



JAY JALARAM TECHNOLOGIES LIMITED

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CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY ITS DESIGNATED PERSONS AND IMMEDIATE RELATIVES OF DESIGNATED PERSONS

1. PREAMBLE:

Pursuant to the requirements of Regulation 9(1) read with Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (“these regulations”), the Board of Directors of every listed company shall formulate a Code of Conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule B to these regulations, without diluting the provisions of these regulations in any manner.

Accordingly, the Board of Directors of the Company in its meeting held on 5th September, 2022 has approved and adopted the Code of Conduct to Regulate, Monitor and Report Trading by its Designated Persons and Immediate Relatives of Designated Persons (the “Code of Conduct”) and shall be effective from 8th September, 2022. This Code of Conduct is available on the Company’s website www.koremobiles.com

Further, the Board of Directors of the Company, at their meeting held on 29th May, 2025, have approved the updated Code of Conduct to Regulate, Monitor and Report Trading by its Designated Persons and Immediate Relatives of Designated Persons considering the changes triggered due to the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2022, SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2024, SEBI (Prohibition of Insider Trading) (Second Amendment) Regulations, 2024 and SEBI (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2024.

2. **DEFINITIONS AND INTERPRETATION:**

- A. **“Act”** means the Securities and Exchange Board of India Act, 1992;
- B. **“Board”** means the Securities and Exchange Board of India;
- C. **“Code of Conduct” or “Code” or Company’s Code of Conduct** shall mean the Code of Conduct to regulate, monitor and report trading by its Designated Persons and Immediate Relatives of Designated Persons of Jay Jalaram Technologies Limited as amended from time to time;
- D. **“Company”** means Jay Jalaram Technologies Limited;
- E. **“Compliance Officer”** means any senior officer, designated so and reporting to the Board of Directors of the Company, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information (“UPSI”), monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company;

The term “Compliance Officer” includes Company Secretary of the Company.

The term “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. Statement of Assets and Liabilities, Statement of Profit and Loss and Statement of Cash Flows;

- F. **“Connected Person”** means:
 - i. Any person who is or has been, during the six months prior to the concerned act, associated with a Company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship, whether temporary or permanent, with the Company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - ii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be Connected Persons of the Company unless the contrary is established:
 - a) relative of connected persons specified in clause (i); or

- b) a holding company or associate company or subsidiary company; or
- c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
- d) an investment company, trustee company, asset management company or an employee or director thereof; or
- e) an official of a stock exchange or of clearing house or corporation; or
- f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- i) a banker of the company; or
- j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his relative or banker of the company, has more than ten per cent. of the holding or interest;
- k) a firm or its partner or its employee in which a connected person specified above in point F (i) is also a partner; or
- l) a person sharing household or residence with a connected person specified in point F (i).

G. “Designated Persons” shall mean and includes

- a) Members of the Board of Directors of the Company;
- b) CFO and Company Secretary of the Company;
- c) Auditors of the Company;
- d) All employees of the Accounts, Finance, Legal & Secretarial Department of the Company;
- e) All Departmental Heads of the Company;
- f) All Promoters and Members of the Promoter Group of the Company;
- g) Any support staff of the Company, such as IT staff or secretarial staff who have access to unpublished price sensitive information;
- h) Any person who is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months,

equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions;

- i) Such other persons as may be identified by the Compliance Officer in consultation with the Chairman / Managing Director / Executive Director, from time to time.

The term "Designated Persons" includes their Immediate Relatives.

