

Date: March 31, 2026

To,  
**National Stock Exchange of India Limited**  
**Listing Compliance Department,**  
Exchange Plaza, Plot No. C – 1,  
Block - G, Bandra Kurla Complex,  
Bandra (E), Mumbai – 400051

NSE Symbol – KORE; ISIN – INE0J6801010

Dear Sir/Madam,

**Sub.: Outcome of Board Meeting held today, i.e. Tuesday, March 31, 2026 in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

With reference to the captioned subject and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we hereby inform you that the Board of Directors of the Company in their meeting held today i.e. Tuesday, March 31, 2026 at the registered office of the Company situated at Showroom 6, Videocon Arizona, Opp. Gujarat Vidyapith, Near Navgujarat College, Navjivan, Usmanpura, Ahmedabad, Gujarat – 380014, which was commenced at 12:30 P.M. and concluded at 02:50 P.M., to have:

1. On recommendation of Nomination and Remuneration Committee, approved Appointment of Ms. Bharti Shrikant Khatri (DIN: 11457439) as an Additional Director of the Company in the capacity of Non-Executive Independent Director of the Company w.e.f. April 01, 2026. The term of her appointment as a Non-Executive Independent Director will be for a consecutive period of 5 (five) years from April 01, 2026 to March 31, 2031 subject to the approval of shareholders of the Company at the ensuing General Meeting or within a period of 3 (three) months from the date of appointment whichever is earlier;

*The disclosures as required under Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 is enclosed herewith as Annexure – A.*

2. On recommendation of Nomination and Remuneration Committee, approved Appointment of Ms. Vanita Prakashbhai Bharwani (DIN: 11601614) as an Additional Director of the Company in the capacity of Non-Executive Independent Director of the Company w.e.f. April 01, 2026. The term of her appointment as a Non-Executive Independent Director will be for a consecutive period of 5 (five) years from April 01, 2026 to March 31, 2031 subject to the approval of shareholders of the Company at the ensuing General Meeting or within a period of 3 (three) months from the date of appointment whichever is earlier;

*The disclosures as required under Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 is enclosed herewith as Annexure – A.*



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www.koremobiles.com



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3. On recommendation of Nomination and Remuneration Committee, approved Appointment of Mr. Alok Shah (DIN: 11601618) as an Additional Director of the Company in the capacity of Non-Executive Independent Director of the Company w.e.f. April 01, 2026. The term of his appointment as a Non-Executive Independent Director will be for a consecutive period of 5 (five) years from April 01, 2026 to March 31, 2031 subject to the approval of shareholders of the Company at the ensuing General Meeting or within a period of 3 (three) months from the date of appointment whichever is earlier;

*The disclosures as required under Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 is enclosed herewith as Annexure – A.*

4. On recommendation of Nomination and Remuneration Committee, approved Appointment of Mr. Kuldeep Ashokbhai Shah (DIN: 08365637) as an Additional Director of the Company in the capacity of Non-Executive Independent Director of the Company w.e.f. April 01, 2026. The term of his appointment as a Non-Executive Independent Director will be for a consecutive period of 5 (five) years from April 01, 2026 to March 31, 2031 subject to the approval of shareholders of the Company at the ensuing General Meeting or within a period of 3 (three) months from the date of appointment whichever is earlier;

*The disclosures as required under Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 is enclosed herewith as Annexure – A.*

5. Considered and Approved Migration of the securities of the Company from Emerge Platform of National Stock Exchange of India Limited (‘NSE’) to the Main Board of the National Stock Exchange of India Limited (‘NSE’) in terms of Chapter IX of SEBI (ICDR) Regulation, 2018 subject to the approval of members, National Stock Exchange of India Limited, and such other Authorities.
6. Considered & approved Postal Ballot Notice including instruction and details pertaining to Remote e-Voting and Explanatory Statement along with the Calendar of events. Further, the Board of Directors of the Company has fixed **Friday, April 03, 2026 as Cut-off date** for the purpose of determining the eligibility of the Shareholders, for dispatching Postal Ballot Notice and also for entitlement for Remote e-Voting;
7. Approved Appointment of Central Depository Services (India) Limited (“CDSL”) as Remote E-Voting Agency for resolutions proposed to be passed via Postal Ballot Notice;
8. Appointed M/s. Hitarth S Shah & Associates, Practicing Company Secretary as a Scrutinizer for conducting the postal ballot through remote e-voting in a fair and transparent manner for passing the resolutions proposed in the Postal Ballot Notice;
9. Succession Plan for the Board of Directors and Senior Management of the Company (“Succession Plan”);  
*Copy of Succession Plan is enclosed herewith as Annexure – B.*
10. Amendments in the Code of Conduct for Directors and Senior Management of the Company (“Code of Conduct”);  
*Copy of Code of Conduct is enclosed herewith as Annexure – C.*



11. Consequent upon the resignation of Mr. Miteshkumar Harendrabhai Mehta, appointments of Mr. Kuldeep Ashokbhai Shah, Mr. Alok Shah, Ms. Bharti Shrikant Khatri & Ms. Vanita Prakashbhai Bharwani, opting out as a member by Mr. Vipul Varjivandas Thakkar and opting Mr. Kamlesh Varjivandas Thakkar as new member, the **AUDIT COMMITTEE** of the Company has been reconstituted as under with effect from April 01, 2026:

