

**Jullundur Motor Agency (Delhi) Limited  
("JMADL" / "COMPANY")**



**CODE OF CONDUCT  
FOR  
PREVENTION OF INSIDER TRADING**

(Updated till 19th March, 2019)

## I. Definition

<b>“Act”</b>	Securities and Exchange Board of India Act, 1992
<b>“Board”</b>	Securities and Exchange Board of India
<b>“Code” or “Code of Conduct”</b>	Code of Conduct for Prevention of Insider Trading of <b>“Jullundur Motor Agency (Delhi) Limited”</b> as amended from time to time.
<b>“Company”</b>	<b>Jullundur Motor Agency (Delhi) Limited</b>
<b>“Compliance Officer”</b>	Company Secretary or such other senior officer designated so, reporting to the Board of Directors, who is Financially Literate and is capable of appreciating requirements for legal & regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.
<b>“Connected Person”</b>	<p>a. any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information (<b>“UPSI”</b>) or is reasonably expected to allow such access.</p> <p>b. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:</p> <ul style="list-style-type: none"> <li>➤ an immediate relative of connected persons specified in clause (i); or</li> <li>➤ a holding company or associate company or subsidiary company; or</li> <li>➤ an intermediary as specified in Section 12 of the Act or an employee or director thereof; or</li> <li>➤ an investment company, trustee company, asset management company or an employee or director thereof; or</li> <li>➤ an official of a stock exchange or of clearing house or corporation; or</li> <li>➤ a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or</li> <li>➤ a member of the board of directors or an employee of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or</li> <li>➤ an official or an employee of a self-regulatory organization recognized or authorized by the Board; or</li> <li>➤ a banker of the Company; or</li> <li>➤ a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.</li> </ul>

<b>"Designated Person(s)"</b>	<ol style="list-style-type: none"> <li>1) Every KMP and Director of the Company;</li> <li>2) All Promoter(s) of the Company;</li> <li>3) CEO and COO of the Company, whether director or not;</li> <li>4) All Employees two level below the CEO and its material subsidiary (ies);</li> <li>5) Executive Assistant/Secretaries to Executive Directors;</li> <li>6) President, Vice President, Asst. Vice President and above;</li> <li>7) Head of Departments;</li> <li>8) Support Staff such as Secretarial Staff, Accounts Staff, IT Staff;</li> <li>9) All directors and department heads of Material Subsidiary (ies);</li> <li>10) Any other employee /person as may be determined and informed by the Compliance Officer from time to time in consultation with the Board of Directors/management of the Company considering the objectives of the Code.</li> </ol>
<b>"Director"</b>	Member of the Board of Directors of the Company
<b>"Employee"</b>	Every employee of the Company including the Directors in the employment of the Company
<b>"Financial Literate"</b>	Shall mean a person who has ability to read and understand basic financial statements i.e. Balance Sheet, Profit / Loss A/c and Statement of cash flows
<b>"Generally available Information"</b>	Information that is accessible to the public on a non-discriminatory basis.
<b>"Immediate Relative" / "Dependent(s)"</b>	Spouse of a person and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
<b>"Insider"</b>	any person who is: <ol style="list-style-type: none"> <li>a. a Connected Person; or</li> <li>b. in possession of or having access to UPSI.</li> </ol>
<b>"Key Managerial Personnel" (KMPs)</b>	<ol style="list-style-type: none"> <li>a. Executive Directors (including MD, JMD, WTD, Manager, CEO);</li> <li>b. Chief Financial Officer;</li> <li>c. Company Secretary;</li> </ol>
<b>"Material Subsidiary"</b>	<p>Shall mean a subsidiary, whose income or net worth exceeds 20% of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.</p> <p><i>Provided however that aforesaid limit of 20% shall be read as 10% w.e.f. April 01, 2019, to determine the status of Material Subsidiary.</i></p>
<b>"Material financial relationship"</b>	means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.
<b>"Promoter"</b>	shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof
<b>"Securities"</b>	shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund
<b>"Trading or Dealing in securities"</b>	means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
<b>"Trading Day"</b>	a day on which the recognized stock exchanges are open for trading

