

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

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the **Extra Ordinary General Meeting (“EGM”)** (Serial No.: EGM/01/2024-25) of the members of **JAY JALARAM TECHNOLOGIES LIMITED**, will be held on **Wednesday, 05th June, 2024 at 11:00 a.m.** at the Registered Office of the Company situated at Showroom 6, Videocon Arizona, Opp. Gujarat Vidyapith, Near Navgujarat College, Usmanpura, Ahmedabad, Gujarat – 380014 to transact the following business:

SPECIAL BUSINESS:

1. Increase in the Authorized Share Capital of the Company and Alteration of the Capital Clause in the Memorandum of Association of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 61, 64 and 13 and Rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) read with the enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing ₹ 12,00,00,000/- (Rupees Twelve Crore only) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of ₹ 10/- each to ₹ 17,00,00,000 (Rupees Seventeen Crore only) divided into 1,70,00,000 (One Crore Seventy Lakh) Equity Shares of ₹ 10/- each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and the relevant rules framed thereunder, the consent of members of the Company be and is hereby accorded to alter the Clause V of the Memorandum of Association of the Company by substituting with the following Clause V:

“V. The Authorized Share Capital of the Company is ₹ 17,00,00,000/- (Rupees Seventeen Crore Only) divided into 1,70,00,000 (One Crore Seventy Lakh) equity shares of ₹ 10/- (Rupees Ten Only).”

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

2. Issue of Equity Shares on a Preferential Basis to persons/entities belonging to the Non-Promoter Category

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act 2013, as amended ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, and any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s), or variation(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended ("Takeover Regulations") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations"), as amended, the listing agreements entered into by the Company with National Stock Exchange of India Limited ("NSE" / "NSE Limited"), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and in accordance with other applicable Rules / Regulations / Guidelines / Notifications /Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including the NSE Limited, subject to the approval of members for increase of authorised share capital of the Company and subject to any statutory amendment(s), modification(s), variation(s) or enactment(s) or re-enactment(s) of the aforementioned statutes/regulations for the time being in force and other applicable procedural laws made under any of the above mentioned statutes/regulations in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the board of directors of the Company (the "Board", which term shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of members of the Company be and is hereby accorded to create, offer, issue and allot, upto 7,50,000 (Seven Lakh Fifty Thousand) Equity Shares of face value of ₹ 10/- each ("Equity Shares") at a price of ₹ 399/- (Rupees Three Hundred Ninety Nine) including a premium of ₹ 389/- (Rupees Three Hundred Eighty Nine) each payable in cash aggregating upto ₹ 29,92,50,000/- (Rupees Twenty Nine Crore Ninety Two Lakh Fifty Thousand only) or such higher price as may be arrived at in accordance with the Chapter V of ICDR Regulations, by way of preferential issue on a private placement basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit, to the certain identified non-promoter persons / entities ("Proposed Equity Allottees") as mentioned below:

Maximum number of Equity Shares to be allotted

Sr. No.	Name of Proposed Equity Allottees	Category	PAN	Maximum number of Equity Shares to be allotted	Maximum Aggregate Amount (₹)
Other than Promoters and Promoter Group of the Company					
1	Mukesh Mittal (On behalf of Sarv Ventures)	Non-Promoter	AEPFS5033N	80,000	3,19,20,000
2	India Emerging Giants Fund Limited	Non-Promoter	AAFCI9293P	75,000	2,99,25,000
3	Blue Lotus Capital Multi Bagger Fund II	Non-Promoter	AAETB5142Q	50,000	1,99,50,000
4	Tara Vati Dahiya	Non-Promoter	AILPD7286N	50,000	1,99,50,000
5	Nandan P Rao	Non-Promoter	BRZPR2188B	32,500	1,29,67,500
6	Jinendra G & Gotham Chand (On behalf of 1955 Venture Fund)	Non-Promoter	AADFZ2935J	25,000	99,75,000
7	Sunil Fatehchand Motwani; Kusumben Sunil Motwani; Fatehchand Bhagwandas Motwani (On behalf of Emsun Marketing)	Non-Promoter	AACFE7859B	25,000	99,75,000
8	Anju Vaid	Non-Promoter	ADGPA7571H	12,500	49,87,500
9	Jai Shankar Raghava Chandra	Non-Promoter	AOYPS5956B	12,500	49,87,500
10	Nirmal Rajnikant Shah	Non-Promoter	AAHPS3534J	12,500	49,87,500
11	Nikunj Kumar Chimanlal Patel	Non-Promoter	BLPPP4410C	12,500	49,87,500
12	Sunil Fatehchand Motwani	Non-Promoter	ACLPM5774A	12,500	49,87,500
13	Patel Nidhiben Nikunj Kumar	Non-Promoter	ATLPP1967H	12,500	49,87,500
14	Manoharlal Bansilal Kanjani	Non-Promoter	ACYPK5544R	11,000	43,89,000
15	Reshma Manoharlal Kanjani	Non-Promoter	ADPPK8598K	11,000	43,89,000
16	M Nirmal Kumar	Non-Promoter	ABAPK4425C	10,000	39,90,000
17	Padam Kumar R Soni	Non-Promoter	AAEPS5458A	10,000	39,90,000
18	Pawan Pagaria	Non-Promoter	AARPP3734D	10,000	39,90,000

19	D Prakash Devi	Non-Promoter	AAPPP5023P	10,000	39,90,000
20	Vital Wealth Catalyst and Logistics LLP	Non-Promoter	AAUFV8236B	10,000	39,90,000
21	Thakkar Arpit K	Non-Promoter	AGEPT4362J	8,500	33,91,500
22	Raju Rameshchand Lunawath	Non-Promoter	AEDPR0179J	7,500	29,92,500
23	Shifali Mehta	Non-Promoter	AFAPM2372Q	7,500	29,92,500
24	Jagdish Bansilal Kanjani	Non-Promoter	ACYPK5546P	7,000	27,93,000
25	Vinita Jagdish Kanjani	Non-Promoter	ACVPK0350L	7,000	27,93,000
26	H K Thaker	Non-Promoter	ADFPT6287N	6,300	25,13,700
27	Vummidi Amarendran	Non-Promoter	AAEPA3310M	6,300	25,13,700
28	Rajindra Valsalan	Non-Promoter	ADNPR2969P	6,300	25,13,700
29	Rupal Jinesh Shah & Sonal Nilesh Shah (On behalf of R S Financial Solutions)	Non-Promoter	AAWFR7093L	6,300	25,13,700
30	Sandeep Bhandari	Non-Promoter	AKDPB4199E	6,300	25,13,700
31	Sanjay Kumar Singhal	Non-Promoter	AATPS2482B	6,300	25,13,700
32	Sanjeev Kumar Aggarwal	Non-Promoter	AAQPA8822N	6,300	25,13,700
33	Balkrishan Poddar	Non-Promoter	AFOPP0409D	6,300	25,13,700
34	Shah Surabhi Yash	Non-Promoter	BOVPK6451F	6,300	25,13,700
35	Kavita Jain	Non-Promoter	ACYPJ9601J	6,300	25,13,700
36	Murtaza Hasan Dariwala	Non-Promoter	AIOPD7581M	6,300	25,13,700
37	A G Mehta HUF	Non-Promoter	AAHHA6774Q	6,300	25,13,700
38	Anushree Gadodia	Non-Promoter	ALSPB7787Q	6,300	25,13,700
39	Pavan Sethia	Non-Promoter	BYXPS6655M	6,300	25,13,700
40	Nav Ratan Bhaiya HUF	Non-Promoter	AAIHN7893J	6,300	25,13,700
41	Vivek Dasot	Non-Promoter	ADSPD5084A	6,300	25,13,700
42	Premavathy C	Non-Promoter	BCNPP8541H	6,200	24,73,800