Sr. No.	Name of Committee Member	Position	Category
1.	Mr. Kuldeep Ashokbhai Shah	Chairperson	Additional Non-Executive, Independent Director
2.	Ms. Heer Dipesh Kanjani	Member	Non-Executive, Independent Director
3.	Mr. Alok Shah	Member	Additional Non-Executive, Independent Director
4.	Ms. Bharti Shrikant Khatri	Member	Additional Non-Executive, Independent Director
5.	Ms. Vanita Prakashbhai Bharwani	Member	Additional Non-Executive, Independent Director
6.	Mr. Kamlesh Varjivandas Thakkar	Member	Chairman & Managing Director

12. Consequent upon the resignation of Mr. Miteshkumar Harendrabhai Mehta and appointments of Mr. Kuldeep Ashokbhai Shah, Mr. Alok Shah, Ms. Bharti Shrikant Khatri & Ms. Vanita Prakashbhai Bharwani, the **NOMINATION AND REMUNERATION COMMITTEE** of the Company has been reconstituted as under with effect from April 01, 2026:

Sr. No.	Name of Committee Member	Position	Category
1.	Mr. Kuldeep Ashokbhai Shah	Chairperson	Additional Non-Executive, Independent Director
2.	Ms. Heer Dipesh Kanjani	Member	Non-Executive, Independent Director
3.	Mr. Alok Shah	Member	Additional Non-Executive, Independent Director
4.	Ms. Bharti Shrikant Khatri	Member	Additional Non-Executive, Independent Director
5.	Ms. Vanita Prakashbhai Bharwani	Member	Additional Non-Executive, Independent Director
6.	Mr. Vipul Varjivandas Thakkar	Member	Non-Executive, Non-Independent Director



13. Consequent upon the resignation of Mr. Miteshkumar Harendrabhai Mehta, appointments of Ms. Vanita Prakashbhai Bharwani, Mr. Kuldeep Ashokbhai Shah, Mr. Alok Shah & Ms. Bharti Shrikant Khatri, opting out as a member by Mr. Vipul Varjivandas Thakkar and opting Mr. Kamlesh Varjivandas Thakkar as new member, the **STAKEHOLDERS' RELATIONSHIP COMMITTEE** of the Company has been reconstituted as under with effect from April 01, 2026:

Sr. No.	Name of Committee Member	Position	Category
1.	Ms. Vanita Prakashbhai Bharwani	Chairperson	Additional Non-Executive Independent Director
2.	Ms. Heer Dipesh Kanjani	Member	Non-Executive, Independent Director
3.	Mr. Kuldeep Ashokbhai Shah	Member	Additional Non-Executive, Independent Director
4.	Mr. Alok Shah	Member	Additional Non-Executive, Independent Director
5.	Ms. Bharti Shrikant Khatri	Member	Additional Non-Executive, Independent Director
6.	Mr. Kamlesh Varjivandas Thakkar	Member	Chairman & Managing Director

14. Considered and approved all other business as per agenda circulated.

The notice of Postal Ballot will be submitted to stock exchange as soon as it will be sent to the shareholders.

You are requested to take the above on your record.

**Thanking you,  
Yours faithfully,  
For Jay Jalaram Technologies Limited**

**Mukesh Prajapat  
Company Secretary & Compliance Officer**

**Encl:** As above



**Annexure – A**

The Disclosures required under Regulation 30 read with Schedule III of the SEBI Listing Regulations, as amended from time to time, read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026:

**Appointments of Additional Non-Executive Independent Directors of the Company:**

Sr. No.	Details of Events	Information on such events			
1.	Name of the Directors being appointed	Ms. Bharti Shrikant Khatri	Ms. Vanita Prakashbhai Bharwani	Mr. Alok Shah	Mr. Kuldeep Ashokbhai Shah
2.	DIN	11457439	11601614	11601618	08365637
3.	Designation	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
4.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise.	Appointment as an Additional Non-Executive Independent Director	Appointment as an Additional Non-Executive Independent Director	Appointment as an Additional Non-Executive Independent Director	Appointment as an Additional Non-Executive Independent Director
5.	Date of appointment/re-appointment / cessation (as applicable) & term of appointment / re-appointment	<b>Date of Appointment:</b> April 01, 2026 <b>Term of Appointment:</b> Appointed for period of 5 (five) years commencing from April 01, 2026 to March 31, 20, subject to approval of the shareholders at the ensuing general meeting or within a period of 3 (three) months from the date of appointment whichever is earlier.	<b>Date of Appointment:</b> April 01, 2026 <b>Term of Appointment:</b> Appointed for period of 5 (five) years commencing from April 01, 2026 to March 31, 20, subject to approval of the shareholders at the ensuing general meeting or within a period of 3 (three) months from the date of appointment whichever is earlier.	<b>Date of Appointment:</b> April 01, 2026 <b>Term of Appointment:</b> Appointed for period of 5 (five) years commencing from April 01, 2026 to March 31, 20, subject to approval of the shareholders at the ensuing general meeting or within a period of 3 (three) months from the date of appointment whichever is earlier.	<b>Date of Appointment:</b> April 01, 2026 <b>Term of Appointment:</b> Appointed for period of 5 (five) years commencing from April 01, 2026 to March 31, 20, subject to approval of the shareholders at the ensuing general meeting or within a period of 3 (three) months from the date of appointment whichever is earlier.
6.	Brief profile (in case of appointment);	Ms. Bharti Shrikant Khatri is having 6 years of experience and knowledge in the fields of accounts and	Ms. Vanita Prakashbhai Bharwani is having 10 years of experience and knowledge in the	Mr. Alok Shah is having 12 years of experience and knowledge in the fields of accounts,	Mr. Kuldeep Ashokbhai Shah is having 12 years of extensive experience and knowledge in the



