

JEENA SIKHO LIFECARE LIMITED

POLICY ON DETERMINATION OF MATERIALITY OF EVENTS

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. BACKGROUND

Regulation 30(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Regulations') requires every listed entity to frame a policy for determination of materiality of events and information that requires appropriate disclosure to the stock exchanges.

Accordingly, Jeena Sikho Lifecare Limited ("the Company" or "JSLL") has formulated this Policy in accordance with the current guidelines laid down by Securities Exchange Board of India under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), with respect to disclosure of material events and information.

The Board shall review, and if found required, may amend this Policy from time to time.

2. DEFINITIONS

In this Policy, unless the context otherwise requires, the following words and expressions shall have the meanings assigned to them below:

- (a) "Act" means the Companies Act, 2013 and the rules framed thereunder, as amended from time to time.
- (b) "Board of Directors" or "Board" means the Board of Directors of Jeena Sikho Lifecare Limited ("the Company").
- (c) "Key Managerial Personnel" or "KMP" means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013.
- (d) "Chief Financial Officer" or "CFO" means the person heading and discharging the finance function of the Company as disclosed to the stock exchanges.
- (e) "Compliance Officer" means the Company Secretary or such other officer as designated under the SEBI Listing Regulations.
- (f) "Material Event or Information" means any event or information which has a significant effect on the Company's business, operations, performance or financials, or is likely to influence investment decisions of investors.
- (g) "Subsidiary" shall have the meaning assigned to it under Section 2(87) of the Companies Act, 2013.

All other words and expressions used but not defined herein shall have the meanings assigned to them under the SEBI Listing Regulations, the Companies Act, 2013, or other applicable laws, as the case may be.

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Punjab-140604, 01762-513185
CIN NO.: L52601PB2017PLC046545

Corporate Office Address:

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3. OBJECTIVE OF THE POLICY

The objective of this Policy is to assist the employees of the Company in identifying potential material events or information in an objective manner that may originate at the ground level which can be promptly escalated and reported to the authorised Key Managerial Personnel or other officers of the Company, as specified in this Policy, for determining the materiality of the said event or information and for making necessary disclosure to the BSE Limited and the National Stock Exchange of India Limited (collectively, the “Stock Exchanges”). All provisions of Regulation 30 read with Schedule III of the LODR Regulations shall hereby be deemed to be incorporated in this Policy, by reference.

4. EVENTS WHICH ARE DEEMED TO BE MATERIAL EVENTS.

The Company shall disclose all such events which are specified in Para A of Part A of Schedule III of the LODR Regulations (as applicable from time to time) (“Para A Events”) without any application of the guidelines for materiality as specified in sub-regulation (2) of Regulation 30 of the LODR Regulations. Details to be provided to the Stock Exchanges while disclosing Para A Events shall be in compliance with the requirements of the SEBI Disclosure Circular.

The Company shall disclose all such material events or information pertaining to itself or to its subsidiary(ies), specified in Para B of Part A of Schedule III of the LODR Regulations (“Para B Events”) subject to application of guidelines for materiality, as set out under the LODR Regulations.

5. EVENTS WHICH ARE DEPENDENT ON APPLICATION OF GUIDELINES FOR MATERIALITY

The Company shall disclose all such material events or information pertaining to itself or to its subsidiary(ies), specified in Para B of Part A of Schedule III of the LODR Regulations (“Para B Events”) subject to application of guidelines for materiality, as set out under the LODR Regulations.

6. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION:

(i) Quantitative criteria shall be calculated based on the audited consolidated financial statements of the Company. An event or information shall be considered material if the value involved or the expected impact exceeds the lower of the following:

- (a) 2% of consolidated turnover, as per the last audited consolidated financial statements; or
- (b) 2% of consolidated net worth, as per the last audited consolidated financial statements (except where the net worth is negative); or
- (c) 5% of the average of the absolute value of profit or loss after tax for the last three audited consolidated financial years.

For the purpose of determining the threshold under clause (c), the average of the absolute value of profit or loss shall be computed by disregarding the sign (positive or negative), as this value is required only for determining materiality.

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In terms of the SEBI Disclosure Circular, if 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.