- H. "Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media;
- I. "Immediate Relatives"** means a spouse of a Designated Person, and includes parent, sibling, and child of Designated Person or of the spouse, any of whom is either dependent financially on such Designated Person, or consults such Designated Person in taking decisions relating to trading in securities.
- J. "Insider"** means any person who is,
 - a.) a connected person; or
 - b.) in possession of or having access to UPSI.
- K. "Key Managerial Personnel"** shall have the same meaning as defined under Section 2(51) of the Companies Act, 2013.
- L. "Leak of UPSI" or "Suspected Leak of UPSI" or "Leakage of UPSI" or "Suspected Leakage of UPSI"** shall mean exchange of information which is / shall be UPSI, by any Insider(s) or Employee(s) or any other known or unknown person(s) to any person(s), other than a person(s) authorized by the Board of Directors or Compliance Officer of the Company, without comply with the regulation(s) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and/or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s) or reenactment(s) thereto;
- M. "Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- N. "Promoter Group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- O. "Relative"** shall mean the following:
 - (i) spouse of the person;
 - (ii) parent of the person and parent of its spouse;

- (iii) sibling of the person and sibling of its spouse;
- (iv) child of the person and child of its spouse;
- (v) spouse of the person listed at sub-clause (iii); and
- (vi) spouse of the person listed at sub-clause (iv)

- P. “Regulations” or these Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;
- Q. “Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund;
- R. “Stock Exchange”** means National Stock Exchange of India Limited, where the equity shares of the Company are listed.
- S. “Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- T. “Trading”** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- U. “Trading Day”** means a day on which the recognized stock exchanges are open for trading;
- V. “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 these regulations but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 (“those legislations”) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

3. OBJECTIVES OF THIS CODE:

This Code of Conduct has been prepared by adopting the standards set out in Schedule B of these regulations with the objective to provide the framework and system to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons of the Company.

4. CHINESE WALL PROCEDURES:

The Company shall lay down “Chinese Walls Procedures” which separate those areas of Company that have regular access to confidential information / UPSI, considered as “Inside Areas” from those which are providing support services, considered as “Public Areas”.

➤ **Norms for “Chinese Walls Procedures and Processes” for permitting the Designated Persons to “cross the wall”;**

- i. No employees from the “Inside Areas” shall communicate any UPSI to anyone outside the “Inside Areas”.
- ii. The Company shall maintain the computer files with security code/password containing confidential information / UPSI and physical storage of documents under lock and key mode relating to UPSI.
- iii. All the information shall be handled 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 his/her legal obligations. In exceptional circumstances, employees from the “Public Areas” may be brought under the “Inside Areas” and given confidential information / UPSI on the “NEED TO KNOW BASIS”, under prior intimation to the Compliance Officer of the Company.
- iv. Any person who is in receipt of confidential information / UPSI pursuant to a “legitimate purpose or any person(s) who has/have been brought under the “Inside Area”, shall be considered an “insider” for purposes of these regulations and/or this Code of Conduct and due notice shall be given to such persons by the Compliance Officer –
 - a.) to make him aware that the information shared is or would be confidential / UPSI and to maintain confidentiality of such UPSI; and
 - b.) to make him aware about his/her the duties and responsibilities attached to the receipt of such confidential information / UPSI and the liability attached to misuse or unwarranted use of such information.

5. COMMUNICATION OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”):

- i. No insider shall communicate, provide, or allow access to any UPSI relating to the Company or its securities 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. No person shall procure from or cause the communication by any insider of UPSI relating to the Company or its securities except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- iii. 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 except for the purpose of point no. iii mentioned hereinabove, and shall not otherwise trade in securities of the Company when in possession of UPSI.

6. TRADING IN SECURITIES WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”):

- i. No insider shall trade in securities of the Company when in the possession of UPSI.

When an insider who has traded in securities has been in possession of UPSI, his/her trades would be presumed to have been motivated by the knowledge and awareness of such information in his/her possession. However, such insider may prove his/her innocence by demonstrating the circumstances including the following:

- a) the transaction is an off-market inter-se transfer between insiders who were in possession of the same UPSI without being in breach of Regulation 3 of these regulations read with Clause 5 of this Code of Conduct and both parties had made a conscious and informed trade decision.

Provided that such UPSI was not obtained under Regulation 3(3) of these regulations read with Clause 5(iii) of this Code of Conduct.