		finance covering various areas like accounting operations, ledgers reconciliation, filing of statutory returns for indirect taxes and preparation & finalization of financial statements.	field of Law, Administration and Governance covering various areas like drafting & vetting of pleadings, civil & criminal suits, litigation strategies & judicial orders, assisting in judicial research in High Court, case law analysis, statutory interpretations, managing revenue litigations, regulatory compliances and legal administration	finance and taxation covering various areas like bookkeeping and maintenance of accounting records, statutory tax compliances, financial reporting and preparation & finalization of financial statements.	fields of accounts, audit and finance covering various areas like bookkeeping and maintenance of accounting records, statutory tax compliances, financial reporting and preparation & finalization of financial statements.  Presently, he serves as a Non-Executive Independent Director on the boards of Anjani Synthetics Ltd. and Aarnav Fashions Ltd.
7.	Disclosure of relationships between directors (in case of appointment of a director).	Ms. Bharti Shrikant Khatri is not related to any of the Directors on the Board of the Company.	Ms. Vanita Prakashbhai Bharwani is not related to any of the Directors on the Board of the Company.	Mr. Alok Shah is not related to any of the Directors on the Board of the Company.	Mr. Kuldeep Ashokbhai Shah is not related to any of the Directors on the Board of the Company.
8.	Information as required pursuant to NSE Circular Ref. No. NSE/CML/2018/24, dated June 20, 2018	Ms. Bharti Shrikant Khatri is not debarred from holding the office of director by virtue of any order passed by SEBI or any other such authority.	Ms. Vanita Prakashbhai Bharwani is not debarred from holding the office of director by virtue of any order passed by SEBI or any other such authority.	Mr. Alok Shah is not debarred from holding the office of director by virtue of any order passed by SEBI or any other such authority.	Mr. Kuldeep Ashokbhai Shah is not debarred from holding the office of director by virtue of any order passed by SEBI or any other such authority.

**Thanking you,  
Yours faithfully,  
For Jay Jalaram Technologies Limited**

**Mukesh Prajapat  
Company Secretary & Compliance Officer**



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**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

## **SUCCESSION PLAN FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

### **1. Preamble:**

As per Regulation 17(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the Board of Directors of a listed entity is required to satisfy itself that plans are in place for orderly succession for appointment to the board of directors and senior management.

Accordingly, in compliance with the said SEBI Listing Regulations, Jay Jalaram Technologies Limited (the “Company”) has formulated and adopted a Succession Plan for the Board of Directors and Senior Management of the Company (hereinafter called the “Plan”). The Succession Plan has been approved by the Board of Directors of the Company at their meeting held on 31<sup>st</sup> March, 2026 which shall be effective from 31<sup>st</sup> March, 2026.

The Nomination and Remuneration Committee (“the Committee”) shall be primarily looking after the implementation of Succession Plan and its related procedures.

### **2. Definitions:**

- A.) “Board of Directors” or “Board”** means the Board of Directors of the Company;
- B.) “Company”** means Jay Jalaram Technologies Limited;
- C.) “Companies Act” or “Act”** means the Companies Act, 2013 and the rules framed there under, each as amended.
- D.) “Key Managerial Personnel” or “KMP”** means in relation to Company means -  
(a) Chief Executive Officer or the Managing Director or the Manager; (b) Company Secretary; (c) Whole-Time Director; (d) Chief Financial Officer; (e) such other officer, not more than one level below the Directors who is in the whole-time employment, designated as Key Managerial Personnel by the Board;
- E.) “Nomination and Remuneration Committee” or “Committee”** means the Committee of the Board constituted/re-constituted, from time to time, under the

provisions of Regulation 19 of the SEBI Listing Regulations read with Section 178 of the Companies Act, 2013, as amended.

- F.) “SEBI Listing Regulations” or “Listing Regulations”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) / amendment(s) / re-enactment(s) thereof);
- G.) “Senior Management Personnel” or “Senior Management” or “SMP”** shall mean and include the officers of the Company who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.
- H.) “Stock Exchange”** means National Stock Exchange of India Limited (“NSE”), where the equity shares of the Company are listed.
- I.) “The Plan” or “This Plan” or “Succession Planning”** means the Succession Plan for the Board of Directors and Senior Management of the Company.

### **3. Objective:**

Succession Planning is an important component often addressed as a part of strategic planning. It is critical to the success of the Company and should provide for a process that recognizes, develops and retains top leadership talent. Board often create a Succession Plan outlining the process for retaining, developing and/or appointing members of the Board and also Senior Management Personnel of the Company.