The details to be provided to the Stock Exchanges while disclosing Para B Events shall be in compliance with the requirements of the SEBI Disclosure Circular. or information may be treated as being material if in the opinion of the Board of the Company, the event or information is considered material.

(ii.) Qualitative criteria would mean an event/ information:

- (a) the omission of an event or information, which 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) any other event/information may be treated as being material if in the opinion of the Board of directors of Company, the event / information is considered material.

7. GUIDELINES ON OCCURRENCE OF AN EVENT / INFORMATION & ITS TIMELY DISCLOSURE

7.1 The occurrence of material events/information could be either emanating from within or outside the listed entity by the Company's own accord or for reasons not in the hands of the Company. It can be categorized as under:

- (a) depends upon the stage of discussion, negotiation or approval; and
- (b) in case of natural calamities disrupting operations etc., it would depend upon the timing when the company became aware of the event/information.

In respect of the events under 7(a), the events/information can be said to have occurred upon receipt of approval of the Board of Directors, e.g. further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of Directors and Shareholders.

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 Shareholder's approval. Approvals other than final approvals, such as in-principle approvals, exploratory approvals etc. will not require disclosure under this Code.

In respect of the events under 7(b), 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 entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties. The term 'officer' shall have the same meaning as defined under the Act and shall also include Promoter of the Company.

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8. SECTOR REGULATOR / ENFORCEMENT AUTHORITY

Where the Company is required to make disclosures pursuant to any communication from any regulatory, statutory, judicial or enforcement authority, the Company shall disclose such communication along with the relevant event or information, unless prohibited by such authority.

9. AUTHORIZE KEY MANAGERIAL PERSONNEL (KMP) FOR THE PURPOSE OF DETERMINING MATERIALITY OF AN EVENT OR INFORMATION AND FOR THE PURPOSE OF MAKING DISCLOSURES TO STOCK EXCHANGE

A Disclosure Committee comprising the following KMPs and officers of the Company are hereby authorized for the purpose of determining materiality of an event or information, evaluating whether an event/ information requires Stock Exchange disclosures, and for the purpose of making disclosures to the Stock Exchanges within the applicable timelines (“Authorized Person(s)”):

1. Managing Director
2. Chief Financial Officer
3. Company Secretary and Compliance Officer

The materiality of events/ information outlined above are indicative in nature. There may be a likelihood of some unforeseen events emerging due to the prevailing business scenario from time to time. Hence, the relevant Authorized Person(s) should exercise his/her own independent judgement while assessing the materiality of events associated with the Company. The Disclosure Committee may also, as a collective, consult the Chairman or any other Director of the Company while assessing the materiality of an event or information, and for evaluating whether the event/ information requires a Stock Exchange Disclosure. Details of the above referred KMPs and officers shall be also disclosed to the Stock Exchange(s) and as well as on the Company’s website.

10. DISCLOSURE PROCESS

Upon determination of materiality:

- (a) The authorised KMPs shall ensure timely disclosure to the stock exchanges;
- (b) Disclosures shall be made in the format prescribed by SEBI;
- (c) The disclosed information shall be hosted on the Company’s website.
- (d) 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:
 - i. 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;

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ii. For all material events/ information emanating from within the Company within 12 (twelve) hours from the occurrence of the event or information;

iii. 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.

a) In case the disclosure is made after the stipulated timeline, the Company shall provide an explanation for the delay along with the disclosure.

b) The Company shall disclose all further material developments with respect to the disclosures referred to in this Policy on a regular basis, till the event is resolved / closed, with relevant explanations.

11. REVIEW AND AMENDMENT

This Policy shall be reviewed periodically by the Board of Directors.

The Board may, subject to applicable laws, amend, modify, substitute any provision of this Policy or replace it in its entirety. Any amendment to applicable laws, including Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, shall be deemed to be automatically incorporated into this Policy and shall apply from the effective date of such amendment.

Provided that no amendment to this Policy shall be inconsistent with applicable law, and nothing contained herein shall dilute the requirements prescribed under Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.

12. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the LODR Regulations, as amended from time to time, the LODR Regulations shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from this Policy and the rest of the Policy shall remain in force.

13. DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company.

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