43	Anjali Gupta	Non-Promoter	ACTPG1743P	6,200	24,73,800
44	Manish Mardia (On behalf of Manish Mardia & Family)	Non-Promoter	AADHM2034F	6,200	24,73,800
45	Swapnil Jatinbhai Shah & Hemant Ishwarlal Modi (On behalf of Svar Family Trust)	Non-Promoter	ABGTS2950N	5,000	19,95,000
46	Avinash V	Non-Promoter	AHLPA1008J	5,000	19,95,000
47	Manoj Amlokchand Gadiya	Non-Promoter	ABQPM1629Q	5,000	19,95,000
48	Pannalal Rathore	Non-Promoter	AFTPP2170C	5,000	19,95,000
49	Ajay	Non-Promoter	AVJPA4691B	5,000	19,95,000
50	M Bharat Kumar	Non-Promoter	AAEPB1580G	5,000	19,95,000
51	Prasanth Suresh Kothari	Non-Promoter	AWWPP1402B	5,000	19,95,000
52	Rishabh Umedmal Golecha	Non-Promoter	DIJPG2653D	5,000	19,95,000
53	Shilpa Jhabak	Non-Promoter	ACEPP4345F	5,000	19,95,000
54	Noida Holdings Private Limited	Non-Promoter	AAECN6385L	5,000	19,95,000
55	Sailendra Kumar K	Non-Promoter	AAFPK8983P	5,000	19,95,000
56	Mahek Sanjaykumar Chandibhamar	Non-Promoter	HUIPM7619Q	5,000	19,95,000
57	Prakashbhai Arvindbhai Shah	Non-Promoter	ACKPS9423R	4,000	15,96,000
58	Malav Prakashkumar Shah HUF	Non-Promoter	AAMHM9299P	4,000	15,96,000
59	Rinku Jain	Non-Promoter	AAAPO1276C	4,000	15,96,000
60	Nikita Mohit Munot	Non-Promoter	AEYPN4636D	4,000	15,96,000
61	Priti C Kothari	Non-Promoter	ADHPK2328M	3,800	15,16,200
62	Amarchand Sancheti	Non-Promoter	AJPS3846B	3,800	15,16,200
63	Shripal Bhandari; Chetan Bhandari & Yogesh Bhandari (On behalf of VM Finserve and Asset Management)	Non-Promoter	AAUFV9646F	2,500	9,97,500
64	Aakash Jain	Non-Promoter	AJKPJ3618A	2,500	9,97,500

65	Chirag Kothari	Non-Promoter	INIPK3821G	2,500	9,97,500
66	Ritik Bagmar Jain	Non-Promoter	DRMPB5390A	2,500	9,97,500
67	Pawan Kumar Jain	Non-Promoter	AIUPJ9384N	2,500	9,97,500
68	Pranali Rajnikant Shah	Non-Promoter	BIUPS7384E	2,500	9,97,500
69	Munot Sumangla Gautam	Non-Promoter	AJMPK7337H	2,500	9,97,500
70	Chetan Sahebrao Tupe	Non-Promoter	ADAPT3410G	2,500	9,97,500
71	Sagar Brijmohan Bakshi	Non-Promoter	AFZPB9642P	2,500	9,97,500
72	Karan Rameshbhai Mandhani HUF	Non-Promoter	AALHK5839E	2,500	9,97,500
TOTAL				7,50,000	29,92,50,000

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the “Relevant Date” for the determination of the minimum issue price and allotment of the Equity Shares shall be Monday, 06th May, 2024, being 30 (thirty) days prior to the date of the Extra-Ordinary General Meeting.

RESOLVED FURTHER THAT the said Equity Shares shall be issued and allotted by the Company to the Proposed Equity Allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government including the in-principle approval of the stock exchange, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, the Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5 and to make an offer to the Proposed Equity Allottees through letter of offer/private placement offer letter cum application letter in Form PAS 4 to the Proposed Allottees inviting them to subscribe to the Equity Shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares shall be allotted in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between.
- b) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange
- c) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

- d) The issue of Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- e) The Equity Shares allotted shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.
- f) The entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock in as per Regulation 167(6) of the SEBI ICDR Regulations.
- g) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted thereunder.
- h) the Equity Shares will be listed and traded on the Stock Exchanges, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- i) the Equity Shares proposed to be issued shall rank pari passu with the existing equity shares of the Company in all respects including as to the dividend and voting rights.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Equity Shares, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the issue and allotment of Equity Shares made to NRIs, FPIs and/or other eligible foreign investors, as applicable pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits as set forth thereunder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and / or the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned preferential allotment (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue), making applications to NSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Ahmedabad (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL / CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the Proposed Equity Allottees and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the stock exchange as appropriate and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) and/or Company Secretary of the Company to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the directors of the Company and/or the Company Secretary of the Company, signed physically or by digital means, be forwarded to the authorities concerned for necessary action.”

3. Issue of Fully Convertible Warrants on a Preferential Basis to persons belonging to the Promoters & Promoter Group Category

To consider and if thought fit to pass, with or without modification (s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act 2013, as amended ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, and any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s), or variation(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended ("Takeover Regulations") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations"), as amended, the listing agreements entered into by the Company with NSE Limited ("NSE" / "NSE Limited"), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and in accordance with other applicable Rules / Regulations / Guidelines / Notifications /Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including the NSE Limited, subject to the approval of members for increase of authorised share capital of the Company and subject to any statutory amendment(s), modification(s), variation(s) or enactment(s) or re-enactment(s) of the aforementioned statutes/regulations for the time being in force and other applicable procedural laws made under any of the above mentioned statutes/regulations in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the board of directors of the Company (the "Board", which term shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of members of the Company be and is hereby accorded to create, offer, issue and allot upto 2,50,000 (Two Lakh Fifty Thousand) Fully Convertible Warrants, each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each ("Warrants") at a price of ₹ 399/- (Rupees Three Hundred Ninety Nine) including a premium of ₹ 389/- (Rupees Three Hundred Eighty Nine), each (including the Warrants subscription price and Warrant exercise price) payable in cash aggregating upto ₹ 9,97,50,000/- (Rupees Nine Crore Ninety Seven Lakh Fifty Thousand only) or such higher price as may be arrived at in accordance with the Chapter V of ICDR Regulations, by way of preferential issue on a private placement basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit, to the Promoters / Promoter Group of the Company ("Proposed Warrant Allottees") as mentioned below

Maximum number of Warrants to be allotted

Sr. No.	Name of Proposed Warrant Allottees	PAN	Category	Maximum number of Warrants to be allotted	Maximum Aggregate Amount (₹)
1	Bhatt Mukeshkumar N	AJPPB8304G	Promoter	1,25,000	4,98,75,000
2	Vipul Thakkar	AJTPT2939B	Promoter	1,25,000	4,98,75,000
TOTAL					9,97,50,000

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the “Relevant Date” for the determination of the minimum price issue and allotment of the Warrants shall be Monday, 06th May, 2024, being 30 (thirty) days prior to the date of the Extra-Ordinary General Meeting;

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the Proposed Warrant Allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government including the in-principle approval of the stock exchange, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, the Board is hereby authorised to record the name and details of the Proposed Warrant Allottees in form PAS-5 and to make an offer to the Proposed Warrant Allottees through letter of offer/private placement offer letter cum application letter in Form PAS 4 to the Proposed Warrant Allottees inviting them to subscribe to the warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b) The Warrants may be exercised into equity shares in one or more tranches as aforesaid by the Proposed Warrant Allottees at any time before the expiry of 18 months from the date of allotment of the Warrants.
- c) The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between.
- d) A Warrant subscription price equivalent to 25% (i.e., the upfront amount) of the issue price will be payable by the Proposed Warrant Allottees at the time of subscription to the Warrants into the designated bank account of the Company, as prescribed by Regulation 169 of the ICDR Regulations, on or prior to the date of allotment thereof, from their respective bank account, which will be kept by the Company and to be adjusted and appropriated against the issue price. A Warrant exercise price equivalent to the 75% of the issue price shall be payable by the Proposed Warrant Allottees from their respective bank account into the designated bank account of the Company, at the time of exercising the Warrants.