Succession Planning is also required to ensure continuity and smooth functioning of the Company and to ensure that investors / stakeholders do not suffer due to sudden or unplanned gaps in leadership.

The objective of this Plan is to make a systematic plan for orderly succession for appointment to the Board and Senior Management of the Company.

### **4. Procedure for Succession:**

The Nomination and Remuneration Committee (“Committee”) shall review the leadership needs and succession plan of the Company from time to time.

#### **i. Succession Plan for the Board and the KMPs:**

The Committee shall identify suitable persons from among the existing top management personnel or from outside the Company to fill up the vacancy at the Board and KMP level.

The appointment of the person at the Board and KMP level shall be in accordance with the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations read

with the terms of Corporate Governance regulations as may be amended from time to time.

The Committee shall apply diligence process to determine the suitability of every person who is being considered for appointment or re-appointment as a Director or KMP of the Company based on his/her educational qualifications, experience, expertise, skills and track record.

The appointment, re-appointment or removal of the person at the Board and KMP level shall be recommended by the Committee and approved by the Board and the same shall be in accordance with the applicable provisions of the Companies Act, the SEBI Listing Regulations and other laws as applicable to the Company.

The Company has adopted a Policy on diversity of Board of Directors with a view to have diverse composition of Board of Directors of the Company to enhance the quality of performance of the Company as well as of the Board of Directors of the Company.

The Appointments of Managing Director, Whole-Time Director, Executive Directors, other Directors and Key Managerial Personnel of the Company shall be as per the applicable provisions of the Companies Act, 2013 read with the SEBI Listing Regulations.

**ii. Succession Plan for the Senior Management:**

The Committee shall periodically review and consider the list of Senior Management. The Committee shall also consider new vacancies that may arise because of business needs or up-gradation of department(s). Accordingly, the Committee shall assess the availability of suitable candidates for the Company's future growth and development.

The vacancy or fresh appointments at the Senior Management level shall be in done keeping in view the organization's mission, vision, values, goals and objectives. The Committee shall identify talent for future leadership role in different department(s)/division(s) in accordance with the requirement of such department(s)/division(s) and recommend the same to Board for their appointments.

The Chairman and Managing Director, Executive Directors and the Human Resource Manager shall also, from time to time, identify & recommend high-potential employees and formulate, administer, monitor and review the process of skill development and identify training requirements in respect of such employees.

The Appointment of Chief Executive Officer/Chief Financial Officer/Company Secretary/Manager/Senior Management of the Company shall be as per the applicable provisions of the Companies Act, 2013 read with the SEBI Listing Regulations.

**5. Emergency Succession or Temporary Change:**

If a director's slot/Senior Management's position suddenly becomes vacant by reason of death or other unanticipated occurrence, the Committee and Board shall convene a special meeting as early as possible to implement the process described herein, subject to the necessity involved.

For a temporary change in executive leadership (i.e., illness or leave of absence for long time), the immediate junior officer, reporting to such executive, shall take charge in place of his/her senior until the senior executive re-joins the office or if such the immediate junior officer is not competent in the view of the Chairman and Managing Director or the Committee, then such other person who is competent to take the charge as may be decided by the Managing Director or the Committee will take charge until the senior executive re-joins the office.

**6. Review and monitoring:**

The Board shall review and monitor the implementation of this Plan on an annual basis to ensure its effectiveness and for ensuing effective succession planning.

**7. Amendments to this Plan:**

In the event of any conflict between the provisions of this Plan and of the Act, Rules framed thereunder or the SEBI Listing Regulations or any other statutory enactments, the provisions of such Act or Rules or SEBI Listing Agreement or statutory enactments shall prevail over this Plan.

The Board has the power to clarify any doubts or rectify any inconsistencies that may exist in connection with the effective execution of this Plan. Subject to the recommendations by the Committee, this Plan 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 Listing Regulations/the Companies Act, 2013 in this regard, shall automatically apply to this Plan.

Further, the Board has the power either to replace this Succession Plan entirely with a new Plan or modify/update the clauses of this plan on the recommendations of the Committee to ensure its effectiveness.

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**JAY JALARAM TECHNOLOGIES LIMITED**

**CIN:** L32202GJ2012PLC068660

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Usmanpura, Ahmedabad, Gujarat – 380014

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

**Website:** www.koremobiles.com

**CODE OF CONDUCT FOR DIRECTORS AND  
SENIOR MANAGEMENT OF THE COMPANY**

**1. Preamble:**

Pursuant to the requirements of Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Board of Directors of every listed company shall lay down a code of conduct for all members of board of directors and senior management of the listed entity.

The Code of Conduct is intended to maintain the high standards of transparency, business conduct, ethics, corporate culture and the values. The Code of Conduct is also act as a deterrent from unethical doings and to promote ethical values.

