materiality as referred in Sub-Regulation (4) of Regulation 30:

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	Within 12 hours *
2.	Any of the following events pertaining to the listed entity: (i) arrangements for strategic, technical, manufacturing, or marketing tie-up; or (ii) adoption of new line(s) of business; or (iii) closure of operation of any unit, division, or subsidiary (entirety or piecemeal)	Within 12 hours *
3.	Capacity addition or product launch.	Within 12 hours *
4.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	Within 24 hours
5.	Agreements (viz. loan agreement(s) 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.	Within 12 hours * (for agreements where listed entity is a party); Within 24 hours (for agreements where listed entity is not a party).
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.	Within 24 hours
7.	Effect(s) arising out of change in the regulatory framework applicable to the listed entity.	Within 24 hours
8.	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the listed entity.	Within 24 hours
9.	Frauds or defaults by employees of the listed entity which has or may have an impact on the listed entity.	Within 24 hours

10.	Options to purchase securities including any ESOP/ESPS Scheme #.	Within 12 hours *
11.	Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party.	Within 12 hours *
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	Within 24 hours
13.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.	Within 12 hours *

* **Note:** In case the event or information emanates from a decision taken in a Meeting of Board of Directors, the same shall be disclosed within thirty minutes from the closure of such Meeting as against the timeline indicated in the table above.

The Company does not have ESOP/ESPS scheme, at present.