- e) The equity shares to be issued to the Proposed Warrant Allottees pursuant to conversion of Warrants into equity shares shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.
- f) The issue of the Warrants as well as equity shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- g) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Proposed Warrant Allottees within the aforesaid period of 18 (eighteen) months, the entitlement of the Proposed Warrant Allottees to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Proposed Warrant Allottees on such Warrants shall stand forfeited by the Company.
- h) The Warrants and the equity shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.
- i) The Warrants by itself, until exercised and converted into equity shares, shall not give to the Proposed Warrant Allottees thereof any rights with respect to that of an equity shareholder of the Company.
- j) In the event, the equity shares of the Company are either sub-divided or consolidated before the conversion of the Warrants into equity shares of the Company, then the face value, the number of equity shares to be allotted on conversion of the Warrants and the warrant issue price shall automatically stand adjusted in the same proportion, as the present value of the equity shares of the Company bears, to the newly sub-divided / consolidated equity shares without affecting any right or obligation of the said Proposed Warrant Allottees.
- k) The equity shares so allotted to the Proposed Warrant Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted thereunder.
- l) the Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI Listing Regulations and the Securities Contracts(Regulation) Rules, 1957.
- m) the resulting Equity Shares shall rank pari-passu with the then existing fully paid-up equity shares of the Company including as to Dividend, Voting Rights etc.
- n) the resulting Equity Shares will be listed and traded on the Stock Exchange(s), where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be warrants shall not be listed
- o) the entire pre-preferential equity shareholding of the Proposed Warrant Allottee, if any, shall be subject to lock in as per Regulation 167(6) of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the issue and allotment of Warrant made to NRIs, FPIs and/or other eligible foreign investors, as applicable pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits as set forth thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Proposed Warrant Allottees.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as it may in

its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned preferential allotment (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue), making applications to NSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Ahmedabad (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and equity shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL / CDSL and for the credit of such Warrants / equity shares to the respective dematerialized securities account of the Proposed Allottees and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants/ equity shares and listing thereof, as applicable with the stock exchange as appropriate and utilisation of proceeds of the Warrants, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or Company Secretary of the Company to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the directors of the Company or the Company Secretary of the Company, signed physically or by digital means, be forwarded to the authorities concerned for necessary action.”

Registered Office:

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

Place : Ahmedabad

Date : 9th May, 2024

**By Order of the Board of Directors
For Jay Jalaram Technologies Limited**

**Sd/-
Mukesh Prajapat
Company Secretary & Compliance Officer
Membership No.: ACS 39443**

NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business under Item Nos. 1, 2 & 3 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding 50 in numbers and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights, as applicable. A member holding more than 10 percent of the total share capital of the Company and carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Proxy Form and Attendance Slip are enclosed with the Notice of EGM. Members / Proxies / Authorized Representatives should bring their Attendance Slip duly filled in for attending the meeting. Proxy holder shall carry his/her valid identity proof (Driving License, Voter ID Card, Passport, PAN Card) in order to prove his/her identity.

3. The attendance of the members attending the EGM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. The Route map showing directions to reach at the venue of this Meeting is given at the end of the EGM Notice.
5. Corporate members are requested to send to the Company on the email id: cs@koremobiles.com the certified true copy of Board Resolution pursuant to the provisions of Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote on their behalf at the meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote at the meeting.
7. All businesses to be transacted at the meeting, may be transacted through remote e-voting system. The Company is providing facility of remote e-Voting to all the shareholders of the Company whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-Off date i.e. Wednesday, 29th May, 2024.**
8. Voting through Polling Papers/Ballot Papers shall be made available at the venue of the EGM & the members attending the EGM who have not cast their vote by remote e-voting shall be able to cast their vote by Polling Papers/Ballot Papers at the meeting.
9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant ("DP"). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. All the equity shares of the Company have been dematerialized and are mandated for the trading in the compulsory Demat mode. The ISIN No. allotted for the Company's Shares is INE0J6801010.
12. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the Securities Market. Members holding shares in

electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts.

13. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the members in respect of the shares held by them. Members holding shares in electronic form may submit nomination details to their respective depository participant.
14. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company between 10:30 a.m. to 06:00 p.m. on all working days, except on holidays, up to and including the date of the EGM of the Company.
15. The Notice of EGM, Attendance Slip and Proxy Form is being sent by electronic mode to all the members whose email addresses are registered with the RTA of the Company/ Depository Participant(s). If any member wishes to get a duly printed copy of the EGM Notice, please send a request for the same over email at cs@koremobiles.com The Notice of EGM is also being sent in physical mode to all the members whose email addresses are not registered with the RTA of the Company/ Depository Participant(s). Members may note that this Notice of EGM, Attendance Slip and Proxy Form will be made available on the website of the Company at www.koremobiles.com and on the website of National Stock Exchange of India Limited (“NSE”) at www.nseindia.com and the Notice of EGM will be made available on the evoting website of Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com
16. To support the ‘Green Initiative’ of the Ministry of Corporate Affairs, the Members who have not registered their e-mail addresses are requested to contact your Depository Participant (“DP”) and register your Email ID, Mobile No., PAN No., Bank Account details, and other details with your DP as per the process advised by your DP.
17. The Company has a designated Email ID: cs@koremobiles.com for redressal of Shareholders’/Investors grievances. In case you have any queries/grievances, then kindly write to the abovementioned designated email address.
18. A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.

Process and manner for voting through electronic means and polling papers:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), the Company is providing facility of remote e-voting to its members in respect of the businesses to be transacted at the EGM. The facility of casting votes by a member using remote e-voting will be provided by CDSL. Instructions for remote e-voting are provided herein below at Point No. (A.). Members whose email ids/mobile nos. are not registered with the Company/RTA/Depositories, for obtaining EGM Notice & the login credentials for remote e-voting are requested to refer the instructions provided at Point No. (B.).
2. The members who have cast their vote by remote e-voting prior to the EGM may also attend the meeting but shall not be entitled to cast their vote again.
3. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-off date i.e. Wednesday, 29th May, 2024**, shall be entitled to attend and vote at the meeting.

4. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and holding shares as on the **Cut-off date i.e. Wednesday, 29th May, 2024**, shall be entitled to exercise his/her vote through remote e-voting/polling papers. Such members may obtain Sequence No. for e-voting by sending a request at cs@koremobiles.com and cast vote after following the instructions as provided in the Notice convening the meeting, which is available on the websites of the Company, CDSL and NSE. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.
5. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
6. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the **Cut-off date i.e. Wednesday, 29th May, 2024**.
7. Mr. Hitarth S Shah, Proprietor of M/s. Hitarth S Shah & Associates, Practicing Company Secretaries, (Membership No. ACS-50728 and COP No. 23616), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and poll process at the EGM in a fair and transparent manner.
8. The Chairman shall at the meeting, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Papers for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.
9. The Scrutinizer shall immediately after the conclusion of voting at the EGM, first count the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, to the Chairman the meeting or a person authorized by him in writing who shall countersign the same.
10. The voting results will be declared on receipt of Scrutinizers Report. The voting results along with the Scrutinizer's Report will be placed on the website of the agency www.evotingindia.com and also on the website of the Company www.koremobiles.com not later than two working days of the conclusion of the EGM of the Company and will also be submitted to the National Stock Exchange of India Limited ("NSE") where the shares of the Company are listed.

(A.) The instructions for shareholders for remote e-voting are as under:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The **remote e-voting period commences at 09:00 a.m. IST on Sunday, 02nd June, 2024 and ends at 05:00 p.m. IST on Tuesday, 04th June, 2024 (both days inclusive)**. During this period, shareholders of the Company holding shares as on the **Cut-off date i.e. Wednesday, 29th May, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at

the meeting venue.

- (iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) **Login Method for remote e-voting for shareholders other than individual shareholders holding shares in Demat form:**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on “Shareholders” Tab.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

For shareholders other than individual shareholders holding shares in Demat Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field which will be communicated by email.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. Click on the EVSN “240509005 – Jay Jalaram Technologies Limited” on which you choose to vote.
10. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
11. Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
12. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
13. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
15. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
16. There is also an optional provision to upload Board Resolution and Power of Attorney, if any, which will be made available to scrutinizer for verification.
17. **Additional facility for Non – Individual Shareholders and Custodians – For Remote e-voting only:**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cshitarthshah@gmail.com and cs@koremobiles.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(B.) The Process for those Shareholders whose email addresses/mobile nos. are not registered with the Company/Depositories, for obtaining Notice of EGM & login credentials for remote e-Voting:

Please send a request letter mentioning therein Name of shareholder, Demat account details (CDSL 16 digits beneficiary ID or NSDL 16 digits DPID + CLID) along with Client Master or copy of Consolidated Account Statement and self-attested copy of PAN Card by email to Company's RTA at ahmedabad@linkintime.co.in and also to the Company at cs@koremobiles.com

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

Registered Office:

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

**By Order of the Board of Directors
For Jay Jalaram Technologies Limited**

**Sd/-
Mukesh Prajapat
Company Secretary & Compliance Officer
Membership No.: ACS 39443**

Place : Ahmedabad

Date : 9th May, 2024

ANNEXURE TO THE NOTICE

Explanatory Statement

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 1

Considering the fund requirements for growing business, the Company has come up with preferential allotment, which necessitates increasing the authorised share capital of the Company by infusion of more capital into the Company. The Board of Directors of the Company at their meeting held on 09th May, 2024 have decided to increase the Authorised capital from the existing ₹ 12,00,00,000/- (Rupees Twelve Crore only) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of ₹ 10/- each to ₹ 17,00,00,000 (Rupees Seventeen Crore only) divided into 1,70,00,000 (One Crore Seventy Lakh) Equity Shares of ₹ 10/- each by creating additional 50,00,000 (Fifty Lakh) Equity Shares of ₹ 10/- each, ranking pari-passu in all respects with the existing equity shares of the Company.