Provided further that such off-market trades shall be reported by the insiders to the Company within two working days. The Company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

- b) the transaction was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of Regulation 3 of these regulations read with Clause 5 of this Code of Conduct and both parties had made a conscious and informed trade decision. Provided that such

UPSI was not obtained by either person under Regulation 3(3) of these regulations read with Clause 5(iii) of this Code of Conduct.

- c) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- d) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- e) In the case of Non-Individual Insiders –
 - the individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and
 - appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no UPSI was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- f) the trades were pursuant to a trading plan set up in accordance with regulation 5 of these regulations read with Clause 7 of this Code of Conduct.
- ii. In case of Connected Persons, the onus of establishing that they were not in possession of UPSI, shall be on such Connected Persons and in other cases, the onus would be on the SEBI.
- iii. The SEBI may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of these regulations.

7. TRADING PLANS:

- i. An insider shall be entitled to formulate a trading plan and present it to the Compliance Officer of the Company for approval and public disclosure of Trading Plan pursuant to which trades may be carried out on his/her behalf in accordance with such plan.
- ii. Such trading plan shall:
 - a.) not entail commencement of trading on behalf of the insider earlier than 120 days from the public disclosure of the plan;
 - b.) not entail overlap of any period for which another trading plan is already in existence;
 - c.) set out following parameters for each trade to be executed:

- (i) either the value of trade to be effected or the number of securities to be traded;
 - (ii) nature of the trade;
 - (iii) either specific date or time period not exceeding five consecutive trading days;
 - (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - a. **for a buy trade:** the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
 - b. **for a sell trade:** the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.
- d.) not entail trading in securities for market abuse.
- iii. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- iv. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided that the implementation of the trading plan shall not be commenced if any UPSI, in possession of the insider at the time of formulation of the plan, has not become generally available at the time of the commencement of implementation.

- v. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

8. COMPLIANCES PERTAINING TO TRADING WINDOW, CLOSURE OF TRADING WINDOW AND TRADING RESTRICTIONS:

- i. The term “Trading Window” shall mean the trading periods during which the trading in the Company’s securities is available.
- ii. The trading window shall be closed when the Compliance Officer of the Company determines that a designated person or class of designated persons and their immediate relatives can reasonably be expected to have possession of UPSI. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

Provided that Trading Window Norms and Restrictions shall not be applicable for trades carried out in accordance with an approved Trading Plan.

- iii. The trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The Meetings of Audit Committee and Board Meeting regarding approval / clearance of financial results should be held on the same day at very narrow time gap to avoid leakage of material information.
- iv. The Compliance Officer of the Company shall give prior intimate regarding closure of trading window to all the designated persons of the Company.
- v. The trading window restrictions mentioned in point no. ii above shall not apply in respect of:
 - a. transactions specified in clauses (i) to (iv) and (vi) of the proviso to Regulation 4(1) of these regulations read with Clause 6 of this Code of Conduct and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer of the Company and compliance with the respective regulations made by the SEBI;
 - b. transactions which are undertaken in accordance with respective regulations made by the SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.
- vi. The timing for re-opening of the trading window shall be determined by the Compliance Officer of the Company taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

9. PRE-CLEARANCE OF TRADES:

- i. When the trading window is open, trading by designated persons and their immediate relatives shall be subject to pre-clearance by the Compliance Officer of the Company, if the value of the proposed trades, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved Trading Plan.

- ii. Applications seeking pre-clearance should be made to the Compliance Officer of the Company in the prescribed form attached with this Code of Conduct as Annexure - I.
- iii. Prior to approving any trades, the Compliance Officer of the Company shall seek Declaration cum Undertaking from such designated persons in the prescribed form attached with this Code of Conduct as Annexure – II.
- iv. All the designated persons shall execute their order in respect of securities of the Company within seven trading days after the approval of pre-clearance given by the Compliance Officer of the Company in prescribed form attached with this Code of Conduct as Annexure – III and if no trade is executed within this period, the designated persons must apply for fresh pre-clearance.
- v. The designated persons shall submit within two days of the execution of the trade, the details of such transaction with the Compliance Officer of the Company in the prescribed form attached with this Code of Conduct as Annexure – IV. In case no transaction is undertaken, a report shall be filed in the same form stating that no shares were bought nor the transaction was undertaken.