<p><b>“Unpublished Price Sensitive Information” (“UPSI”)</b></p>	<p>any information relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily be including but not restricted to, information relating to the following:</p> <ol style="list-style-type: none"> <li>a. Declaration of Financial Results (both audited and or unaudited);</li> <li>b. Declaration of Dividends (both Interim and or Final);</li> <li>c. Change in Capital Structure by way of Public/Rights/Preferential/Bonus issues;</li> <li>d. Mergers, De-mergers, Acquisitions, Delisting, Disposals and Expansion of Business and such other transactions;</li> <li>e. Changes in Key Managerial Personnel (“KMP’s”);</li> </ol>
<p><b>“Regulations”</b></p>	<p>Securities &amp; Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto</p>

## **II. Interpretation**

Words denoting the singular shall include the plural and vica versa and words denoting masculine gender shall include reference to feminine or neuter gender;

Words and expressions used and not defined in this code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time), Securities and Exchange Board of India Act, 1992, the Securities Contract (Regulation) Act, 1956, the Depositories Act, 1996, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and / or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

## **III. Role of Compliance Officer**

The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee & to the Chairman of the Board of Directors at Quarterly Intervals.

The Compliance Officer shall assist all employees & other connected person(s) in addressing any clarifications regarding the Regulations and the Company’s Code.

The Compliance Officer shall maintain a record of the Designated Person(s) and any changes made in the list of Designated Person(s).

## **III. Preservation of “Price Sensitive Information”**

- A. All information shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person Insiders except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations or as permitted in the Regulations.
- B. UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:
  - a. an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company; or
  - b. not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is

in the best interests of the Company and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

### **Need to Know**

- A. "Need to know" basis means that price sensitive information should be disclosed only to those within the Company 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.
- B. All non-public information directly received by any employee should immediately be reported to the head of the department who in turn shall report it to the Compliance Officer immediately.

### **Limited Access to Confidential Information**

Files containing confidential information shall be kept fully secured. Computer files may have adequate security of login and password etc.

### **Chinese Wall**

- A. To prevent the misuse of confidential information, the Company shall adopt a "Chinese Wall" policy separating those areas of the Company which routinely have access to confidential information, considered "inside areas" from those areas which deal with sale/marketing/operations or other departments providing support services, considered "public areas".
- B. Demarcation of the various departments as inside area may be implemented by the Company.
- C. The employees in inside area may be physically segregated from employees in public area. However, the employees in the inside area shall not communicate any UPSI/ price sensitive information UPSI to anyone in public area.
- D. In exceptional circumstances, Designated Persons or other employee(s)/ person(s) from the public areas may be brought "over the wall" and given confidential information on the basis of "Need to know" criteria, under intimation to the Compliance Officer, in writing.

## **IV. Dissemination of "Unpublished Price Sensitive Information" / "UPSI"**

- A. No information / UPSI/ confidential information shall be passed by way of making a recommendation for the purchase or sale of securities of the Company.
- B. The following guidelines shall be followed while dealing with analysts, research personnel, media persons & institutional investors.
  - a. Only public information to be provided.
  - b. At least two Company representatives shall be present at the meeting(s) with analysts, research personnel, media persons and institutional investors.
  - c. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes UPSI, a public announcement should be made before responding.
  - d. Simultaneous release of information after every such meet.

## V. Trading Plan

- A. A Designated Person shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his/her behalf in accordance with such plan. Trading Plan shall be submitted in “**Annexure – I**” to the Company.

Provided however that an Designated Person can trade in securities even when Trading Window is closed. It gives an option to Designated Person(s) who may be perpetually in possession of UPSI and enabling them to Trade in securities in a compliant manner. This provision would enable the formulation of a Trading Plan by an Designated Person to enable him to plan for trades to be executed in future. By doing so, the possession of UPSI when a trade under a Trading Plan is actually executed would not prohibit the execution of such Trades that he/she had pre-decided even before the UPSI came in to being.