Pursuant to Section 61 of the Companies Act, 2013 increase of authorised share capital requires the approval of the members by way of ordinary resolution. Further the alteration of Authorised Share capital requires modification of Capital Clause (i.e. Clause V) of Memorandum of Association of the Company.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this notice. The board recommends the said resolution No. 1 to be passed as an ordinary resolution.

None of the directors, managers, key managerial personnel, and relatives of the directors, managers, key managerial personnel are interested or concerned either directly or indirectly in the above resolution except to the extent of their shareholding in the Company.

Item Nos. 2 & 3

The Special Resolutions contained in Item Nos. 2 and 3 of the Notice, have been proposed pursuant to the applicable provisions of Sections 42 and 62(1)(c) of the Companies Act, read with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), to issue and allot the following Securities as part of a common private placement offer through a preferential issue (“Preferential Issue”):

- (i) Up to 7,50,000 (Seven Lakh Fifty Thousand) Equity Shares of the Company of face value ₹ 10/- each (“Equity Shares”) to the persons / entities belonging to the Non-Promoter Category (“Proposed Equity Allottees”); and
- (ii) Up to 2,50,000 (Two Lakh Fifty Thousand) fully convertible Warrants (“Warrants”) to Promoters/ Promoter Group Category of the Company (“Proposed Warrant Allottees”).

The offer for the proposed allotments as mentioned above in Items 2 and 3 shall be made by way of a common offer letter to be issued to the Proposed Equity Allottees and Proposed Warrant Allottees (collectively, the “Proposed Allottees”).

The said proposal of issuance of securities to the Proposed Allottees has been considered and subject to the approval of the members of the Company, approved by the Board at their meeting held on 09th May, 2024.

As required under Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the PAS Rules and Regulation 163(1) of Chapter V of the ICDR Regulations and as per Companies Act, 2013:

1. Objects of the Preferential Issue and aggregate amount proposed to be raised:

The Company needs to raise additional funds to have access to long term resources to meet its growth requirements, working capital requirements and for general corporate purposes. The Board of Directors of the Company proposed to raise up to ₹ 39,90,00,000 through issue of Equity Shares and fully convertible Warrants on preferential basis to Promoters/Promoter Group and certain other Non-Promoter Persons/Entities, as applicable.

The Company shall utilize the proceeds from the Preferential Issue in the following manner:

Sl. No.	Objectives of the proposed issue	Amount specified (₹ in Crore)	Utilisation time
1.	Business Growth & Expansion	35.00	Within 30 days from receipt of funds from these proposed allottees
2.	Working Capital Requirements	4.90	
TOTAL		39.90	

2. Particulars of the Preferential Issue include terms of issue, issue size, date of passing of Board resolution, kind of Securities offered, nominal value of and maximum number of Securities to be issued, rate of dividend and the Issue Price.

The Board of Directors of the Company at their meeting held on 09th May, 2024 had, subject to the approval of the members of the Company (“Members”) and such other approvals as may be required, approved the issue of upto 7,50,000 (Seven Lakh Fifty Thousand) Equity Shares of face value of ₹ 10/- each (“Equity Shares”) at a price of ₹ 399/- (Rupees Three Hundred Ninety Nine) including a premium of ₹ 389/- (Rupees Three Hundred Eighty Nine) each payable in cash aggregating to ₹ 29,92,50,000/- (Rupees Twenty Nine Crore Ninety Two Lakh Fifty Thousand only) and upto 2,50,000 (Two Lakh Fifty Thousand) Fully Convertible Warrants, each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each (“Warrants”) at a price of ₹ 399/- (Rupees Three Hundred Ninety Nine) including a premium of ₹ 389/- (Rupees Three Hundred Eighty Nine) each (including the Warrants subscription price and Warrant exercise price) payable in cash aggregating to ₹ 9,97,50,000/- (Rupees Nine Crore Ninety Seven Lakh Fifty Thousand only), (Equity Shares and Warrants hereinafter together referred to as “Securities”) or such higher price as may be arrived at in accordance with the ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit, to the Proposed Allottees as mentioned below by way of preferential allotment on such terms and conditions as may be determined by the Board (“Preferential Allotment”):

Maximum number of Equity Shares to be allotted

Sr. No.	Name of Proposed Equity Allottees	PAN	Maximum number of Equity Shares to be allotted	Maximum Aggregate Amount (₹)
Non – Promoter Group of the Company				
1	Mukesh Mittal (On behalf of Sarv Ventures)	AEPFS5033N	80,000	3,19,20,000
2	India Emerging Giants Fund Limited	AAFCI9293P	75,000	2,99,25,000
3	Blue Lotus Capital Multi Bagger Fund II	AAETB5142Q	50,000	1,99,50,000
4	Tara Vati Dahiya	AILPD7286N	50,000	1,99,50,000
5	Nandan P Rao	BRZPR2188B	32,500	1,29,67,500
6	Jinendra G & Gotham Chand (On behalf of 1955 Venture Fund)	AADFZ2935J	25,000	99,75,000
7	Sunil Fatehchand Motwani; Kusumben Sunil Motwani; Fatehchand Bhagwandas Motwani (On behalf of Emsun Marketing)	AACFE7859B	25,000	99,75,000
8	Anju Vaid	ADGPA7571H	12,500	49,87,500
9	Jai Shankar Raghava Chandra	AOYPS5956B	12,500	49,87,500
10	Nirmal Rajnikant Shah	AAHPS3534J	12,500	49,87,500
11	Nikunj Kumar Chimanlal Patel	BLPPP4410C	12,500	49,87,500
12	Sunil Fatehchand Motwani	ACLPM5774A	12,500	49,87,500
13	Patel Nidhiben Nikunj Kumar	ATLPP1967H	12,500	49,87,500
14	Manoharlal Bansilal Kanjani	ACYPK5544R	11,000	43,89,000

15	Reshma Manoharlal Kanjani	ADPPK8598K	11,000	43,89,000
16	M Nirmal Kumar	ABAPK4425C	10,000	39,90,000
17	Padamkumar R Soni	AAEPS5458A	10,000	39,90,000
18	Pawan Pagaria	AARPP3734D	10,000	39,90,000
19	D Prakash Devi	AAPPP5023P	10,000	39,90,000
20	Vital Wealth Catalyst and Logistics LLP	AAUFV8236B	10,000	39,90,000
21	Thakkar Arpit K	AGEPT4362J	8,500	33,91,500
22	Raju Rameshchand Lunawath	AEDPR0179J	7,500	29,92,500
23	Shifali Mehta	AFAPM2372Q	7,500	29,92,500
24	Jagdish Bansilal Kanjani	ACYPK5546P	7,000	27,93,000
25	Vinita Jagdish Kanjani	ACVPK0350L	7,000	27,93,000
26	H K Thaker	ADFPT6287N	6,300	25,13,700
27	Vummidi Amarendran	AAEPA3310M	6,300	25,13,700
28	Rajindra Valsalan	ADNPR2969P	6,300	25,13,700
29	Rupal Jinesh Shah & Sonal Nilesh Shah (On behalf of R S Financial Solutions)	AAWFR7093L	6,300	25,13,700
30	Sandeep Bhandari	AKDPB4199E	6,300	25,13,700
31	Sanjay Kumar Singhal	AATPS2482B	6,300	25,13,700
32	Sanjeev Kumar Aggarwal	AAQPA8822N	6,300	25,13,700
33	Balkrishan Poddar	AFOPP0409D	6,300	25,13,700
34	Shah Surabhi Yash	BOVPK6451F	6,300	25,13,700
35	Kavita Jain	ACYPJ9601J	6,300	25,13,700
36	Murtaza Hasan Dariwala	AIOPD7581M	6,300	25,13,700
37	A G Mehta HUF	AAHHA6774Q	6,300	25,13,700
38	Anushree Gadodia	ALSPB7787Q	6,300	25,13,700
39	Pavan Sethia	BYXPS6655M	6,300	25,13,700
40	Nav Ratan Bhaiya HUF	AAIHN7893J	6,300	25,13,700
41	Vivek Dasot	ADSPD5084A	6,300	25,13,700
42	Premavathy C	BCNPP8541H	6,200	24,73,800
43	Anjali Gupta	ACTPG1743P	6,200	24,73,800
44	Manish Mardia (On behalf of Manish Mardia & Family)	AADHM2034F	6,200	24,73,800
45	Swapnil Jatinbhai Shah & Hemant Ishwarlal Modi (On behalf of Svar Family Trust)	ABGTS2950N	5,000	19,95,000
46	Avinash V	AHLPA1008J	5,000	19,95,000
47	Manoj Amlokchand Gadiya	ABQPM1629Q	5,000	19,95,000
48	Pannalal Rathore	AFTPP2170C	5,000	19,95,000

