



JAY JALARAM TECHNOLOGIES LIMITED

CIN: L32202GJ2012PLC068660

Registered Office: Showroom 6, Videocon Arizona,
Opp. Gujarat Vidyapith, Near Navgujarat College,
Usmanpura, Ahmedabad, Gujarat – 380014

Phone No. 079-48995415; **Email:** cs@koremobiles.com

Website: www.koremobiles.com

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. PREAMBLE:

Pursuant to the requirements of Regulation 8(1) read with Schedule A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of every listed company shall formulate and publish on its official website, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

Further, pursuant to the requirements of Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, such Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and every amendment thereto shall be promptly intimated to the stock exchange(s) where the securities of the Company are listed.

Accordingly, the Board of Directors of the Company at its meeting held on 5th September, 2022 has approved and adopted, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and shall be effective from 8th September, 2022. This Code is available on the Company's website www.koremobiles.com

Further, the Board of Directors of the Company, its meeting held on 29th May, 2025, has reviewed and approved the updated Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information considering recent amendments in the SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. DEFINITIONS AND INTERPRETATION:

- A.) “Board of Directors”** means the Board of Directors of the Company;
- B.) “Chief Investor Relations Officer”** means the Senior Officer of the Company who deals with dissemination and disclosure of UPSI in a fair and transparent manner.

The Company Secretary & Compliance Officer of the Company shall act as the Chief Investor Relations Officer of the Company;

- C.) **“Company”** means Jay Jalaram Technologies Limited;
- D.) **“Code for Fair Disclosure” or “Code”** means a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information including amendments thereto;
- E.) **“Insider”** means any person who is,
 - (i) a connected person as per SEBI (Prohibition of Insider Trading) Regulations, 2015; or
 - (ii) in possession of or having access to unpublished price sensitive information.
- F.) **“Legitimate Purpose”** shall mean and include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (Prohibition of Insider Trading) Regulations, 2015;
- G.) **“SEBI PIT Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (including any modification(s) / amendment(s) / re-enactment(s) thereof);
- H.) **“Stock Exchange”** means National Stock Exchange of India Limited, where the equity shares of the Company are listed.
- I.) **“Unpublished Price Sensitive Information” or “UPSI”** means any information, relating to a 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 including but not restricted to, information relating to the following:
 - a) Financial results;
 - b) Dividends;
 - c) Change in capital structure;
 - d) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
 - e) Changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
 - f) Change in rating(s), other than ESG rating(s);
 - g) Fund raising proposed to be undertaken;
 - h) Agreements, by whatever name called, which may impact the management or control of the Company;
 - i) Fraud or defaults by the Company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the Company, whether occurred within India or abroad;
 - j) Resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
 - k) Admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial

creditors for initiation of corporate insolvency resolution process against the Company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;

- l) Initiation of forensic audit, by whatever name called, by the Company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- m) Action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- n) Outcome of any litigation(s) or dispute(s) which may have an impact on the Company;
- o) Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the Company not in the normal course of business;
- p) Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Words and expressions used and not defined in this Code shall have the same meanings as defined under the SEBI PIT Regulations, as amended from time to time.

3. PURPOSE OF THIS CODE:

The objectives of this Code are as under:-

- i.) to ensure timely, fair and adequate disclosure of Unpublished Price Sensitive Information (“UPSI”) which would impact the price of the Company’s securities and to enable the investors community take informed investment decisions with regard to the Company’s Securities;
- ii.) to preserve the confidentiality of UPSI;
- iii.) to prevent the misuse of UPSI;
- iv.) to maintain the uniformity, transparency and fairness in dealing with the stakeholders;
- v.) to ensure adherence to the SEBI PIT Regulations or any regulation, notifications, clarifications or circulars issued by the SEBI or other competent authority(ies) in this regard.

4. PRINCIPLES OF FAIR DISCLOSURE FOR THE PURPOSES OF CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”):

- i.) The Company shall make prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being order to make such information generally available;
- ii.) The Company shall make uniform and universal dissemination of UPSI to avoid selective disclosure;

- iii.) The Company shall designate a senior officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI;
- iv.) The Company shall make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available;
- v.) The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities;
- vi.) The Company shall ensure that the information shared with analysts and research personnel is not UPSI;
- vii.) The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made;
- viii.) The Company shall handle of all UPSI on a need-to-know basis.

5. POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES:

Pursuant to the requirements of Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of every listed company shall make a Policy for determination of “legitimate purposes” as a part of “Codes of Fair Disclosure and Conduct” formulated under Regulation 8(1) of the SEBI PIT Regulations.

For determining the legitimate purposes, the following factors shall be considered:

- i.) No insider shall communicate, provide, or allow access to any UPSI, relating to a Company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations;
- ii.) All the information shall be handled within the organisation on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations;
- iii.) No person shall procure from or cause the communication by any insider of UPSI, relating to a Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations;
- iv.) Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of the SEBI PIT Regulations and due notice shall be given

to such persons to maintain confidentiality of such UPSI in compliance with the SEBI PIT Regulations;

- v.) The UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would –
 - a.) entail 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.
 - b.) not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of 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 of the Company may determine to be adequate and fair to cover all relevant and material facts.

However, the Board of Directors of the Company 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 and shall not otherwise trade in securities of the Company when in possession of UPSI.

- vi.) The Board of Directors of the Company shall ensure that a Structured Digital Database is maintained containing the Nature of UPSI, the Names of such persons who have shared the UPSI and also the Names & Address of such persons with whom the UPSI is shared under SEBI PIT Regulations along with the PAN No. or any other identifier authorized by law where PAN No. is not available. Such Database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

The Company shall follow and comply with the rules, regulations, circulars etc. as are applicable or may be made applicable from time to time pertaining to Structured Digital Database maintained under these regulations.

6. AMENDMENTS / MODIFICATIONS:

This Code may be amended / modified, as may deem fit and proper by the Board of Directors of the Company from time to time. Any subsequent amendments / modifications in the SEBI PIT Regulations in this regard, shall automatically apply to this Code.