10. RESTRICTIONS REGARDING CONTRA TRADES:

All the designated persons who are permitted to trade in the Company's securities shall not enter into and execute a contra trade during the period less than six months from the previous contra trade i.e. buy and sell or vice versa any number of shares during the next six months from last transaction.

Provided further that Trading Window Restrictions shall not be applicable for trades carried out in accordance with an approved Trading Plan.

Provided that this shall not be applicable for trades pursuant to exercise of stock options.

11. STRUCTURED DIGITAL DATABASE:

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 information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. The Structured Digital Database may contain other details as the Compliance Officer of the Company may deem necessary for the purpose of compliance with these regulations. 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.

A Quarterly Compliance Certificate on Structured Digital Database, duly signed and certified by the Compliance Officer of the Company affixing common seal of the Company, shall be submitted with the Stock Exchange.

12. INTERNAL CONTROLS SYSTEM:

The Company Secretary & Compliance Officer of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.

The internal controls system shall include the following:

- a) all the employees who have access to UPSI are identified as designated person;
- b) all the UPSI shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;
- c) adequate restrictions shall be placed on communication or procurement of UPSI as required by these regulations;
- d) lists of all employees and other persons, with whom UPSI is shared, shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
- e) all other relevant requirements specified under these regulations shall be complied with;
- f) periodic process review to evaluate effectiveness of such internal controls.

The Compliance Officer of the Company shall submit a report on the compliance with the provisions of these regulations to the Chairman of the Audit Committee and Board of Directors of the Company at least once in a year.

The Audit Committee of the Company shall review the compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

13. POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”) OR SUSPECTED LEAK OF UPSI:

I. Policy for inquiry in case of leak of UPSI or suspected leak of UPSI:

Pursuant to the requirements of Regulation 9(A)(5) of these Regulations, as amended from time to time, the Board of Directors of Company has formulated, approved and adopted the Policy and Procedure for inquiry in case of leak of unpublished price sensitive information (“UPSI”) or suspected leak of UPSI (“This Policy”) for initiating appropriate inquiries on becoming aware of leak of UPSI or suspected leak of UPSI and inform the SEBI promptly of such leaks, inquiries and results of such inquiries.

The Objectives of this Policy are as under:

- a) To define the framework for initiating inquiries on becoming aware of in case of leak of UPSI or suspected leak of UPSI and inform the same to the SEBI promptly,
- b) To penalize the Designated Persons who appears to have found guilty of violating these regulations and/or this Code of Conduct,
- c) To make employees aware of Whistle Blower Policy to enable employees to report instances of leak of UPSI,
- d) To strengthen the internal control system of the Company to prevent leak of UPSI.
- e) To restrict and prohibit the practice of sharing of UPSI with the unauthorized person,

II. Procedure for inquiry in case of leak of UPSI or suspected leak of UPSI:

The Managing Director or Chief Financial Officer or Compliance Officer of the Company may on becoming aware, suo motu or otherwise, of actual or suspected leak of UPSI of the Company by insider, shall follow the below mentioned procedure in order to make inquire and/or investigate the matter.

a.) Preliminary Inquiry

The purpose of the preliminary inquiry is to ascertain whether there is any actual or suspected leak of UPSI and to collect necessary details in support of the allegations and thereafter, to decide whether there is any need for further investigation/inquiry and if there is no need of further investigation/inquiry, the matter should not be taken further for investigation/inquiry.

b.) Investigation/ Inquiry

If further investigation/inquiry is required then the Managing Director or Chief Financial Officer or Compliance Officer of the Company shall obtain further details / documents from the person from whom the information regarding any actual or suspected leak of UPSI is received and for which seven days' time shall be given to him/her to submit the required details / documents.