49	Ajay	AVJPA4691B	5,000	19,95,000
50	M Bharat Kumar	AAEPB1580G	5,000	19,95,000
51	Prasanth Suresh Kothari	AWWPP1402B	5,000	19,95,000
52	Rishabh Umedmal Golecha	DIJPG2653D	5,000	19,95,000
53	Shilpa Jhabak	ACEPP4345F	5,000	19,95,000
54	Noida Holdings Private Limited	AAECN6385L	5,000	19,95,000
55	Sailendra Kumar K	AAFPPK8983P	5,000	19,95,000
56	Mahek Sanjaykumar Chandibhamar	HUIPM7619Q	5,000	19,95,000
57	Prakashbhai Arvindbhai Shah	ACKPS9423R	4,000	15,96,000
58	Malav Prakashkumar Shah HUF	AAMHM9299P	4,000	15,96,000
59	Rinku Jain	AAAPO1276C	4,000	15,96,000
60	Nikita Mohit Munot	AEYPN4636D	4,000	15,96,000
61	Priti C Kothari	ADHPK2328M	3,800	15,16,200
62	Amarchand Sancheti	AIJPS3846B	3,800	15,16,200
63	Shripal Bhandari; Chetan Bhandari & Yogesh Bhandari (On behalf of VM Finserve and Asset Management)	AAUFV9646F	2,500	9,97,500
64	Aakash Jain	AJKPJ3618A	2,500	9,97,500
65	Chirag Kothari	INIPK3821G	2,500	9,97,500
66	Ritik Bagmar Jain	DRMPB5390A	2,500	9,97,500
67	Pawan Kumar Jain	AIUPJ9384N	2,500	9,97,500
68	Pranali Rajnikant Shah	BIUPS7384E	2,500	9,97,500
69	Munot Sumangla Gautam	AJMPK7337H	2,500	9,97,500
70	Chetan Sahebrao Tupe	ADAPT3410G	2,500	9,97,500
71	Sagar Brijmohan Bakshi	AFZPB9642P	2,500	9,97,500
72	Karan Rameshbhai Mandhani HUF	AALHK5839E	2,500	9,97,500
TOTAL			7,50,000	29,92,50,000

Maximum number of Warrants to be allotted

Sr. No.	Name of Proposed Warrant Allottees	PAN	Maximum number of Warrants to be allotted	Maximum Aggregate Amount (₹)
Promoters & Promoter Group of the Company				
1	Bhatt Mukeshkumar N	AJPPB8304G	1,25,000	49,87,5000
2	Vipul Thakkar	AJTPT2939B	1,25,000	49,87,5000
TOTAL			2,50,000	99,75,0000

The terms and conditions of the Preferential Issue of Securities are as stated in the Resolution Nos. 2 and 3.

3. Maximum number of specified securities to be issued:

The Board of Directors of the Company at its meeting held on 09th May, 2024 has approved to issue not exceeding 7,50,000 (Seven Lakh Fifty Thousand) Equity Shares of face value of ₹ 10/- each and 2,50,000

(Two Lakh Fifty Thousand) fully convertible Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each at an issue price of ₹ 399/- each.

4. Amount which the Company intends to raise by way of such Securities:

The Company intends to raise an aggregate amount up to ₹ 39,90,00,000/- (Rupees Thirty Nine Crore Ninety Lakh only) by way of issue of Securities.

5. Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the issue price for the Preferential Allotment of the Securities will be 06th May, 2024, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed in the Extra-Ordinary General Meeting i.e. 05th June, 2024.

6. Basis on which the price has been arrived at along with report of the Registered Valuer and justification for the price (including premium, if any):

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee, the price of ₹ 398.34 of the Securities to be issued and allotted to the Proposed Allottees has been determined taking into account the Valuation Report dated 09th May, 2024 issued by M/s. R V Shah & Associates (FRN: 133958W), IBBI Registration No.: IBBI/RV/06/2018/10240, Chartered Accountants, (Ms. Rashmi Shah, ICAI Membership No.: 123478), in accordance with Regulation 166A(1) of the ICDR Regulations ("Valuation Report"). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: https://www.koremobiles.com/storage/app/public/investor_relation/Valuation_Report_06052024.pdf

The Equity Shares of the Company are listed on SME Platform of National Stock Exchange of India Limited ("NSE"), the shares were frequently traded on NSE during the preceding 90 trading days prior to the Relevant Date for computation of issue price. Trading volume of the Equity Shares on the NSE has been considered to determine the issue price. In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which Securities shall be allotted shall not be less than and higher of the following:

- the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

It is to be noted that nothing mentioned in the Articles of Association of the Company provide for a method of determination of floor price for equity shares to be allotted pursuant to the Preferential Issue.

Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 166A(1) of Chapter V of the ICDR Regulations is ₹ 398.34/- including premium of ₹ 388.34/- each payable in cash. In view of the above, the Board of the Company has fixed the issue price Securities of ₹ 399/- which is above the Minimum Price as determined in compliance with the requirements of the ICDR Regulations.

7. Equity Shareholding Pattern of the Company before and after the Preferential Issue:

Sr. No.	Category	Pre issue Shareholding as on 03.05.2024		No. of Equity Shares to be Allotted	Post issue Shareholding (Presuming allotment of Equity Shares)		No. of Warrants to be Allotted	Post issue Shareholding (assuming allotment of equity shares and full conversion of warrants)	
		No. of Equity Shares	%		No. of Equity Shares	%		No. of Equity Shares	%
A. Promoters and Promoter Group Holding:									
1	Indian:								
	Individual	8130000	73.05	0	8130000	68.43	250000	8380000	69.08
2	Foreign Promoters:								
	Individual	0	0	0	0	0	0	0	0
	Sub Total (A)	8130000	73.05	0	8130000	68.43	250000	8380000	69.08
B. Non – Promoters’ Holding									
1	Institutional Investors								
	a) Alternate Investment Funds	0	0	50000	50000	0.42	0	50000	0.41
	b) Foreign Portfolio Investor	0	0	75000	75000	0.63	0	75000	0.62
2	Non-Institution:								
	a) Individual	2382000	21.40	590900	2972900	25.02	0	2972900	24.51
	b) NRI	30500	0.27	0	30500	0.26	0	30500	0.25
	c) Foreign Companies		0.00	0	0	0.00	0	0	0.00
	d) Bodies Corporate	179500	1.61	5000	184500	1.55	0	184500	1.52
	e) Body Corp-Ltd Liability Partnership	26000	0.23	10000	36000	0.30	0	36000	0.30
	f) Hindu Undivided Family	382000	3.43	19100	401100	3.38	0	401100	3.31
	g) NBFCs	0	0	0	0	0	0	0	0
	Sub Total (B)	3000000	26.95	750000	3750000	31.57	0	3750000	30.92
	Grand Total (A + B)	11130000	100	750000	11880000	100.00	250000	12130000	100

**Assuming that all the Warrants proposed to be issued are subscribed and converted into Equity Shares, further post issue shareholding above may stand altered.*

8. Names of the Proposed Allottees, identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed

Allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Allotment, expected dilution in equity share capital upon issuance of Securities:

Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them

Name of proposed allottees	Pre-Preferential Allotment		The maximum number of Equity shares proposed to be allotted	Post issue Shareholding		The maximum number of Equity shares proposed to be allotted upon full conversion of Warrants	Post issue Shareholding (assuming allotment of equity shares and full conversion of warrants)		Ultimate Beneficial Owner
	Shareholding as on 03.05.2024			(Presuming allotment of Equity Shares)			No. of Shares	%	
	No. of Shares	%		No. of Shares	%				
Promoter and Promoter Group of the Company									
Bhatt Mukeshkumar N	870750	7.82	0	870750	7.33	125000	995750	8.21	N.A.
Vipul Thakkar	870750	7.82	0	870750	7.33	125000	995750	8.21	N.A.
Public / Non-Promoter									
Mukesh Mittal (On behalf of Sarv Ventures)	165000	1.48	80000	245000	2.06	0	245000	2.02	Mukesh Mittal
India Emerging Giants Fund Limited	0	0.00	75000	75000	0.63	0	75000	0.62	Arvind Krishnan & Udhaya Kumar Varadharajan
Blue Lotus Capital Multi Bagger Fund II	0	0.00	50000	50000	0.42	0	50000	0.41	Harikrishnan Selvakumar
Tara Vati Dahiya	0	0.00	50000	50000	0.42	0	50000	0.41	N.A.
Nandan P Rao	0	0.00	32500	32500	0.27	0	32500	0.27	N.A.
Jinendra G & Gotham Chand (On behalf of 1955 Venture Fund)	0	0.00	25000	25000	0.21	0	25000	0.21	Jinendra G & Gotham Chand
Sunil Fatehchand Motwani; Kusumben Sunil Motwani; Fatehchand Bhagwandas Motwani (On behalf of Emsun	42000	0.38	25000	67000	0.56	0	67000	0.55	Sunil Fatehchand Motwani; Kusumben Sunil Motwani; Fatehchand Bhagwandas Motwani

Marketing)									
Anju Vaid	0	0.00	12500	12500	0.11	0	12500	0.10	N.A.
Jai Shankar Raghava Chandra	0	0.00	12500	12500	0.11	0	12500	0.10	N.A.
Nirmal Rajnikant Shah	0	0.00	12500	12500	0.11	0	12500	0.10	N.A.
Nikunj Kumar Chimanlal Patel	0	0.00	12500	12500	0.11	0	12500	0.10	N.A.
Sunil Fatehchand Motwani	21000	0.19	12500	33500	0.28	0	33500	0.28	N.A.
Patel Nidhiben Nikunj Kumar	10000	0.09	12500	22500	0.19	0	22500	0.19	N.A.
Manoharlal Bansilal Kanjani	0	0.00	11000	11000	0.09	0	11000	0.09	N.A.
Reshma Manoharlal Kanjani	0	0.00	11000	11000	0.09	0	11000	0.09	N.A.
M Nirmal Kumar	1000	0.01	10000	11000	0.09	0	11000	0.09	N.A.
Padamkumar R Soni	0	0.00	10000	10000	0.08	0	10000	0.08	N.A.
Pawan Pagaria	0	0.00	10000	10000	0.08	0	10000	0.08	N.A.
D Prakash Devi	0	0.00	10000	10000	0.08	0	10000	0.08	N.A.
Vital Wealth Catalyst and Logistics LLP	0	0.00	10000	10000	0.08	0	10000	0.08	Aayush Srisrimal; Narendra Kumar Srisrimal & Nishank Sakariya
Thakkar Arpit K	9500	0.09	8500	18000	0.15	0	18000	0.15	N.A.
Raju Rameshchand Lunawath	2000	0.02	7500	9500	0.08	0	9500	0.08	N.A.
Shifali Mehta	0	0.00	7500	7500	0.06	0	7500	0.06	N.A.
Jagdish Bansilal Kanjani	12000	0.11	7000	19000	0.16	0	19000	0.16	N.A.
Vinita Jagdish Kanjani	8000	0.07	7000	15000	0.13	0	15000	0.12	N.A.
H K Thaker	0	0.00	6300	6300	0.05	0	6300	0.05	N.A.
Vummidi Amarendran	0	0.00	6300	6300	0.05	0	6300	0.05	N.A.
Rajindra Valsalan	0	0.00	6300	6300	0.05	0	6300	0.05	N.A.
Rupal Jinesh Shah & Sonal Nilesh Shah (On behalf of R S Financial Solutions)	0	0.00	6300	6300	0.05	0	6300	0.05	Rupal Jinesh Shah & Sonal Nilesh Shah
Sandeep Bhandari	5000	0.04	6300	11300	0.10	0	11300	0.09	N.A.

Sanjay Kumar Singhal	0	0.00	6300	6300	0.05	0	6300	0.05	N.A.
Sanjeev Kumar Aggarwal	0	0.00	6300	6300	0.05	0	6300	0.05	N.A.
Balkrishan Poddar	0	0.00	6300	6300	0.05	0	6300	0.05	N.A.
Shah Surabhi Yash	0	0.00	6300	6300	0.05	0	6300	0.05	N.A.
Kavita Jain	0	0.00	6300	6300	0.05	0	6300	0.05	N.A.
Murtaza Hasan Dariwala	0	0.00	6300	6300	0.05	0	6300	0.05	N.A.
A G Mehta HUF	0	0.00	6300	6300	0.05	0	6300	0.05	Amit Mehta
Anushree Gadodia	0	0.00	6300	6300	0.05	0	6300	0.05	N.A.
Pavan Sethia	0	0.00	6300	6300	0.05	0	6300	0.05	N.A.
Nav Ratan Bhaiya HUF	0	0.00	6300	6300	0.05	0	6300	0.05	Nav Ratan Bhaiya
Vivek Dasot	0	0.00	6300	6300	0.05	0	6300	0.05	N.A.
Premavathy C	0	0.00	6200	6200	0.05	0	6200	0.05	N.A.
Anjali Gupta	0	0.00	6200	6200	0.05	0	6200	0.05	N.A.
Manish Mardia (On behalf of Manish Mardia & Family)	0	0.00	6200	6200	0.05	0	6200	0.05	Manish Mardia
Swapnil Jatinbhai Shah & Hemant Ishwarlal Modi (On behalf of Svar Family Trust)	0	0.00	5000	5000	0.04	0	5000	0.04	Swapnil Jatinbhai Shah & Hemant Ishwarlal Modi
Avinash V	8000	0.07	5000	13000	0.11	0	13000	0.11	N.A.
Manoj Amlokchand Gadiya	0	0.00	5000	5000	0.04	0	5000	0.04	N.A.
Pannalal Rathore	0	0.00	5000	5000	0.04	0	5000	0.04	N.A.
Ajay	0	0.00	5000	5000	0.04	0	5000	0.04	N.A.
M Bharat Kumar	0	0.00	5000	5000	0.04	0	5000	0.04	N.A.
Prasanth Suresh Kothari	0	0.00	5000	5000	0.04	0	5000	0.04	N.A.
Rishabh Umedmal Golecha	0	0.00	5000	5000	0.04	0	5000	0.04	N.A.
Shilpa Jhabak	0	0.00	5000	5000	0.04	0	5000	0.04	N.A.
Noida Holdings Private Limited	0	0.00	5000	5000	0.04	0	5000	0.04	Pankaj Saraogi
Sailendra Kumar K	0	0.00	5000	5000	0.04	0	5000	0.04	N.A.
Mahek Sanjaykumar Chandibhamar	0	0.00	5000	5000	0.04	0	5000	0.04	N.A.
Prakashbhai Arvindbhai Shah	0	0.00	4000	4000	0.03	0	4000	0.03	N.A.
Malav Prakashkumar Shah HUF	0	0.00	4000	4000	0.03	0	4000	0.03	Malav Prakashkumar Shah
Rinku Jain	0	0.00	4000	4000	0.03	0	4000	0.03	N.A.
Nikita Mohit Munot	0	0.00	4000	4000	0.03	0	4000	0.03	N.A.

Priti C Kothari	0	0.00	3800	3800	0.03	0	3800	0.03	N.A.
Amarchand Sancheti	0	0.00	3800	3800	0.03	0	3800	0.03	N.A.
Shripal Bhandari; Chetan Bhandari & Yogesh Bhandari (On behalf of VM Finserve and Asset Management)	0	0.00	2500	2500	0.02	0	2500	0.02	Shripal Bhandari; Chetan Bhandari & Yogesh Bhandari
Aakash Jain	0	0.00	2500	2500	0.02	0	2500	0.02	N.A.
Chirag Kothari	0	0.00	2500	2500	0.02	0	2500	0.02	N.A.
Ritik Bagmar Jain	0	0.00	2500	2500	0.02	0	2500	0.02	N.A.
Pawan Kumar Jain	0	0.00	2500	2500	0.02	0	2500	0.02	N.A.
Pranali Rajnikant Shah	0	0.00	2500	2500	0.02	0	2500	0.02	N.A.
Munot Sumangla Gautam	0	0.00	2500	2500	0.02	0	2500	0.02	N.A.
Chetan Sahebrao Tupe	0	0.00	2500	2500	0.02	0	2500	0.02	N.A.
Sagar Brijmohan Bakshi	0	0.00	2500	2500	0.02	0	2500	0.02	N.A.
Karan Rameshbhai Mandhani HUF	0	0.00	2500	2500	0.02	0	2500	0.02	Karan Mandhani

Notes: For detailed holding of the Promoter Group, please refer to shareholding pattern provided above.

