



Adding Smiles To Life

QMS MEDICAL ALLIED SERVICES LIMITED

**POLICY ON DETERMINATION OF MATERIALITY FOR
DISCLOSURES OF EVENTS OR INFORMATION**

REGISTERED OFFICE:

**A1 A2/B1 B2, Navkala Bharti Bldg Plot No16 Prabhat Colony opp near
Santacruz Bus depot Santacruz East Mumbai 400055, Maharashtra,
India.**

QMS Medical Allied Services Ltd.

📍 1A-1B / 2A-2B, Navkala Bharati Building, Plot No. 16, Prabhat Colony, Road No. 3, Santacruz (East), Mumbai - 400 055.

☎ +91-022 - 6288 1111 🌐 www.qmsmas.com

CIN: U33309MH2017PLC299748



Adding Smiles To Life

1. **BACKGROUND**

- 1.1 QMS MEDICAL ALLIED SERVICES LIMITED (hereinafter referred to as "the Company") is committed to being open and transparent with all stakeholders and in disseminating information in a fair and timely manner. The Company's securities are listed on the National Stock Exchange of India Limited (hereinafter referred to as "NSE"), and it must comply with the continuous disclosure obligations imposed by the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (hereinafter referred to as "the Listing Regulations") that come into effect from December 1, 2015. The Listing Regulations mandate listed entities to formulate a Policy for determining materiality of events or information that warrant disclosure to investors. It is in this context that the Policy on Determination of Materiality for Disclosures of Events or Information (hereinafter referred to as "the Policy") is being framed and implemented.

2. **DEFINITIONS**

In this Policy, unless the context otherwise requires:

- 2.1 "Board of Directors" shall mean the Board of Directors of QMS MEDICAL ALLIED SERVICES LIMITED.
- 2.2 "Chief Financial Officer" or "Whole Time Finance Director" or Head of Finance", by whatever name called, shall mean the person heading and discharging the finance function of the Company as disclosed by it to the recognized Stock Exchange(s) in its filing under the Listing Regulations;
- 2.3 "Key Managerial Personnel" means Managing Director, Chief Financial Officer and Company Secretary of QMS MEDICAL ALLIED SERVICES LIMITED.

All other words and expressions used but not defined in this Policy, but defined in the SEBI Act, 1992, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/ or the rules and regulations made there under shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

3. **OBJECTIVES OF THE POLICY**

The objectives of this Policy are as follows:

- 3.1 To ensure that the Company complies with the disclosure obligations to which it is subject as a publicly-traded Company as laid down by the Listing Regulations, various Securities Laws and any other applicable legislations .

QMS Medical Allied Services Ltd.

📍 1A-1B / 2A-2B, Navkala Bharati Building, Plot No. 16, Prabhat Colony, Road No. 3, Santacruz (East), Mumbai - 400 055.

☎ +91-022 - 6288 1111 🌐 www.qmsmas.com

CIN: U33309MH2017PLC299748



Adding Smiles To Life

- 3.2 To ensure that the information disclosed by the Company is timely, transparent and continuous till the termination of the event or information.
- 3.3 To ensure that corporate documents and public statements are accurate and do not contain any misrepresentation.
- 3.4 To protect the confidentiality of material/ price sensitive information within the context of the Company's disclosure obligations.
- 3.5 To provide a framework that supports and fosters confidence in the quality and integrity of material information released by the Company.
- 3.6 To ensure uniformity in the Company's approach to disclosures, raise awareness and reduce the risk of selective disclosures.

4. **TYPE OF INFORMATION**

- 4.1 The information covered by this Policy shall include "information related to the Company's business, operations, or performance which has a significant effect on securities investment decisions" (hereinafter referred to as "material information") that the Company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality.
- 4.2 Events or information that is to be disclosed without any application of the guidelines for materiality are specified in **Annexure 1** to this Policy. Events or information that is to be disclosed based on materiality principle are specified in **Annexure 2** to this Policy.

5. **PERSONS RESPONSIBLE FOR DISCLOSURES**

- 5.1 The Board of Directors of the Company has authorized the Managing Director, Chief Financial Officer and the Company Secretary (Authorized Persons) to determine the materiality of an event or information and to make appropriate disclosures on a timely basis.
- 5.2 The Authorized Persons are also empowered to:
 - 5.2.1 Seek appropriate counsel or guidance, as and when necessary, from other internal or external stakeholders as they may deem fit.
 - 5.2.2 Call for information from all its internal stakeholders including from its subsidiaries.
- 5.3 The Authorized Person(s) shall have the following powers and responsibilities for determining the material events or information:
 - 5.3.1 To review and assess an event or information that may qualify as "material" and may require disclosure, on the basis of facts and circumstances prevailing at a given point in time.

QMS Medical Allied Services Ltd.

📍 1A-1B / 2A-2B, Navkala Bharati Building, Plot No. 16, Prabhat Colony, Road No. 3, Santacruz (East), Mumbai - 400 055.