- B. Trading Plan shall:
- not entail commencement of trading on behalf of the earlier than 06 months from the public disclosure of the Trading Plan;
  - not entail trading for the period between the 20th trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
  - entail trading for a period of not less than 12 months;
  - not entail overlap of any period for which another trading plan is already in existence;
  - set out either the value of trades to be effected or the number of securities to be traded alongwith the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
  - not entail trading in securities for market abuse.
- C. The Compliance Officer shall review the Trading Plan, made as above to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertaking as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. After assessing, he/she may approve the plan. However, he/she shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations. Pre-clearance of trades shall not be required for a trade executed as per approved trading plan.
- D. The Trading Plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan. Trading window norms and restrictions on contra trades shall not be applicable for trades carried out in accordance with an approved trading plan(s).

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Designated Person is in possession of any price sensitive information / UPSI and the said price sensitive information / UPSI has not become generally available at the time of the commencement of implementation. The commencement of the plan shall be deferred until such psi/ UPSI becomes generally available information.

- E. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

## VI. Trading Window

- A. The trading period i.e. the trading period of the stock exchanges, called “**Trading Window**”, is available for trading in the Company’s securities.
- a. Trading Window shall be, inter alia, closed during the following periods:
- From the end of each quarter / half year / financial year till 48 hours after the declaration of quarterly / half yearly / annually financial results to the Stock Exchange(s);
  - 
  - From the date of issuance of the notice of the meeting of the Board of Directors, in which any agenda covering Unpublished Price Sensitive Information is proposed till 48 hours of declaration of communication of the decision of the Board to the Stock Exchange(s).
- b. When the Trading Window is closed, the KMP’s, Connected Person(s), Designated Person(s) and Insiders shall not trade in the Company’s securities in such period.
- c. All the KMP’s, Connected Person(s), Designated Person(s) and Insiders shall conduct all their dealings in the securities of the Company only in a valid Trading Window and shall not deal in any transaction involving the purchase or sale of the Company’s securities during such periods when Trading Window is closed, as referred to in definition of UPSI or Point No. (a) above or during any other period(s) as may be specified by the Company from time to time.
- B. In case of ESOPs, if any, exercise of option may be allowed in the period when the Trading Window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when Trading Window is closed.
- C. The Compliance Officer shall intimate the closure of Trading Window to all Promoters, members of Promoter Group, Directors, KMP’s, Connected Person(s) and Designated Person(s) in due course.
- D. Company after taking into account various factors including the price sensitive information/ UPSI in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the Trading Window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available. Trading Window may be closed by the Company for more than 48 hours in discussion with Compliance Officer and the Board of Directors of the Company.
- E. Provisions of closure of Trading Window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

## VII. Pre-Clearance of Trades

All Directors/ KMP’s/Designated Person(s) and their Dependents / Immediate Relative(s), who intend to deal in the securities of the Company shall pre-clear the intended transactions including those of Dependents as per procedure enumerated hereunder.

Such pre-clearance of trade would be applicable where KMP’s/Designated Person(s) and their Dependents / Immediate Relative(s), intends to deal in the securities of the Company in excess of Rs. 10,00,000/- or 6000 securities, whichever is less.

However, directors have to pre-clear all intended transactions irrespective of value and number of securities involved.

Trades of Compliance Officer which also require pre-clearance in terms of above shall be approved by the Managing Director or Joint Managing Director of the Company.

No Designated Person shall be entitled to apply for pre-clearance of any proposed trade if such Designated Person is in possession of price sensitive information / UPSI even if the trading window is not closed and hence he shall not be allowed to trade.

The pre-dealing procedure shall be as follow:

- A. An application may be made in the prescribed Form (**Annexure II**) to the Compliance Officer indicating the estimated number & amount of securities that the Directors/KMP's/ Designated Person(s) and their Dependents intends to deal in, the details as to the depository with which he/she has a depository account and such other details as may be required by any rule made by the Company in this behalf.
- B. An undertaking (**Annexure III**) shall be executed in favour of the Company by such Director/KMP's/Designated Person(s) and their Dependents.
- C. The Compliance Officer, after duly verifying the application alongwith undertaking so received, may grant the pre-clearance (**Annexure IV**).
- D. All pre-cleared transaction shall be executed within 07 trading days of the pre-clearance so given.
- E. Directors/ KMP's/Designated Person(s) and their Dependents shall file within 2 (two) trading days of the execution of the deal, the details of such deal with the Compliance Officer (**Annexure V**). In case the transaction is not undertaken, a report to that effect shall be filed in the same form.
- F. If the order is not executed within 7 (Seven) days after the approval is given, fresh application will be required to pre-clear the transaction again.
- G. All Director(s)/ KMP(s)/Designated Person(s) and their Dependents who buy or sell any number of securities/shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund ("**IEPF**") administered by SEBI under the Act.
- H. All Directors/KMP's/ Designated Person(s) shall also not take positions in derivative transactions in the shares/securities of the Company at any time.