Details of Approval and Modifications (from time to time) of Code of Conduct for Directors and Senior Management of Jay Jalaram Technologies Limited in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

<b>Version</b>	<b>Date of Board Meetings</b>
1	5 <sup>th</sup> September, 2022
2	29 <sup>th</sup> May, 2025
3	31 <sup>st</sup> March, 2026

This Code of Conduct for Directors and Senior Management of Jay Jalaram Technologies Limited is available on the Company's website [www.koremobiles.com](http://www.koremobiles.com)

**2. Definitions and Interpretation:**

- A.) “Act”** means the Companies Act, 2013 read with the rules framed thereunder (including any modification(s) / amendment(s) / re-enactment(s) thereof);
- B.) “Board of Directors” or “Board”** means the Board of Directors of the Company;
- C.) “Company”** means Jay Jalaram Technologies Limited;
- D.) “Code” or “This Code”** means the Code of Conduct for Directors and Senior Management of the Company including amendments thereto, if any;
- E.) “Employees”** means the Individuals who are on payroll of the Company including Senior Management Personnel of the Company;

- F.) “Key Managerial Personnel” or “KMPs”,** in relation to Company means - (a) Chief Executive Officer or the Managing Director or the Manager; (b) Company Secretary; (c) Whole-Time Director; (d) Chief Financial Officer; (e) such other officer, not more than one level below the Directors who is in the whole-time employment, designated as Key Managerial Personnel by the Board;
- G.) “SEBI Listing Regulations” or “Listing Regulations”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) / amendment(s) / re-enactment(s) thereof);
- H.) “Senior Management Personnel” or “Senior Management” or “SMP”** shall mean and include the officers of the Company who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.
- I.) “Unpublished Price Sensitive Information”** means any information, relating to a Company or its securities, directly or indirectly, that is not generally available to general public which upon becoming generally available, is likely to materially affect the price of the securities and including other non-disclosed information, not limited to financial results, dividends, change in capital structure, fund raising proposal, agreements which may impact the management or control of the Company, changes in KMP, resignation of Statutory Auditor or Secretarial Auditor etc.

The above definitions shall be read with the definitions as provided in the Act, Listing Regulations or any other law.

Any term(s) not defined hereinabove shall have the same meaning as assigned to such term(s) in the Act and / or the Listing Regulations or any other applicable law or regulation.

### **3. Objectives of this Code of Conduct:**

The objectives of this Code are as under: -

- i.) to maintain high standards of governance, business conduct, ethics and corporate culture;
- ii.) to prevent the Board of Directors and Senior Management of the Company from unethical doings;
- iii.) to encourage the honesty and accountability in the Company; and
- iv.) to serve as a guideline for addressing situations involving ethical issues in all spheres of activities of the organization in the best interest of the shareholders, employees, business associates, other stakeholders and Company as a whole;
- v.) to maintain ethical & business values of the Company and to promote the same.

#### **4. Code for Independent Directors of the Company:**

The Code for Independent Directors of the Company is same as prescribed under Section 149(8) read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) / amendment(s) / re-enactment(s) thereof).

#### **5. Duties of Independent Directors:**

The Independent Directors shall:-

- i.) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- ii.) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- iii.) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- iv.) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- v.) strive to attend the general meetings of the Company;
- vi.) where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- vii.) keep themselves well informed about the Company and the external environment in which it operates;
- viii.) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- ix.) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- x.) ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- xi.) report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy;
- xii.) act within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- xiii.) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

#### **6. Duties of Directors:**

The Directors shall:-

- i.) subject to the provisions of the Companies Act, 2013, a director of a company shall act in accordance with the Articles of Associations of the company;
- ii.) a director of the company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of

- the company, its employees, the shareholders, the community and for the protection of environment;
- iii.) a director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
  - iv.) a director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company;
  - v.) a director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company;
  - vi.) a director of a company shall not assign his office and any assignment so made shall be void;
  - vii.) a director of the Company shall strives to attend all the meetings of Board/Shareholders/Committees and seek prior leave for absence from attending such meetings.

**7. Working Environment:**

Best efforts shall be made to create an environment that provides an open and motivational environment which is conducive for upholding and achieving the Company's vision and goals. The principles of mutual trust, teamwork and spirit shall be appreciated and maintained.

The Directors, KMPs, Senior Management Personnel and Employee of the Company shall attempt to grow together through collaborative working, skills development, knowledge sharing and learning from each other. Employees, being invaluable assets, shall be motivated to achieve higher goals. They shall act in good faith with due care, competence and diligence with independent judgment and shall also maintain high ethical and professional standards in all dealings.

The Board of Directors of the Company shall ensure safety of all employees and provide safe and proper working environment and also provide equal opportunities to all employees irrespective of gender, caste, religion etc.

**8. Accountability:**

The Directors, KMPs and Senior Management Personnel of the Company shall discharge their duties in good faith with dignity and integrity in business judgment and in the best interests of the Company and its stakeholders. They shall use their best endeavors and organize the resources of the Company for achieving the Company's objectives. They shall act ethically, honestly, fairly, responsibly and professionally with due care, competence and diligence without damaging to the Company's properties, brand equity and image. They shall fulfill their fiduciary / legal obligations towards the Company, its shareholders and stakeholders.

The Directors and KMPs of the Company shall ensure compliance with all applicable laws, rules, regulations, policies etc, in both letter and spirit, as applicable to Company from time to time.