☎ +91-022 - 6288 1111 🌐 www.qmsmas.com

CIN: U33309MH2017PLC299748



Adding Smiles To Life

- 5.3.2 To determine the appropriate time at which the disclosures are to be made to the Stock Exchanges based on an assessment of actual time of occurrence of an event or information.
- 5.3.3 To disclose developments that are material in nature on a regular basis, till such time the event or information is resolved/ closed, with relevant explanations.
- 5.3.4 To consider such other events or information that may require disclosure to be made to the Stock Exchanges which are not explicitly defined in the Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such event or information.
- 5.3.5 To disclose all events or information with respect to the subsidiaries which are material for the Company.

6. **GUIDELINES FOR ASSESSING MATERIALITY**

- 6.1 Materiality will be determined on a case to case basis, depending on the facts and the circumstances pertaining to the event or information.
- 6.2 The following criteria will be applicable for determination of materiality of an event or information:
 - 6.2.1 The omission of an event or information which is likely to:
 - result in a discontinuity or alteration of an event already available publicly; or
 - result in significant market reaction if the said omission came to light at a later date;
 - 6.2.2 In the opinion of the Board of Directors of the Company, the event or information ought to be disclosed.

7. **GUIDANCE ON TIMING OF AN EVENT OR INFORMATION**

- 7.1 The Company may be confronted with the question as to when an event or information can be said to have occurred.
- 7.2 In certain instances, the answer to the above question would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation or approval required, viz. in case of natural calamities, disruptions etc., the answer to the above question would depend upon the timing when the Company became aware of the event or information.
- 7.3 In the former case, the events or information can be said to have occurred upon receipt of approval of the Board of Directors.

QMS Medical Allied Services Ltd.

📍 1A-1B / 2A-2B, Navkala Bharati Building, Plot No. 16, Prabhat Colony, Road No. 3, Santacruz (East), Mumbai - 400 055.

☎ +91-022 - 6288 1111 🌐 www.qmsmas.com

CIN: U33309MH2017PLC299748



Adding Smiles To Life

However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending Shareholders' approval.

- 7.4 In the later case, the events/ information can be said to have occurred when the Company becomes aware of the events/ information, or as soon as an officer of the Company has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

Here, the term „officer“ shall have the same meaning as defined under the Companies Act, 2013 and shall also include promoter of the listed entity.

8. OBLIGATIONS OF INTERNAL STAKEHOLDERS AND AUTHORIZED PERSONS FOR DISCLOSURE

- 8.1 In case of occurrence of any event or information, including the information forming part of **Annexure 1** and **Annexure 2** to the Policy, the internal stakeholder(s) shall forthwith inform the Authorized Person(s) upon occurrence, with adequate supporting data/ information, to facilitate a prompt and appropriate disclosure to the Stock Exchanges.
- 8.2 The Authorized Persons will then ascertain the materiality of such event(s) or information based on the above guidelines.
- 8.3 On completion of the assessment, the Authorized Persons shall, if required, make appropriate disclosure(s) to the Stock Exchanges.

9. GUIDANCE ON MATERIALITY THRESHOLD FOR IDENTIFICATION OF GROUP ENTITIES, LITIGATIONS AND CREDITORS

- 9.1 For the purpose of disclosure in offer documents for the Issue, the Board has considered and adopted the following policy on materiality with regard to Group Companies to be disclosed by the Company:

A company shall be considered material and disclosed as a 'Group Company' if such companies is covered under the applicable accounting standards (i.e. Accounting Standard 18 issued by the Institute of Chartered Accountants of India) and where (i) the company is a member of the Promoter Group and the Company has entered into one or more transactions with such company in the last audited financial year, cumulatively exceeding 5% of the total revenue of the Company for the last audited financial year; or (ii) an entity is covered under Accounting Standard 18, as per the last audited and restated financial statements of the Company, and the Company has outstanding trade receivables and loans exceeding 10% of the net worth of the Company as of the last audited and restated financial statements, from such entity.

- 9.2 For the purpose of disclosure in offer documents for the Issue, the Board has

QMS Medical Allied Services Ltd.

1A-1B / 2A-2B, Navkala Bharati Building, Plot No. 16, Prabhat Colony, Road No. 3, Santacruz (East), Mumbai - 400 055.