If no reply is received from him/her within the said seven days, the Managing Director or Chief Financial Officer or Compliance Officer of the Company shall issue notice to him/her asking him to show cause as to why the Company should not initiate disciplinary proceedings, as applicable, against him/her.

If the details/documents received within time prescribed, the Managing Director or Chief Financial Officer or Compliance Officer of the Company shall proceed

to investigate in the matter. During the course of such investigation, they may call for such additional documents, representations, etc. as they may deem fit.

c.) Report to Audit Committee

After investigation, the Managing Director or Chief Financial Officer or Compliance Officer of the Company shall refer the matter to the Chairman of the Audit Committee.

d.) Report to Board of Directors

The Chairman of the Audit Committee of the Company shall consider the matter and put forward its recommendation to the Board of Directors of the Company. The Board of Directors of the Company, on receipt of such recommendation and after reviewing the matter, if it forms an opinion that the person is guilty of leakage of UPSI or suspected leakage of UPSI, then it will order for necessary disciplinary proceedings against such person, which will be in addition to the penal provisions stated under these Regulations and any other statutory enactments, as applicable.

14. DISCLOSURES REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:

I. Initial Disclosures:

Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or Member of the Promoter Group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the enclosed Form B of these regulations.

II. Continual Disclosures:

Every Promoter, Member of the Promoter Group, Designated Person and Director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees in the enclosed Form C of these regulations.

The Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Explanation. — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any prior disclosure shall be made only when the transactions effected after the prior disclosure cross the limit of ten lakh rupees.

III. Disclosures by other connected persons:

The Compliance Officer of the Company may, at his/her own discretion, require any other connected person or class of connected persons to make disclosures of holdings

and trading in securities of the Company in the enclosed Form D of these regulations and at such frequency as may be determined by the Compliance Officer of the Company in order to monitor compliance with these regulations.

IV. Annual Statement of Holdings:

The Compliance Officer of the Company may, at his/her own discretion, require Annual Statement of Holdings to be submitted by Promoters/ Member of the Promoter Group/ Directors/ Key Managerial Personnel/ Designated Persons and also by other such persons as mentioned in Regulation 6(2) of these regulations within 30 days from the end of each financial year in the enclosed Form E.

The Designated Persons shall also disclose the following details to the Company on an annual basis and also as and when the information changes:

- a) Names and PAN No. or any other identifier authorized by law of the immediate relatives and persons with whom such designated person(s) shares a material financial relationship,
- b) Phone No. and Mobile No. which are used by the immediate relatives and persons with whom such designated person(s) shares a material financial relationship,
- c) Names of educational institutions (Graduation and above) from which designated persons have graduated (one time basis) and
- d) Names of past employers of the designated persons (one time basis).

Explanation – The term “Material Financial Relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

V. Preservation of disclosures made by Insiders:

The disclosures made by the Insiders/Designated Persons & their Immediate Relatives under these regulations shall be maintained by the Company for a minimum period of five years.

15. SUBMISSION OF YEARLY REPORT BY THE COMPLIANCE OFFICER UNDER THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015:

The Compliance Officer of the Company shall provide reports to the Chairman of the Board of Directors and Audit Committee of the Company once in a year and he/she shall assist all the designated persons and immediate relatives of designated persons as and when requested for the purpose of compliance with these regulations and the Company’s Code of Conduct.

16. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT:

- i. Any Designated Person and Immediate Relatives of Designated Person who trades in securities or communicates any information for trading in securities in contravention of this Code of Conduct of the Company may be penalized and appropriate action(s) may be taken by the Company which may include salary freeze, suspension, dismissal, recovery, clawback etc.
- ii. The action(s) taken or to be taken by the Company shall not prevent the SEBI from taking any disciplinary action(s) against the person who has violated these Regulations and/or the SEBI Act and/or this Code of Conduct.