9. Change in control if any in the Company that would occur consequent to the preferential offer:

There shall be no change in management or control of the Company pursuant to the proposed Preferential Issue of Securities (including those equity shares arising from conversion of Warrants). However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

10. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects

The convertible Warrant shall be issued to Mr. Bhatt Mukeshkumar N and Mr. Vipul Thakkar. They have indicated their intention to subscribe to the convertible Warrants on preferential basis. Other than them, none of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the convertible Warrants and/or Equity Shares under the Preferential Allotment or otherwise contribute to the Preferential Allotment or separately in furtherance of the objects specified herein above.

11. Time frame within which the Preferential Allotment shall be completed and terms of conversion

As required under the ICDR Regulations, the Securities shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Securities is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government including the in-principle approval of the stock exchange, the allotment shall be completed within a period of 15 days from the date of such approval.

The allottees of Warrants shall be required to pay an amount equivalent to 25% of the issue price at the time of subscription and allotment of each Warrant. The balance 75% of the issue price shall be payable by the Proposed Warrant Allottees upon exercise of the entitlement attached to Warrant(s) to subscribe for equity share(s) within a period of eighteen months from the date of allotment of Warrants. The initial amount of 25%

paid against the Warrants shall be adjusted/ set off against the issue price of the resultant equity shares. The Proposed Warrant Allottees shall be entitled to exercise their right to subscribe for the equity shares in one or more tranches as and when they deem fit within the prescribed period of eighteen months. The Proposed Warrant Allottees shall be required to pay the balance amount of 75% of the issue price to the extent of the number of equity shares they intend to subscribe in each such tranche.

Upon receipt of the requisite payment of the remaining 75% of the consideration payable in respect of the Warrants, as above, the Board (or a committee thereof) shall allot one equity share per warrant by appropriating ₹ 10/- towards equity share capital and the balance amount paid against each Warrant towards the securities premium. The allotment shall only be made in the dematerialized form.

If the entitlement against the Warrants to apply for the equity shares is not exercised by the Proposed Warrant Allottees, within the specified period of eighteen months as stipulated under ICDR Regulations, the entitlement of the Proposed Warrant Allottees to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited by the Company.

The Proposed Warrant Allottees, upon conversion of their warrants into equity shares, shall also be entitled to any future bonus/rights issue(s) of equity shares or other securities convertible into Equity Shares by the Company, in the same proportion and manner as any other members of the Company for the time being. The Warrants by itself do not give to the holder thereof any rights of the members of the Company.

12. Undertaking as to re-computation of price of the specified Securities in terms of the provision of these regulations where it is required to do so and other undertakings and lock-in of specified securities:

The Company shall re-compute the price of the Equity Shares and Warrants and/or the number of equity shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Proposed Allottees.

13. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment on preferential basis during the year.

14. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable as the allotment will be made for cash.

15. Lock-in Period:

The Equity Shares and Warrants and equity shares to be allotted on conversion of Warrants shall be locked-in for such period as may be specified under Regulations 167 and 168 of the ICDR Regulations.

The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in as specified under Regulation 167(6) of the SEBI ICDR Regulations.

16. Practicing Company Secretary Certificate:

A Certificate from Mr. Hitarth S Shah, Proprietor of M/s. Hitarth S Shah & Associates, Practicing Company Secretaries, (Membership No. ACS-50728 and COP No. 23616), has been certifying that the preferential issue of Securities is being made in accordance with requirements of ICDR Regulations, shall be available for

inspection by the members and the same may also be accessed on the Company's website at https://www.koremobiles.com/storage/app/public/investor_relation/PCS_Certificate.pdf

17. SEBI Takeover code:

In the present case none of the Proposed Allottees would attract Takeover Regulations and therefore, no Proposed Allottees is under obligation to give open offer to the public except making certain disclosures to stock exchange.

18. Holding of shares in demat form, non-disposal of shares by the Proposed Allottees and lock-in period of shares:

The entire shareholding of the Proposed Allottees in the Company, if any is held by them in dematerialized form. The Proposed Allottees have not sold their shares during the 90 trading days prior to the relevant date and are eligible for allotment of Securities on preferential basis. The Proposed Allottees have Permanent Account Number. The entire pre preferential allotment shareholding of such allottees shall be under lock-in as required under Regulation 167 of ICDR Regulations.

19. Listing:

The Company will make an application to NSE at which the existing equity shares are presently listed, for listing of the Equity Shares and equity shares that will be issued on conversion of Warrants. Such equity shares, once allotted, shall rank pari passu with the then existing equity shares of the Company, in all respects, including voting rights and dividend.

20. Compliances:

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

21. Current and proposed status of the Proposed Allottees post the preferential issues namely, promoter or non-promoter:

Mr. Bhatt Mukeshkumar N is Promoter and Mr. Vipul Thakkar is Promoter Group of the Company as on date of this Notice. Further, upon the issuance and allotment of the Warrants, they will continue to be categorized as Promoter and Promoter Group of the Company respectively.

Mr. Mukesh Mittal (On behalf of Sarv Ventures), Mr. Sandeep Bhandari, Mr. Avinash V, Mr. M Nirmal Kumar, Mr. Raju Rameshchand Lunawath, Mr. Sunil Fatehchand Motwani, Mr. Sunil Fatehchand Motwani; Mrs. Kusumben Sunil Motwani; Mr. Fatehchand Bhagwandas Motwani (On behalf of Emsun Marketing), Mr. Jagdish Bansilal Kanjani, Mr. Vinita Jagdish Kanjani, Mr. Patel Nidhiben Nikunj Kumar and Mr. Thakkar Arpit K, are an existing shareholder and are categorized as public shareholders of the Company as on date of this Notice. Upon the issuance and allotment of Securities they will continue to be categorized as a public shareholder of the Company.

Presently, M/s. Blue Lotus Capital Multi Bagger Fund II, M/s. India Emerging Giants Fund Limited, Mr. Nandan P Rao, Mr. Jinendra G & Gotham Chand (On behalf of 1955 Venture Fund), Ms. H K Thaker, Mr. Vummidi Amarendran, Mr. Rajindra Valsalan, Mr. Rupal Jinesh Shah & Sonal Nilesh Shah (On behalf of R S Financial Solutions), Mr. Prakashbhai Arvindbhai Shah, M/s Malav Prakashkumar Shah HUF, Mr. Swapnil Jatinbhai Shah & Hemant Ishwarlal Modi (On behalf of Svar Family Trust), Mr. Manoj Amlokchand Gadiya, Mr. Pannalal Rathore, Mr. Padamkumar R Soni, Mr. Ajay, Mr. Pawan Pagaria, Mr. M Bharat Kumar, Ms. D Prakash Devi, M/s. Vital Wealth Catalyst and Logistics LLP, Mr. Shripal Bhandari; Chetan Bhandari & Yogesh Bhandari (On behalf of VM Finserve and Asset Management), Mr. Aakash Jain, Mr. Prasanth Suresh Kothari, Mr. Rishabh Umedmal Golecha, Mr. Sanjay Kumar Singhal, Ms. Shilpa Jhabak, Mr. Chirag Kothari, Mr. Ritik Bagmar Jain, Mr. Pawan Kumar Jain, Mr. Sanjeev Kumar Aggarwal, Mr. Balkrishan Poddar, Mr.

Shah Surabhi Yash, Ms. Shifali Mehta, M/s. Noida Holdings Private Limited, Ms. Pranali Rajnikant Shah, Ms. Kavita Jain, Mr. Murtaza Hasan Dariwala, M/s. A G Mehta HUF, Mr. Rinku Jain, Ms. Anushree Gadodia, Ms. Nikita Mohit Munot, Ms. Munot Sumangla Gautam, Mr. Chetan Sahebrao Tupe, Mr. Sagar Brijmohan Bakshi, Ms. Priti C Kothari, Mr. Pavan Sethia, M/s. Nav Ratan Bhैया HUF, Mr. Vivek Dasot, Ms. Anju Vaid, Mr. Amarchand Sancheti, Mr. Jai Shankar Raghava Chandra, Ms. Premavathy C, Mr. Nirmal Rajnikant Shah, Mr. Karan Rameshbhai Mandhani HUF, Ms. Anjali Gupta, Mr. Manish Mardia (On behalf of Manish Mardia & Family), Mr. Sailendra Kumar K, Mr. Nikunj Kumar Chimanlal Patel, Ms. Tara Vati Dahiya, Mr. Manoharlal Bansilal Kanjani, Ms. Reshma Manoharlal Kanjani, Mr. Mahek Sanjaykumar Chandibhamar, are not the shareholders of the Company. Upon the issuance and allotment of Securities, they will be categorized as public shareholders of the Company.

