

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



**Code of Conduct
for the
Directors and Senior Management**
(Updated till 19th March, 2019)

Jullundur Motor Agency (Delhi) Limited
Code of Conduct for the Directors and Senior Management of the Company
("Code")

HONESTY AND INTEGRITY:

All Directors and Senior Management of Jullundur Motor Agency (Delhi) Limited ("the Company") shall conduct their activities on their personal behalf as well as behalf of the Company with honesty, integrity and fairness. All directors will act in good faith, responsibility, with due care, competence and diligence and without allowing their judgment to be subordinated. Directors and Senior Management of the Company will also act in the best interests of the Company and fulfill their fiduciary obligations.

CONFLICT OF INTEREST:

a) Directors and Senior Management of the Company should not engage in any activity that interferes with his/her performance or responsibility to the Company or is in any manner in conflict with or prejudicial to the Company.

b) Directors and Senior Management of the Company and their relatives personally should not be involved in any activity which could compromise in their responsibility to the Company or which will be detrimental to the Company.

c) Directors and Senior Management of the company should avoid conducting business of the Company with their relatives or with firm or company in which their relatives is associated in significant role, except in compliance and requisite disclosures in accordance with the provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and / or any other act, rules, regulations, dealing with the same. Further if such related party transaction(s) is/are unavoidable, the full details of the same should be disclosed to the Company and Board of Directors of the Company and obtain prior approval of Board of Directors and / or Shareholders, as may be required, in accordance with the provisions of the Companies Act, 2013, rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 dealing with such related party transactions.

COMPLIANCE:

Directors and Senior Management of the Company will comply with all the applicable laws, rules and regulations in true letter and spirit. Further, the Directors and Senior Management of the Company must report any possible violation of law, rules and regulations or code of conduct(s) formed by the Company, from time to time, to the Company Secretary of the Company upon came in to knowledge of such an event.

OTHER DIRECTORSHIPS:

All Directors and Senior Management of the company must disclose their Directorship and other interests in other Companies on Annual Basis to the Board of Directors and Senior Management should not accept Board positions in other Companies without the prior approval of the Company.

CONFIDENTIALITY OF INFORMATION:

Directors and Senior Management of the Company should consider the information / documents received from the Company, in ordinary course of discharging their duties, as confidential and hold in confidence all such other information concerning the Company's business, its customers, suppliers etc. which is/are not in the public domain and to which Directors and Senior Management of the Company has access or possesses such information / document(s) unless he/she is authorized to do so and the disclosure of same is required as a matter of law. Further no Director shall provide any information / document(s) either formally or informally to the press or publicity media unless he/she is specifically authorized to do the same.

INSIDER TRADING:

No Director and Senior Management of the Company shall derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constitutes insider information. Further all Directors and Senior Management of the Company are required to comply with Company's Code of Conduct for Prevention of Insider Trading, Company's Code of Practices and Procedures for Fair Disclosure of Price Sensitive Information, Vigil Mechanism-cum-Whistle Blower Policy, Policy for Leak for Unpublished Price Sensitive Information, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time and / or such other laws, rules and regulations issued or to be issued by any competent authority dealing with Insider trading.

GIFT AND DONATIONS:

No Director and Senior Management of the Company shall receive or offer any gift, donation, remuneration, hospitality, illegal payments and comparable benefits which are intended to obtain business favour or decision for the conduct of business. Further normal gifts of commemorative nature, for special events may be accepted and reported to the Board of Directors of the Company.

PROTECTION OF ASSETS:

Directors and Seniors Management of the Company must protect the Company's asset(s) and information and the same may not be used by them for personal use / benefit(s) unless approved by the Board of Directors in writing.

Further once every year or on revision of this Code, every Director and Senior Management of the Company must acknowledge and execute an understanding to comply and adhere the terms and conditions of this code in writing. New appointee director(s) will sign this Code at the time of appointment as director on the Board of Directors of the Company.