+91-022 - 6288 1111 @ www.qmsmas.com

CIN: U33309MH2017PLC299748



Adding Smiles To Life

considered and adopted the following policy on materiality with regard to outstanding litigations to be disclosed by the Company:

- a. All criminal proceedings, statutory or regulatory actions and taxation matters, involving the Company, Promoter, Directors, or Group Companies, as the case may be shall be deemed to be material;
- b. Matters pertaining to Section 138 of Negotiable Instruments Act filed by the Company to be disclosed in summary form.
- c. All pending litigation involving the Company, Promoter, Directors, or Group Companies as the case may be, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' (a) the monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of Rs. 10,00,000/- (Rupees Ten Lakhs only) or 5% of the net profits after tax of the Company for the most recent audited fiscal period whichever is lower; or (b) where the monetary liability is not quantifiable, each such case involving the Company, Promoter, Directors, or Group Companies, whose outcome would have a bearing on the business operations, prospects or reputation of the Company;
- d. Notices received by the Company, Promoter, Directors, or Group Companies, as the case may be, from third parties (excluding statutory / regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoter / Group Companies, as the case may be, are impleaded as parties in proceedings before any judicial forum

- 9.3. For the purpose of disclosure in offer documents for the Issue, the Board has considered and adopted the following policy on materiality with regard to outstanding dues to Creditors to be disclosed by the Company:

Each creditor, to whom the Company individually owes a net aggregate amount that exceeds 5.00% of the trade payables as per the Restated Financial Statements for the most recent financial year, shall be considered as a material creditor of the Company. The Board has also approved that dues owed by the Company to small scale undertakings as per the Restated Financial Statements for the most recent financial year shall be disclosed in a consolidated manner. Further, the Board is authorized to display the details of such creditors on the website of the Company.

10. **POLICY REVIEW**

- 10.1 The Authorized Persons may review the Policy from time to time. Material changes to the Policy will need the approval of the Board of Directors.
- 10.2 Should there be any inconsistency between the terms of the Policy and the

QMS Medical Allied Services Ltd.

1A-1B / 2A-2B, Navkala Bharati Building, Plot No. 16, Prabhat Colony, Road No. 3, Santacruz (East), Mumbai - 400 055.

+91-022 - 6288 1111 @ www.qmsmas.com

CIN: U33309MH2017PLC299748



Adding Smiles To Life

- Listing Regulations, the provisions of the Listing Regulations shall prevail.
- 10.3 Any amendments to the Listing Regulations shall *mutatis mutandis* be deemed to have been incorporated in this Policy.
11. **EFFECTIVE DATE**
- 11.1 The Policy, as approved by the Board of Directors, shall be effective from August 26, 2022.

QMS Medical Allied Services Ltd.

📍 1A-1B / 2A-2B, Navkala Bharati Building, Plot No. 16, Prabhat Colony, Road No. 3, Santacruz (East), Mumbai - 400 055.
☎ +91-022 - 6288 1111 🌐 www.qmsmas.com

CIN: U33309MH2017PLC299748



Adding Smiles To Life

12. DISCLOSURE ON WEBSITE

- 12.1 As per the provisions of the Listing Regulations, the Policy shall be disclosed on the website of the Company.
- 12.2 Further, the Company shall disclose on its website, all such events or information which have been disclosed to the Stock Exchange(s) under the Listing Regulations and such disclosure shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the Archival Policy of the Company.

QMS Medical Allied Services Ltd.

📍 1A-1B / 2A-2B, Navkala Bharati Building, Plot No. 16, Prabhat Colony, Road No. 3, Santacruz (East), Mumbai - 400 055.

☎ +91-022 - 6288 1111 🌐 www.qmsmas.com

CIN: U33309MH2017PLC299748



Adding Smiles To Life

Annexure 1

Events or Information that are to be disclosed without application of Materiality Guidelines listed in the Policy

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 listed entity or any other restructuring.

Explanation - For the purpose of this sub-para, the word 'acquisition' shall mean -

- (i) acquiring control, whether directly or indirectly; or,
- (ii) acquiring or agreeing to acquire shares or voting rights in a company, whether directly or indirectly, such that -
 - (a) the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - (b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.

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 the Board of Directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the 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 dividend with reasons thereof;
 - 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 including the date on which such bonus shares shall be credited/ dispatched;

QMS Medical Allied Services Ltd.

1A-1B / 2A-2B, Navkala Bharati Building, Plot No. 16, Prabhat Colony, Road No. 3, Santacruz (East), Mumbai - 400 055.

+91-022 - 6288 1111 @ www.qmsmas.com

CIN: U33309MH2017PLC299748



Adding Smiles To Life

- 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 to subscribe to;
 - g) short particulars of any other alterations of capital, including calls;
 - h) financial results;
 - i) decision on voluntary delisting by the listed entity 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 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.
 6. Fraud/ defaults by promoter or key managerial personnel or by the 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.
 8. Appointment or discontinuation of share transfer agent.
 9. Corporate debt restructuring.
 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 the 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.

QMS Medical Allied Services Ltd.

📍 1A-1B / 2A-2B, Navkala Bharati Building, Plot No. 16, Prabhat Colony, Road No. 3, Santacruz (East), Mumbai - 400 055.

☎ +91-022 - 6288 1111 🌐 www.qmsmas.com

CIN: U33309MH2017PLC299748



Adding Smiles To Life

Annexure 2

Events or Information that are to be disclosed based on Materiality Guidelines listed in the Policy

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 the 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.
13. 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.