**9. Interests in other Entities like Directorships, Proprietorships, Partnerships etc.:**

Directors must disclose their directorships in other companies to the Board on ongoing basis and also on annual basis. Moreover, if there is any change in their directorships during the year, Directors must disclose the same to the Board at the earliest but not later than the immediate next Board Meeting. They shall also disclose their interests in other entities to the Board of Directors of the Company through Company Secretary at the earliest but not later than the immediate next Board Meeting.

The Directors, KMPs and Senior Management Personnel of the Company must obtain prior approval of Chairman of the Board of Directors of the Company before accepting a directorship in any other company which is engaged in the similar line of business. The application seeking such approval should be routed through the Company Secretary of the Company.

However, KMPs and Senior Management Personnel can act as Director, Proprietor, Partner, Advisor or hold any other position in other entity or company after making proper disclosure to the Board of Directors of the Company through Company Secretary. They shall avoid conducting business or entering into transactions, for and on behalf of the Company, with their Relatives except with the prior approval of the Board of Directors and/or Audit Committee and/or Shareholders of the Company as may be applicable.

**10. Protection of Company's Confidential Information:**

Confidential information includes any information relating to the Company's business, customers, suppliers, employees, intellectual property rights, brand partners, franchise partners, any undisclosed financial information, process flow charts, working plans of the Company etc., ("such information") which is not available in the public domain and to which the Director, KMPs and Senior Management Personnel of the Company have access or they possess such information because of their position in the Company.

The Directors, KMPs, Senior Management and Employees of the Company shall maintain the confidentiality of unpublished price sensitive information or other information entrusted to them by the Company. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain of the Directors, KMPs and Senior Management and their relatives and such information shall be used only for Company.

**11. Conflict of Interest:**

The Directors, KMPs and Senior Management of the Company shall not engage in any business activity, relationship or other activity, which may be in conflict with interests of the Company. A conflict of interest occurs when personal interest of a Director, KMPs or

Senior Management and their Relatives conflicts in any way, or even appears to conflict, with the interest of the Company as a whole.

A conflict of interest also arises when a Director, KMP or Senior Management of the Company or a member of his or her immediate family is likely to receive undue personal benefit as a result of his or her position as a Director, KMP or Senior Management of the Company.

If any transactions which prima facie appear to be conflicting with the interest of the Company but are unavoidable, then the respective Director, KMP or Senior Management of the Company involved in such transaction should first obtain approval from the Board of Directors and/or Audit Committee of the Company before such transaction is entered into, subject to compliance with the applicable laws for the time being in force.

The Directors, KMPs and Senior Management of the Company shall use their prudent judgment to avoid all situations, decisions or relationships which give or could give rise to conflict of interest or appear to conflict with their responsibilities within the Company.

The Senior Management Personnel of the Company shall make disclosures to the Board of Directors relating to all material, financial and commercial transactions, where they have personal or contractual interest, whether directly or indirectly, which may have a potential conflict with the interest of the Company at large with respect to dealing in the shares of the Company, commercial dealings with bodies, which have shareholding of Senior Management Personnel and their relatives.

In case the Chairman of the Board is interested, the matter should be referred to the Chairman of Audit Committee of the Board.

**12. Obligations under the SEBI (Prohibition of Insider Trading) Regulations, 2015:**

The Directors, KMPs and Senior Management of the Company shall not derive any benefit or assist others to derive benefit by giving investment advice on the basis of the access to and possession of unpublished price sensitive information about the Company which is not available in public domain.

The Directors, KMPs, Senior Management Personnel, Promoters and Promoter Group of the Company shall comply with the Company's Code of Conduct to Regulate, Monitor and Report Trading by its Designated Persons and Immediate Relatives of Designated Persons ("Code for Insider Trading") as approved by the Board of Directors of the Company under the SEBI (Prohibition of Insider Trading) Regulations, 2015. Directors, KMPs, Senior Management, Employees and Consultants should comply with the aforesaid Code for Insider Trading, follow the pre-clearance procedures for trading and shall trade only when the trading window is open. The said Code for Insider Trading is available on the Company's website i.e. [www.koremobiles.com](http://www.koremobiles.com) under the Heading "Policies" of "Investors" Tab.

In the event of misusing the unpublished price sensitive information for their own benefits including for the benefits of their family & relatives, the Company as well as the Regulators i.e. Stock Exchanges / SEBI will initiate necessary disciplinary actions against them resulting in financial / civil / criminal liabilities and penalties.

**13. Business Opportunities:**

The Directors, KMPs, Senior Management and Employees of the Company shall not exploit opportunities for their own benefits which were discovered through the use of corporate property, corporate information or corporate position, for their own personal and/or family gain unless the opportunity is disclosed fully in writing to the Company's Board of Directors.

**14. Cooperating with Regulatory Authorities during inquiries and investigations:**

The Company, its Directors, KMPs, Senior Management and Employees must cooperate with appropriate government authorities during all kinds of inquiries and investigations. However, it is important to protect the legal rights of the Company with respect to its confidential information. All the government requests for information, documents or investigative interviews must be referred to the Board of Directors or Company Secretary of the Company.