Application for seeking the Pre-Clearance to deal in securities of the Company:

Date: _____

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

Dear Sir(s),

Sub.: Application for seeking the Pre-Clearance for dealing in the securities of the Company.

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct to Regulate, Monitor and Report Trading by its Designated Persons and Immediate Relatives of Designated Persons of the Company, I seek approval to purchase / sale / subscribe / pledge of equity shares of the Company as per details given below:

1.	Name of the Designated Person	
2.	Designation of the Designated Person	
3.	PAN No. of the Designated Person	
4.	Number of securities held as on date of application	
5.	DP ID - Client ID of the Designated Person	
6.	The proposal is for	(i) Purchase of securities (ii) Sale of securities (iii) Subscription to securities (iv) Creation of Pledge
7.	Proposed date of dealing in securities	
8.	Estimated number of securities proposed to be acquired / sold / subscribed / pledged	
9.	Price at which the transaction is proposed	
10.	Current market price as on date of application	
11.	Whether the proposed transaction will be through stock exchange or off-market deal	
12.	DP ID - Client ID where the securities will be credited / debited / marked as pledge	

I enclose herewith the Form of Declaration cum Undertaking signed by me.

Yours faithfully,

 (Signature of Designated Person)

Declaration cum Undertaking to be accompanied with the Application for Pre-Clearance

Date: _____

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

Dear Sir(s),

Sub.: Declaration cum Undertaking.

I, _____ (Name), PAN No.: _____, _____ (Designation) of the Company residing at _____, am desirous of dealing in _____ equity shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction. I further declare that I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information up to the time of signing this Declaration cum Undertaking.

In the event that I have access to or received any information that could be construed as “Unpublished Price Sensitive Information”, after the signing of this Declaration cum Undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the Company for the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

If approval is granted, I shall execute the transaction/deal within 7 trading days of the receipt of approval, failing which I shall seek fresh pre-clearance before executing any transaction/deal in the securities of the Company.

I undertake to submit the necessary report(s) within two days of execution of the transaction and “NIL Report” in case no transaction is executed.

Yours faithfully,

(Signature of Designated Person)

Pre- Clearance Order

Date: _____

To,
(Name, PAN No., Designation and Address of Designated Person)

Dear Sir(s),

This is to inform you that your request for dealing in _____ equity shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ that is within 7 trading days from today.

In case you do not execute the approved deal on or before the aforesaid date, you would have to seek fresh pre-clearance before executing any deal in the securities of the Company. Further, you are required to submit the details of the executed transactions in the attached format as Annexure – IV within 2 days from the date of transaction/deal. In case the transaction is not undertaken, a “NIL Report” shall be submitted.

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

Company Secretary and Compliance Officer

Encl: Disclosure of transaction in Annexure – IV.

Disclosure of Transactions by the Designated Person

(To be submitted within 2 days of transaction / dealing in securities of the Company)

Date: _____

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

Dear Sir(s),

I _____(Name), _____(Designation) of the Company hereby inform that I

- have not bought / sold / subscribed / pledged any securities of the Company or
- have bought / sold / subscribed /pledged any securities as mentioned below on _____

Name and PAN of Designated Person	No. of securities dealt with	Bought/Sold/ Pledged/ Subscribed	DP ID-Client ID	Price (Rs.)

Further, I hereby agree to preserve the following documents for a period of 3 years and produce to the Compliance Officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of Payment / Receipt
3. Extract of Bank Passbook / Statement
4. Copy of Delivery Instruction Slip in case of sale of securities.
5. Copy of Demat Account Statement

In case of acquisition or purchase of securities, I agree to hold the same for a minimum period of 6 months but for selling such securities during the aforesaid 6 months, I shall approach the Compliance Officer for necessary approval.

