



**POLICY FOR DETERMINING MATERIALITY
OF
INFORMATION /EVENTS**

OF

JUST DIAL LIMITED

1. OBJECTIVES

The Securities Exchange Board of India (“SEBI”) has notified the SEBI (Listing Obligations and Disclosure Requirements), 2015 (“Regulations”) on September 2, 2015, which replaces the existing listing agreement to be entered into with the stock exchanges. The Regulations have come into effect from 1st December, 2015.

Pursuant to Regulation 30 of the Regulations, and circular bearing number CIR/CFD/CMD/4/2015 dated September 9, 2015 issued by SEBI (“SEBI Circular”), the Board of Directors (the “Board”) of **JUST DIAL LIMITED** (the “Company”) is required to formulate and adopt a policy for determination of materiality of information/events so that such information can be promptly disclosed to the stock exchanges and made available to all stake holders. Accordingly, the Company has framed this policy (“Policy”), which shall be effective from 1st December 2015.

2. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION:

An event or information shall be considered material if it meets any of the following criteria:

- 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;
- c) In case where the criteria specified in sub-clauses (a) and (b) above are not applicable, an event /information may be treated being material, if in the opinion of the Board, the event or information is considered material.

3. DISCLOSURE OF EVENTS OR INFORMATION:

- a) The events mentioned in paragraph A of Part A of Schedule III of the Regulations and annexure I of the SEBI Circular shall be disclosed without any application of the guidelines of materiality set out in this Policy.
- b) The events and information confirming to the materiality thresholds as specified in Clause 2 above for the purpose of disclosure to the stock exchanges in terms of Regulation 30(3) of the Regulations shall be as contained in Annexure-I and shall form part of the Policy.
- c) The Company shall disclose the information to the stock exchanges in accordance with the Regulations and circulars issued by SEBI from time to time.
- d) The Company shall disclose on its website all such events or information which has been disclosed to stock exchanges, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the Company, as disclosed on its website.
- e) The Company shall also disclose any other event or information to the stock exchanges which is considered material by the Board.

4. PERSONS AUTHORISED TO DETERMINE MATERIALITY:

The Board has authorised the Managing Director & CEO, the Chief Financial Officer and Company Secretary (“**Authorised Persons**”), any two of them acting jointly, to determine the materiality of any event/information for the purpose of disclosure to the stock exchanges and shall also intimate the contact details of such Authorised Persons to the stock exchanges and as well as on the Company’s website.

In the normal course, the Company Secretary shall make disclosure to the stock exchanges in respect of material events or information under Regulation 30 of Regulations. However, such disclosures can also be made either by Managing Director & CEO or Chief Financial Officer of the Company.

5. REVIEW AND AMENDMENT:

This Policy can be amended, modified or revised by the Board from time to time. In case any provisions of this Policy are contrary to or inconsistent with the provisions of the Companies Act, 2013, as amended the rules framed thereunder, the Regulations and circulars issued by SEBI in this regard or any other applicable law, this Policy shall stand modified to that extent.

Annexure - I

Sr. No.	Event / Information	Threshold criteria
1.	Commencement or any postponement in the date of commencement of commercial operations of any unit/division	The units or divisions that contribute 10% or more to the revenue, assets/ liabilities or net profit after tax (whichever is the lowest)
2.	Change in the general character or nature of business brought about by arrangements for strategic, technical, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).	Change in general character or nature of business results in affecting by 5% or more (i) revenue, (ii) assets/ liabilities, or (ii) net profit after tax (whichever is lowest)
3.	Capacity addition or product launch	Capacity addition or new product that is likely to contribute 5% or more to the revenue, assets/ liabilities or net profit after tax (whichever is the lowest)
4.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	The contracts whose value exceeds 5% of the revenue or net profit after tax as per the last audited consolidated financial statements
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.	The contracts whose value exceeds 5% of the revenue or net profit after tax as per the last audited consolidated financial statements
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.	The units or divisions that contribute 10% or more to the revenue, assets/ liabilities or net profit after tax (whichever is the lowest) as per the last audited consolidated financial statements
7.	Effect(s) arising out of change in the regulatory framework applicable to the listed entity.	Any regulatory changes which are likely to increase the compliance/ regulatory costs

8.	Litigation(s) / dispute(s) / regulatory action(s) with impact.	<p>Any litigation or dispute which is quantifiable and the amount involved is 1% or more of the revenue, assets/liabilities or net profit after tax (whichever is the lowest) as per the last audited consolidated financial statements. Individual matters with similar cause of action (where the decision in one matter would result in same decision in other matters) will be aggregated for determining materiality. All regulatory actions, criminal and environmental matters, and matters resulting from breach of securities laws will be disclosed.</p> <p>The above materiality parameters will also be applied not only to the company, but also its directors, promoters and key managerial personnel. The company, will however determine whether such litigations are of a purely personal nature and unlikely to affect the involved director's, promoter's or key managerial personnel's ability to discharge its responsibilities towards the company. In case of non- quantifiable matter the management will decide the materiality on case to case basis.</p>
9.	Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.	Any frauds/ defaults that exceed 1% of the revenue, assets/ liabilities or net profit after tax (whichever is the lowest) as per the last audited consolidated financial statements
10.	Options to purchase securities including any ESOP/ESPS Scheme.	Any options to purchase securities which exceeds 1% of the issued and outstanding share capital of the Company, or which would (along with the existing shareholding) result in the person granted the option holding more than 1% of the issued and outstanding share capital of the Company

11.	Giving of guarantees or indemnity or becoming a surety for any third party.	Any guarantee, indemnity or surety by the listed company in favour of a third party, which is 1% or more of the revenue, assets/ liabilities or net profit after tax (whichever is the lowest) as per the last audited consolidated financial
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	Any license or approval which can affect the business or operations of the listed company (or any of its material units/ divisions)