**15. Regulatory Compliances:**

The Directors, KMPs, Senior Management and Employees must comply with the various codes, policies and procedures laid down by the Company on various aspects including but not limited to codes, policies and procedures on preventing insider trading, vigil mechanism, related party transactions, materiality disclosures and preservation of documents. They must also comply with all the applicable policies, codes, laws, regulations, rules and regulatory orders. In the event, the implication of any law or of this Code is not clear, the Company Secretary shall be consulted for advice.

Non-compliance of policies, codes, laws, regulations, rules and orders will result in individual financial or criminal or civil penalties or liabilities, as well as to disciplinary actions by the Company, Stock Exchanges, SEBI and other Regulators.

The Directors, Promoters, Promoter Group, KMPs, Senior Management or any other person dealing with the Company shall disclose to the Company all information to the Board of Directors / Company Secretary that is relevant and necessary for the Company to ensure compliance with this Code and applicable laws, regulations, rules and regulatory orders.

The Directors shall intimate the Board about any situation that may disqualify him/her from the directorship as early as possible.

Further to this, the concerned Senior Management Personnel / Departmental Heads of the Company shall also submit quarterly compliance report of applicable laws under their purview to the Board of Directors of the Company.

In order to ensure effective compliance and in promoting lawful and ethical behaviour, any possible violation of laws, rules, regulations or this code shall be reported to the Board of Directors of the Company through Company Secretary and the same should be placed before the immediate next Board Meeting for review and for taking necessary steps to rectify the instances of non-compliances.

**16. Protection of Company's Assets:**

The use of Company's assets for illegal or non-ethical business purposes shall be strictly prohibited. The Directors, KMPs, Senior Management and Employees of the Company are responsible for the proper use of Company assets and must safeguard such assets against loss, damage, misuse or theft. The Company's assets are to be used for Company business purposes only. The Board of Directors shall ensure that all the assets of the Company are properly and adequately insured.

The Directors, KMPs, Senior Management and Employees shall not use Company assets for personal use nor they are allowed other person to use Company's assets for their personal/family use unless approved by the Board of Directors by the Company.

**17. Financial Reporting and Records:**

The Company's responsibilities towards its stockholders and shareholders require that all the transactions shall be fully and accurately recorded in the Company's books of account and shall be recorded in compliance with all the applicable laws. All the required information shall be accessible to the Company's Auditors, Directors and KMPs.

False or misleading entries, unrecorded funds or assets, or payments without appropriate supporting documentation or approval are strictly prohibited and the same violates the Company's Code and applicable rules, regulations, laws etc.

No willful omission/ commission of any transactions from the books of account and records should be done. Any willful material misrepresentation of and/or misinformation of the financial accounts and reports shall be regarded as a violation of this Code apart from inviting appropriate civil or criminal suits under the relevant laws.

The Chief Financial Officer of the Company shall produce a Quarterly/Half Yearly Certificate to the Board of Directors of the Company about financial reporting pursuant to the applicable provisions of the Listing Regulations.

**18. Selection of suitable Suppliers:**

The Company's suppliers make significant contributions to Company's success. To create an environment where the Company's suppliers have an incentive to work with the Company, they must be confident that they will be treated lawfully and in an ethical manner.

The Company's Policy is to purchase the supplies based on need, quality, service, price and other favourable terms and conditions. The Company's Policy is to select suitable suppliers or enter into supplier agreements through a competitive bid process wherever possible. Under no circumstances, the Directors, KMPs, Senior Management and Employees shall attempt to pressurise or force the suppliers of the Company in any way.

**19. Free and Fair Competition:**

The Company shall fully strives to maintain fair and competitive market play. The Company shall market its products and services on its own merits and shall not make unfair and misleading statements which may induce any stakeholder or customer to trade with/in the Company's shares, products or other services.

**20. No Harassment and discrimination at Workplace:**

The Company believes in maintaining dignity of human being irrespective of the caste, religion, sex, colour or designation. The Company is committed to provide a harassment free and discrimination free work environment. The Company's Policy prohibits sexual harassment and harassment based on religion, caste, colour, national origin or ancestry, physical or mental disability, other medical conditions, marital status, age, sexual orientation, or any other basis which are prohibited by state or local laws or ordinances or regulations from time to time.

The Directors, KMPs, Senior Management Personnel and Employees of the Company shall refrain from indulging in any discriminatory practice or behaviour based on caste, religion, colour, sex, age, ethnic or national origin, disability or any other unlawful basis.

The ethical conduct, knowledge, experience, performance and skills shall be the qualifying indicatives for an employee's performance.

**21. Drug, Tobacco and Alcohol Abuse:**

To meet Company's responsibilities towards its stakeholders and community as a whole, the Company must maintain a healthy and productive work environment. Selling, manufacturing, distributing and possessing illegal drugs, tobacco and alcohol on the job is absolutely prohibited.

**22. Equal opportunities in employment:**

The Company provides equal opportunities to all the qualified applicants for employment for a particular level/profile, without having regards to their caste, religion, colour, ancestry, marital status, sex, age, nationality, disability etc.

**23. Bribery, Gifts etc:**

The Directors, KMPs, Senior Management Personnel and Employees of the Company shall neither receive nor offer nor make, directly or indirectly, any illegal payments or benefits which are intended to or perceived to obtain business or uncompetitive favours for the conduct of Company's business.