## **VIII. Reporting of Transactions**

### **A. Initial Disclosure**

- a. Every promoter, member of promoter group/ KMP & Director of the Company, within thirty (30) days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of Dependent family members in the prescribed "**Form - A**" of the Regulations.
- b. Every person, on being appointed as KMP or a Director of the Company or upon becoming a promoter or member of promoter group, shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven (7) days of such appointment or becoming a promoter in "**Form-B**" of the Regulations.

### **B. Continual Disclosure**

- a. Every promoter, member of promoter group, Director & Designated Person shall disclose in "**Form-C**"



to the Company the number of such securities acquired or disposed of within 2 (two) trading days of such transaction, if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000/- (Rupees Ten Lacs only).

Provided however that the Designated Person(s) shall make disclosures to the Company even if the changes are within the abovementioned limits.

- b. The disclosure shall be made within 2 trading days of:
  - (a) the receipt of intimation of allotment of shares; or
  - (b) the acquisition or sale of shares or voting rights, as the case may be.
- c. Designated Persons are also required to disclose the information pertaining to them, their immediate relatives and of persons with whom they share Material Financial Relationship annually and as and when the information changes in the format given in Annexure-VI.

#### **C. Disclosure by the Company to the Stock Exchange(s)**

- a. Within 2 (Two) trading days of the receipt of intimation under **Clause B** i.e. Continual Disclosure, hereinabove, the Compliance Officer shall disclose to all Stock Exchange(s) on which the Company is listed, the information received.
- b. The Compliance officer shall maintain records of all the declarations in the appropriate form given by the promoters/ KMPs/ Designated Person(s) for a minimum period of 5 (Five) years.
- c. The Compliance Officer shall place before the chairman of Audit Committee or in his absence before the Managing Director / CEO or a committee notified by the Company, on a quarterly basis all the details of dealing securities of the Company by the directors, KMP's, Designated Persons and connected Persons received by him and accompanying documents that such person(s) had executed under the pre-dealing procedure envisaged in this Code, wherever applicable.

### **IX. Documentation**

The Compliance Officer shall maintain following documents/ records for a minimum period of five years:

- A. Register of initial & continuous disclosure;
- B. Register of Designated Person(s) and change(s) therein;
- C. Record of date of closing and opening of Trading Window;
- D. Record of application made for preclearance alongwith undertaking taken thereof;
- E. Record of cases waiving holding period during emergency;
- F. Record of periodical and annual statement.

### **X. Duty of Managing Director:**

The Managing Director shall be introducing effective system of internal controls to ensure the compliance with these Regulations.

### **XI. Duties of Board of Directors:**

The Board of Directors shall be responsible for:-

- a) Ensuring that MD has complied with the requirement of formation and implementation of Code of Conduct Setting forth policies in consultation with the Board of Directors
- b) Approving the policies and procedures for inquiry in case of leak/ suspected leak of UPSI and accordingly initiate appropriate inquiries on becoming aware of leak/ suspected leak of UPSI
- c) Approval of Whistle Blower Policy to enable employees to report instances of leak of UPSI

- d) determining the list of designated persons as per PIT Regulations in consultation with Compliance officer
- e) Maintaining digital database of the persons with whom UPSI is shared with their name along with their PAN or any other identifier authorized by law. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

#### **XII. Duty of Audit Committee:**

The Audit Committee shall be responsible to review compliance with the provisions of PIT regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

#### **XIII. Penalty for Contravention**

- A. Every director/ KMP's/Designated Person/Connected Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- B. Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.
- C. Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in employee stock option plans, if any, etc.
- D. The action taken by the Company shall not preclude SEBI from taking any action in case of violation of Regulations.