22. Monitoring Agency

Since the issue size is below One hundred Crores Rupees, the appointment of Credit Rating Agency registered with SEBI is not required pursuant to Regulation 162A of ICDR Regulations.

23. Principal terms of assets charged as securities: Not Applicable.

24. Other disclosures/undertaking

- a.) The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations are not applicable.
- b.) None of Directors or Promoters of the Company are fugitive economic offenders as defined under the ICDR Regulations.
- c.) The Company does not have any outstanding dues to SEBI, Stock Exchange or the depositories.
- d.) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Allottees,
- e.) The Company shall be making application seeking in-principle approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- f.) The Company is in compliance with the conditions for continuous listing.
- g.) Since the equity shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- h.) The Proposed Allottees and the promoter and promoter group has not sold or transferred any equity shares during 90 trading days preceding the Relevant Date.
- i.) The equity shares held by the Proposed Allottees in the Company are in dematerialized form only.
- j.) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.
- k.) The Company is eligible to make the Preferential Allotment under Chapter V of the ICDR Regulations.

25. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Allotment is proposed to be made to both Promoters and Non-Promoters.

- 26.** Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

27. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares/convertible warrants, such shares/convertible warrants shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to create, offer, issue and allot Equity Shares and convertible Warrants as stated in the resolution, which would result in a further issuance of securities of the Company to the Promoters and Non-Promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

Except, Mr. Mukeshkumar Navnitray Bhatt, Executive Director & Promoter of the Company, Mr. Vipul Thakkar, Non-Executive Director & Promoter Group Shareholder of the Company, Mr. Krushnakant N Bhatt, Promoter Group Shareholder of the Company and Mr. Kamlesh Varjivandas Thakkar, Chairman & Managing Director & Promoter of the Company, none of the Promoter, Promoter Group Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution except to the extent to their shareholding in the Company. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

The board recommends the said Resolution Nos. 2 and 3 to be passed as Special Resolutions.

Registered Office:

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

Place : Ahmedabad

Date : 9th May, 2024

**By Order of the Board of Directors
For Jay Jalaram Technologies Limited**

**Sd/-
Mukesh Prajapat
Company Secretary & Compliance Officer
Membership No.: ACS 39443**



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

ATTENDANCE SLIP

Extra Ordinary General Meeting held on Wednesday, the 05th Day of June, 2024 at 11:00 A. M.

DP ID-Client ID: _____

No. of shares held: _____

Name & Address of the Shareholder: _____

Name of the Proxy, if any _____

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company held on **Wednesday, the 05th Day of June, 2024 at 11:00 A. M.** at the registered office of the Company situated at Showroom 6, Videocon Arizona, Opp. Gujarat Vidyapith, Near Navgujarat College, Usmanpura, Ahmedabad, Gujarat – 380014.

Member's/ Proxy's Signature

Notes:

1. Please fill this attendance slip and hand it over at the entrance of the meeting hall.
2. Members/Proxy Holders are requested to show their Photo ID Proof for attending the meeting.

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L32202GJ2012PLC068660
Name of the Company : Jay Jalaram Technologies Limited
Registered Office : Showroom 6, Videocon Arizona, Opp. Gujarat Vidyapith, Near Navgujarat College, Usmanpura, Ahmedabad, Gujarat – 380014
Name of the Member(s) :
Registered Address :
E-mail Id :
Client Id :
DP ID :

I/We, being the member (s) of shares of the above named Company, hereby appoint

1. Name: Address:
E-mail Id: Signature: or failing him/her
2. Name: Address:
E-mail Id: Signature: or failing him/her
3. Name: Address:
E-mail Id: Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on **Wednesday, 05th June, 2024 at 11:00 a.m.** at Showroom 6, Videocon Arizona, Opp. Gujarat Vidyapith, Near Navgujarat College, Usmanpura, Ahmedabad, Gujarat – 380014 and at any adjournment thereof in respect of such resolutions as is indicated below:

Resolution Number	Description of resolutions
Special Business:	
1.	Increase in the Authorized Share Capital of the Company and Alteration of the Capital Clause in the Memorandum of Association of the Company
2.	Issue of Equity Shares on a Preferential Basis to persons/entities belonging to the Non-Promoter Category
3.	Issue of Fully Convertible Warrants on a Preferential Basis to persons belonging to the Promoters & Promoter Group Category

Signed this _____ day of _____, 2024

Signature of Shareholder _____

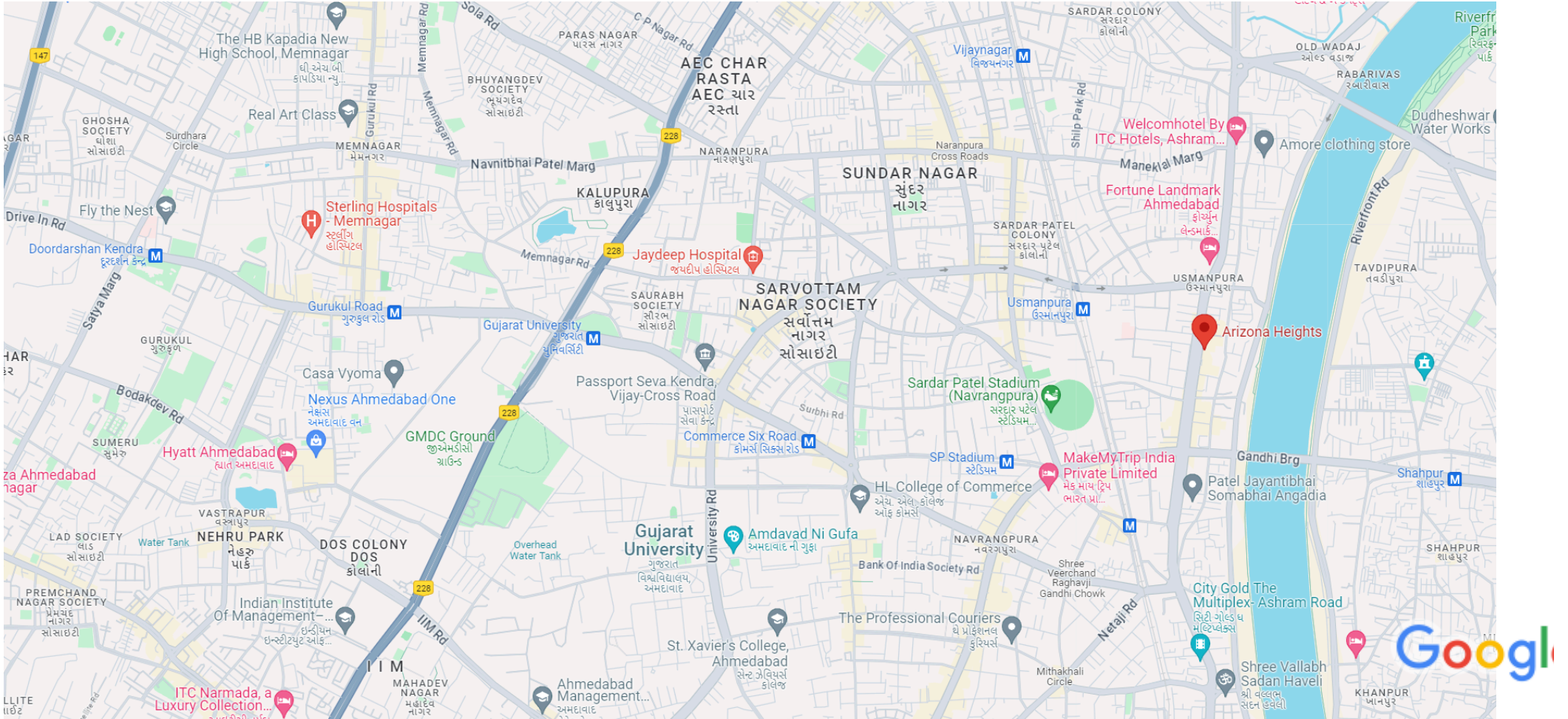
Signature of Proxy holder(s) _____

Affix Re.
1
Revenue
Stamp

Note: This Form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.



Arizona Heights



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