

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



Policy on Disclosure of Material Event/Information

**[Pursuant to regulation 30(4) of
SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015]
(Updated till 19th March, 2019)**

Background - Policy on Disclosure of Material Event/Information

Regulation 30 (4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, requires that every listed company should inform to stock exchanges where its securities are listed, of all the events/inforamtions which will have bearing on the operations/performance of the Company as well as any price sensitive information. Aforesaid regulation deals with disclosure of material events/information by the listed entity specified under Part – A of Schedule III of the Listing Regulations. SEBI has further issued a circular on “Continuous Disclosures Requirement for Listed Entities” on 9th September, 2015 indicating the details that needs to be provided while disclosing the events as covered under aforesaid schedule and circular

Purpose

The Policy is framed in accordance with the requirements of the Regulation 30 (4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations). This Policy is also required to be uploaded on website of the Company

Objective

The objective of the Policy is (a) to determine materiality of events or information as specified under Regulation 30 (4) of the Regulations that qualified for disclosure under Regulation 30 of the Regulations; (b) to ensure that such information is adequately disseminated in pursuance with the requirements of the Regulations as amended from time to time; (c) to provide an overall governance framework for such determination of materiality; and (d) to decide the details of disclosures to be made that is in the interest of present and potential investors /stakeholders;

Effective Date

The Policy is effective from December 01, 2015.

Applicability

This policy shall be applicable to all the events in the Company, as and when they fall under the criteria enumerated in the policy.

Criteria for determination of Material Events/Information

The Company shall consider the following criteria for determination of materiality of events / 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;
- (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;
- (c) Any other event or information which is treated as being material in the opinion of the Board of Directors of the Company; or
- (d) An event or information shall be considered to have a material effect on the Company in case such event or information may have an impact of over 10% of consolidated turnover or 10% of consolidated profit before tax, whichever is lesser, on the Company.

Disclosure of Events/Information

The Company shall make disclosure of any events or information to the stock exchanges on a timely basis as per criteria given hereunder:

A. Events/Information, which shall be disclosed without any application of the test of materiality:

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 listed entity 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-Regulation (a) of Regulation (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 listed entity 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;
 - 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 listed entity 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.
 - 7A. Reasons for resignation by Auditors, as given by them.
 - 7B. The following events / information will be disclosed to the Stock Exchanges within 7 days of resignation of Independent Director:

- Detailed reason for resignation, as given by him;
 - Confirmation given by the Independent Director that there is no other material reason, other than those provided by him.
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 listed entity.
 13. Proceedings of Annual and extraordinary general meetings of the listed entity.
 14. Amendments to memorandum and articles of association of listed entity, in brief.
 15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;

B. Events or Information, which shall be disclosed upon application of test of materiality:

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 listed entity 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 listed entity.
 8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
 9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity. Where sum involved in a fraud under this para is more than 10% of consolidated Turnover or more than 10% of Net Profits (After Tax) or INR One Crore, whichever is less, such event shall be considered as Material Event/Information. Such Event/Information shall be informed to Stock Exchange with in a period of 24 Hours upon getting the approval from Board/Audit Committee.
 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.
- C. Any other events or information viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of Trademarks, any change of accounting policy(ies) 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.**

- D. Events/Information which may have a material effect on the Company and/or as specified by the Board of Directors and recommended by Audit Committee of the Company from time to time and/or such other events or information prescribed by the SEBI or any other authority for disclosure from time to time.

Without prejudice to the generality of para A, B, C and D above, the Company may make disclosures of event/information as specified by the Board or KMP authorised by the Board from time to time.

Authority to certain Key Managerial Personnel and Time Limit for disclosure

Board of Directors have authorized Managing Director and Joint Managing Director of the Company as Key Managerial Personnel (“KMP”) for determination of material Event / Information which is required to be furnished to Stock Exchange under this Policy.

In view of regulatory importance of disclosure of material events / information, an Executive Committee comprising of Managing Director, Joint Managing Director, Vice President, Chief Financial Officer, Company Secretary and other top official of the Company has also been formed for the purpose to facilitate, assist and envisage the KMP in determination of an event/information as material in nature.

All the disclosures mentioned hereinabove shall be disseminated to Stock Exchange with in the time period prescribed under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (as amended from time to time), applicable SEBI Regulations or the Companies Act, 2015 and Rules made thereunder, as the case may be. Where no specific time limit has been prescribed under any act, rules, regulations applicable from the time being in force, the Company shall disseminate such information to the Stock Exchange on priority basis as and when it comes to the knowledge of Board of Directors/KMP of the Company.

Contact Details of the Authorized officials for any query/information/clarification etc under this Policy:

Jullundur Motor Agency (Delhi) Limited
458-1/16, Sohna Road, Opposite Gurgaon Courts, Gurgaon-122 001, Gurgaon, Haryana, INDIA
Phone No: 0124 3019210-3019211
E Mail ID: jmaadmincs@jmaindia.com; jmaadminlegal@jmaindia.com

Archival Policy

All the above disclosures would be hosted on the website of the Company www.jmaindia.com, for a minimum period of five (5) years from the date of such hosting. Thereafter, the information would be archived under the Heading “Past Events/Information” in the “Investors” section and would be retained on the website for such period as may be decided by the Managing Director or Executive Directors of the Company in consultation with Chairman of Audit Committee.

Amendment

The Board of Directors on its own and /or as per the recommendations of the Committee may amend this Policy, as and when deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions given in this Policy and the Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.