#### **XIV. Other Restrictions**

- A. The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives and by any other person for whom such person takes trading decisions.
- B. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

#### **XV. SEBI Regulations/Statutory Provisions to Prevail**

Please note that in case the SEBI regulation or any statutory provisions are more stringent than those contained in the code, the SEBI regulation / statutory provisions will prevail.

**ANNEXURE I  
FORMAT FOR TRADING PLAN**

Date:

To,  
The Compliance Officer,  
Jullundur Motor Agency (Delhi) Limited  
458-1/16, Sohna Road, Opposite New Court,  
Gurgaon-122001, Haryana, INDIA

Dear Sir/Madam,

Sub.: **Trading Pan for the period starting from \_\_\_\_\_ to \_\_\_\_\_**

I, \_\_\_\_\_, in my capacity as \_\_\_\_\_ of the Company hereby submit the trading plan with respect to dealing in securities of the Company for a total period of 12 months starting from \_\_\_\_\_ to \_\_\_\_\_.

<b>DP ID/Client ID / Folio No</b>	<b>Type of security</b>	<b>Nature of Trade (Buy/Sell)</b>	<b>Proposed Date/time period of trade</b>	<b>No. /total amount of securities proposed to be traded</b>

With respect to the above trading plan, I hereby undertake that I shall:

1. not entail commencement of trading earlier than 06 months from the public disclosure of the plan.
2. not entail trading for the period between the 20th trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of financial results for the said period;
3. not commence the trading as per above plan if the Unpublished Price Sensitive Information which is in my possession at present, do not comes into public domain till the time of commencement of trading plan & shall defer the commencement of trading plan till such information becomes generally available.
4. not tender any other trading plan for the period for which the above trading plan is already in force; and
5. not entail trading in securities for market abuse.

**Signature:** \_\_\_\_\_

**Name :** \_\_\_\_\_;

**Designation:** \_\_\_\_\_;

**DIN / PAN No.:** \_\_\_\_\_;

**ANNEXURE II**  
**SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL**

Date:

To,  
The Compliance Officer,  
Jullundur Motor Agency (Delhi) Limited  
458-1/16, Sohna Road, Opposite New Court,  
Gurgaon-122001, Haryana, INDIA

Dear Sir/Madam,

Sub.: **Application for Pre-dealing approval in securities of the Company**

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscribe \_\_\_\_\_ equity shares of the Company, in aggregating in value Rs. \_\_\_\_\_ (Approx), as per details given below:

1.	<b>Name of the applicant</b>	
2.	<b>Designation</b>	
3.	<b>Number of securities held as on date</b>	
4.	<b>Folio No. / DP ID / Client ID No.)</b>	
5.	<b>The proposal is for</b>	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6.	<b>Proposed date of dealing in securities</b>	
7.	<b>Estimated number of securities proposed to be acquired/subscribed/sold</b>	
8.	<b>Price at which the transaction is proposed</b>	
9.	<b>Current market price (as on date of application)</b>	
10.	<b>Whether the proposed transaction will be through stock exchange or off-market deal</b>	
11.	<b>Folio No. / DP ID/ Client ID No. where the securities will be credited / debited</b>	

I enclose herewith duly signed copy of Undertaking and details of shares held by Dependent signed by me.

Yours Faithfully

Signature: \_\_\_\_\_;  
Name: \_\_\_\_\_;  
Designation: \_\_\_\_\_;  
DIN / PAN No.: \_\_\_\_\_

**Details of shares held by Dependents:**

1.	Name of the Dependent				
2.	Relationship				
3.	No. of Shares held				
4.	Nature of Transaction for which Approval is sought (Purchase/ Sell/ Others)				
5.	No. of shares to be dealt				
6.	Aggregate value of the Transaction (In INR)				

Yours Faithfully

Signature: \_\_\_\_\_;

Name: \_\_\_\_\_;

Designation: \_\_\_\_\_;

DIN / PAN No.: \_\_\_\_\_

**ANNEXURE III**  
**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE**

Date:

To,  
The Compliance Officer,  
Jullundur Motor Agency (Delhi) Limited  
458-1/16, Sohna Road, Opposite New Court,  
Gurgaon-122001, Haryana, INDIA

Sub.: **Undertaking**

Dear Sir/Madam,

I, \_\_\_\_\_, S/o Sh \_\_\_\_\_, \_\_\_\_\_ (Designation)  
of the Company residing at \_\_\_\_\_, am desirous of dealing in \_\_\_\_\_  
shares of the Company as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the  
transaction. Aggregating Value of the Transaction will be Approx. INR \_\_\_\_\_/- only.