Under no circumstances, the Directors, KMPs, Senior Management Personnel and Employees of the Company should accept any gift or anything of value, to and from customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to influence any business decision or any act or any failure to act or any commitment of fraud or any opportunity for the commission of any fraud. However, inexpensive gifts, infrequent business meals, celebratory events or entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this Code.

Gifts given by the Company to suppliers, customers, consultants etc, or received from suppliers, customers, consultants etc. should always be appropriate to the circumstances and should never be of kind that can create an appearance of illegality. The Complimentary Gifts given/taken on the special occasions like New Year, Diwali etc. do not violate this Code provided that they are not excessive or create an appearance of illegality.

#### **24. Media Policy:**

To facilitate/publish the achievement of the Company's vision, apart from achieving the Company's business plans, it is necessary to communicate the Company's achievements and plans in the most effective manner through the media to its investors, customers, existing and potential, and to the community at large in which the Company operate.

This Code is important not only from the context to evolve and maintain an effective relationship with the media but also for legally safeguarding the information released to the media. In this context, it is important that all the statements to the media shall be true and fair and only selected persons who are authorized to speak to media shall disseminate the information only after approval from the Board of Directors / Chairman and/or Managing Director of the Company.

Disclosure of forward-looking statements should always be combined with cautionary statements but subject to the prior approval of Board of Directors of the Company. No information, which is deemed to be 'non-public information', shall be disclosed.

#### **25. Disciplinary Actions:**

The compliances covered in this Code are of the utmost importance to the Company and its stakeholders and are essential to the Company's ability to conduct its business in accordance with its high standards of inherited rich values. We expect that all of our Board Members, KMPs, Senior Management Personnel, Employees, Auditors, Consultants etc, shall adhere to the applicable provisions of this Code in carrying out their duties for the benefits of the Company.

The Company will take appropriate disciplinary actions against the person whose actions are found to violate this code. The disciplinary actions includes, but not limited to termination of service/employment, filing legal suits, hold or forfeit any amount which is due from the Company, recovery of losses etc. Further, the disciplinary actions may also be taken by the Stock Exchanges, SEBI and other Regulators.

**26. Waivers of this Code:**

As a general policy, the Company will not grant any kind of waiver to comply with this Code. Any kind of waiver of any or all of the provisions of this Code must be placed before the Board / Audit Committee of the Company for prior approval subject to the provisions of applicable laws, rules, regulations or guidelines considering the safeguarding of interest of the Company.

**27. Acknowledgement of this Code:**

The Directors, KMPs and Senior Management Personnel of the Company shall, annually or on the appointment as such, sign an Acknowledgement Form appearing at the end of this Code as “**Annexure A**”, indicating that they have received, read, understood and agree to comply with this Code.

**28. Affirmation to comply with this Code:**

The Directors, KMPs and Senior Management Personnel of the Company shall affirm compliance with this Code on annual basis, in the format appearing at the end of this Code as “**Annexure B**”.

**29. Amendments / modifications:**

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

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**Acknowledgement of  
Code of Conduct for Directors and Senior Management of the Company**

To,  
The Board of Directors  
Jay Jalaram Technologies Limited  
Showroom 6, Videocon Arizona,  
Opp. Gujarat Vidyapith, Near Navgujarat College, Usmanpura,  
Ahmedabad, Gujarat – 380014

Dear Sir(s),

**Sub.: Acknowledgement of Code of Conduct for Directors and Senior Management (“This Code”) of Jay Jalaram Technologies Limited (“the Company”).**

I have received, read and understood the Company’s Code of Conduct for Directors and Senior Management (“Code”). I understand that it is my responsibility to consult the Company Secretary if I have any questions regarding the provisions of this Code. I also understand and agree that it is my responsibility to promote the application and compliance of this Code and I will comply with this Code in letter and true spirit.

Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Designation: \_\_\_\_\_  
DIN/PAN/Employee Code No: \_\_\_\_\_

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

**Note:-**  
*Please sign and return this form to the Secretarial Department.*

**Affirmation of Compliance with the Code of Conduct for  
Directors and Senior Management  
(Pursuant to Regulation 26(3) read with Regulation 17(5) of the  
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
The Board of Directors  
Jay Jalaram Technologies Limited  
Showroom 6, Videocon Arizona,  
Opp. Gujarat Vidyapith, Near Navgujarat College, Usmanpura,  
Ahmedabad, Gujarat – 380014

Dear Sir(s),

**Sub.: Affirmation of Compliance with the Code of Conduct for Directors and Senior Management of Jay Jalaram Technologies Limited (“the Company”) under Regulation 26(3) read with Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31<sup>st</sup> March, \_\_\_\_\_.**

Pursuant to Regulation 26(3) read with Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to compliance with the Code of Conduct for Directors and Senior Management (“this Code”), I hereby confirm that to the best of my knowledge and belief, I have adhered to and complied with this Code in carrying out my duties during the financial year ended 31<sup>st</sup> March \_\_\_\_\_.

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

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

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

DIN/Employee Code No: \_\_\_\_\_

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

Place: \_\_\_\_\_

**Note:-**

*Please sign and return this form to the Secretarial Department.*