

JUVENOR HEALTHCARE LIMITED

POLICY FOR DETERMINING MATERIALITY OF EVENTS

1. PREFACE

The policy is formulated in accordance with the Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) laid down by SEBI. The Board of Directors of Juvenor Healthcare Limited has adopted this Policy and procedures thereto with regard to Materiality of Events/Information. The Audit Committee of the Board is empowered to review and recommend changes in this policy for from time to time.

2. PURPOSE

This Policy is framed as per SEBI (LODR) Regulations for timely disclosure of information on ongoing basis to enable investor to make well informed investment decision.

3. DEFINITIONS

Acquisition

- A. Acquiring control, whether directly or indirectly; or
- B. acquiring or agreeing to acquire shares or voting rights in a company, whether existing or to be incorporated, whether directly or indirectly, such that –
 - i. 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
 - ii. there has been a change in holding from the last disclosure made under sub-clause (i) of clause (b) above and such change exceeds two per cent of the total shareholding or voting rights in the said company.
 - iii the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub-clause (c) of clause (i) of sub-regulation (4) of Regulation 30.

Authorized Persons shall mean Whole-time Director, Chief Financial Officer and Compliance Officer.

Board shall mean the Board of Directors of the Company;

Compliance Officer shall mean the Company Secretary of the Company;

Key Managerial Personnel/KMP means Key Managerial Personnel as defined in subsection (51) of section 2 of the Companies Act, 2013 i.e.-

- a. Chief Executive Officer/ Managing Director/ Manager;
- b. Whole-time Director;
- c. Chief Financial Officer;
- d. Company Secretary;
- e. such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
- f. Such other officer as may be prescribed.

Mainstream Media shall include print or electronic mode of the following:

- a. Newspapers registered with the Registrar of Newspapers for India;
- b. News channels permitted by Ministry of Information and Broadcasting under Government of India;
- c. 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
- d. 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

Material Event or Information shall mean such information / event as listed under Para 4 of this Policy;

Subsidiary means a subsidiary as defined under sub-section (87) of section 2 of the Companies Act, 2013. Unless the context requires otherwise, words and expressions not defined herein shall have the meaning ascribed to them under the Listing Regulations, the SEBI Act, 1992, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities Contracts (Regulation) Act, 1956, the Companies Act, 2013, or any other cognate statute.

4. BASIC PRINCIPLES REGARDING FAIR DISCLOSURE OF EVENTS OR INFORMATION

(i) Confidentiality:

All files containing confidential information shall be kept secure under lock and key. Computer files shall have adequate security of login and Passwords.

(ii) Transparency:

Disclosure of material information with sufficient details that fosters investors confidence.

(iii) Fairness:

Ensure wide dissemination of information avoiding the selective disclosure.

(iv) Need to know:

Price Sensitive Information shall be handled on a 'need to know' basis. Such information should be disclosed only to those within the Bank who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

(v) Materiality:

Events or information shall be disclosed on the basis of their materiality. Any event or information is said to be material if the significance of an omission or misstatement of information that, in the light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would have been changed or influenced by the omission or misstatement.

5. CRITERIA FOR DETERMINATION OF MATERIALITY OF EVENTS/INFORMATION

The Company shall consider the criteria as specified in Clause (i) of Sub-regulation (4) of Regulation 30 of the Listing Regulations for determination of materiality of events/ information as under:

(a) the omission of an event or information is likely to result in discontinuity or alteration of event or information already available publicly; or

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

- i. two percent of turnover, as per the last audited consolidated financial statements of the company;
- ii. 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;
- iii. 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;

In respect to the above, the average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value / figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration.

(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 Directors or Chairman & Managing Director or Director (Commercial) or Director (Finance) of the Company, the event or information is considered material.

6. DISCLOSURE OF EVENTS OR INFORMATION

A. The events / information specified in Para A of Part A of Schedule III of the Listing Regulations deemed to be material events. Upon occurrence such events/information the Company shall make disclosure to the Stock Exchanges without any application of the guidelines for materiality.

B. The events/ information specified in Para B of Part A of Schedule III to the Listing Regulations shall be disclosed upon occurrence, based on application of the guidelines for materiality as specified in clause 5 of this Policy.

C. 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 listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.

D. Without prejudice to the generality of para (A), (B) and (C) above, the Company may make disclosures of event/information as specified by the SEBI from time to time.

E. The Company shall make disclosures updating material developments on a regular basis, till such time the event is resolved/ closed, with relevant explanations.

F. The Company shall disclose all events or information with respect to its Subsidiaries which are material for the listed entity.

G. The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information.

H. The listed entity may on its own initiative also confirm or deny any reported event or information to stock exchange(s).

I. In case where an event occurs or an information is available with listed entity, which has not been indicated in Para A or B of Part A of Schedule I, but which may have material effect on it, the listed entity is required to make adequate disclosures in regard thereof.

J. In to case an event or information is required to be disclosed by the listed entity, pursuant the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the listed entity shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

7. TIMELINES FOR DISCLOSURE OF MATERIAL EVENTS/INFORMATION

- (i) The disclosure with respect to the events/ information shall be made within timelines.
- (ii) All events/information identified as material in line with the regulation and under this Policy shall be disclosed as soon as reasonably possible and in any case not later than the following:
 - (a) For all material events/ information for which decision is taken in a Board meeting within 30 (thirty) minutes from the closure of the board meeting;
 - (b) For all material events/ information emanating from within the Company within 12 (twelve) hours from the occurrence of the event or information;
 - (c) For all material events/ information relating to the Company but emanating from outside the Company within 24 (twenty four) hours from the occurrence of the event or information.
 - (d) In case the disclosure is made after the stipulated timeline, the Company shall provide an explanation for the delay along with the disclosure.

8. AMENDMENT

The Chairman & Managing Director and authorized to clarify any doubts that may exist in connection with the effective execution of this Policy. The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy. This Policy shall be subject to review/changes as may be deemed necessary and in accordance with regulatory amendments from time to time.