I further declare that I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information / price sensitive information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) upto the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Unpublished Price Sensitive Information" / "price sensitive information as defined in the Code, after the signing of this Undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I am executing the transaction as per duly approved trading plan.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within 02 trading days of execution of the transaction / a 'Nil' report if the transaction is not undertaken within a period of 7 days from date of pre-clearance of transaction.

If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval, failing which I shall seek fresh pre-clearance.

I declare that I have made full and true disclosure in the matter.

Signature: \_\_\_\_\_;  
Name: \_\_\_\_\_;  
Designation: \_\_\_\_\_;  
DIN / PAN No.: \_\_\_\_\_

**Note: Please delete the clause(s) which are not applicable.**

**ANNEXURE IV  
FORMAT FOR PRE- CLEARANCE ORDER**

Date:

To

Name:

Designation:

Place:

This is to inform you that your request for dealing in \_\_\_\_\_(nos) shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) i.e. within 7 trading days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date, you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company.

Yours Faithfully,

For **Jullundur Motor Agency (Delhi) Limited**

**Compliance Officer/ Managing Director**

Encl.: Format for submission of details of transaction

**ANNEXURE V**  
**FORMAT FOR DISCLOSURE OF TRANSACTIONS**

(To be submitted within 2 days of transaction / dealing in securities of the Company)

Date:

To,  
The Compliance Officer,  
Jullundur Motor Agency (Delhi) Limited  
458-1/16, Sohna Road, Opposite New Court,  
Gurgaon-122001, Haryana

Dear Sir/Madam,

I/We the undersigned hereby inform that I/We:

- have not bought / sold/ subscribed securities of the Company vide pre-cleared order bearing no. \_\_\_\_\_ dated \_\_\_\_\_;
- have bought/sold/subscribed to \_\_\_\_\_ (no's) securities as mentioned below on \_\_\_\_\_(date)

Name of holder	No. of securities dealt with	Bought/sold/ subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note;
2. Proof of payment to/from broker;
3. Extract of bank passbook/statement (to be submitted in case of De-mat transaction);
4. Copy of Delivery Instruction Slip, if any (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of 6 (Six) months. In case there is any urgent need to sell these securities within the said period, I shall approach to the Compliance Officer for necessary approval. **(Applicable in case of purchase / subscription).**

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature: \_\_\_\_\_;  
Name: \_\_\_\_\_;  
Designation: \_\_\_\_\_;  
DIN / PAN No.: \_\_\_\_\_

\*Strike off whichever is not applicable.



**Annexure VI**  
**FORMAT FOR DISCLOSURE BY DESIGNATED PERSONS**

(To be submitted within 7 days of end of Financial Year or as and when the information changes)

Date: \_\_\_\_\_

<b>Internal Use</b>
Record Date and Time
Sign:

To,  
The Compliance Officer,  
Jullundur Motor Agency (Delhi) Limited  
458-1/16, Sohna Road, Opposite New Court,  
Gurgaon-122001, Haryana

Sir,  
My personal details are as under:

<b>Name of Concerned Person:</b>	
<b>Department:</b>	
<b>Names of educational institution(s) from which designated persons have studied - starting from Graduation (one time basis)</b>	1. 2. 3.
<b>Names of their past employers (one time basis)</b>	1. 2. 3.

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, and the Company's Code of Conduct for Prevention of Insider Trading, I hereby declare:

1. That I have the following immediate relative(s) and persons with whom I share a material financial relationship:

S. No.	Name of the immediate relative(s)/Person with whom designated person(s) shares a material financial relationship	PAN	Phone Number


2. I shall inform the changes in the above details from time-to-time.
3. The above details are true, correct and complete in all respects.

**Signature:**

**Name :**