Yours faithfully,

 (Signature of Designated Person)

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on
becoming a Key Managerial Personnel/Director/Promoter/Member of
the Promoter Group]

Name of the Company: Jay Jalaram Technologies Limited
 ISIN of the Company: INE0J6801010

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or Member of the Promoter Group of the Company and Immediate Relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP/Director or Promoter or Member of the Promoter Group/Immediate Relatives to/others etc.)	Date of appointment of KMP/Director OR Date of becoming Promoter/Member of the Promoter Group	Securities held at the time of appointment of KMP / Director or upon becoming Promoter / Member of the Promoter Group		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1	2	3	4	5	6

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives on the securities of the Company held on appointment of KMP or Director or upon becoming a Promoter or Member of the Promoter Group of the Company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future Contracts held at the time of appointment of Director/KMP or upon becoming Promoter / Member of the Promoter Group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter / Member of the Promoter Group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the Company: Jay Jalaram Technologies Limited
 ISIN of the Company: INE0J6801010

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of the Company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/member of the promoter group/designated person/Director/s/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition /disposal		Date of allotment advice/acquisition of shares/disposal of shares specify		Date of initiation of company	Mode of acquisition / disposal (on market/public/rights / preferential offer / off market/ Inter-se transfer, ESO Ps etc.)	Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible	No. of shares (%) of shareholding	Type of security (For eg. – Shares, Warrants, Convertible	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/	Type of security (For eg. – Shares, Warrants, Convertible	No. and % of shareholding	From	To			

		Debentures, Rights entitlements etc.)		Debentures, Rights entitlements etc.)			Other s-pleas e specify)	Debentures, Rights entitlements etc.)						
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note:

- (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the Company by Promoter, Member of the Promoter Group, Designated Person or Director of the Company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2)

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

FORM D (Indicative format)

**SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the
Company**

Name of the Company: Jay Jalaram Technologies Limited
ISIN of the Company: INE0J6801010

Details of trading in securities by other connected persons as identified by the Company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/disposal of shares specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/rights/Prefere ntial offer / off market/ Inter-se transfer , ESOPs etc.)	Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entit	No. and % of share holding	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights	No.	Value	Transaction Type (Purchase/Sale/Pledge/ Revocation / Invocation/ Other s- please specify)	Type of security (For eg. – Shares, Warrants, Con vertible Deb entu res, Righ ts entit	No. and % of share holding	From	To			

		lement etc.)		entit lem ent etc.)				nt etc.)						
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note:

- (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the Company by other connected persons as identified by the Company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name:

Signature:

Date:

Place:

Annual Statement of Holdings by Promoter / Member of the Promoter Group / Director / Key Managerial Personnel / Designated Person and other such persons as mentioned in Regulation 6(2) as on 31st March, _____

(To be submitted within 30 days from the end of Financial Year)

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

Dear Sir(s),

I, hereby furnish the following details pursuant to Company’s Code of Conduct for Regulating, Monitoring and Reporting of Trading by its Designated Persons and Immediate Relatives of Designated Persons and Code of Conduct of fair disclosures

Part – I: Annual Statement of Holdings by Promoter / Member of the Promoter Group / Director / Key Managerial Personnel / Designated Person

Name	PAN	DP ID-Client ID	Designation	No. of Equity Shares held on 1 st April, _____	No. of Equity Shares Bought/ (Sold) during the Period	Date of Purchase/ (Sale)	No. of Shares held on 31 st March, _____

Part – II: Annual Statement of Holdings by Immediate Relatives of Promoter / Member of the Promoter Group / Director / Key Managerial Personnel / Designated Person and of other such persons as mentioned in Regulation 6(2)

Name	PAN	DP ID-Client ID	Designation	No. of Equity Shares held on 1 st April, _____	No. of Equity Shares Bought/ (Sold) during the Period	Date of Purchase/ (Sale)	No. of Shares held on 31 st March, _____

Name & Designation:

Sign:

Date :

Place :