Prabha Energy Limited

April 02, 2025

To,
Corporate Relations Department
BSE Limited
2nd Floor, P.J. Towers,
Dalal Street,
Mumbai – 400 001
SCRIP CODE : 544379

To,
Corporate Relations Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G-Block,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051.
SYMBOL : PRABHA

Sub : Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Dear Sir / Madam,

This is to inform you that pursuant to provisions of the Regulation 8(1) and 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, please find enclosed the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)" adopted by the Board of Directors of the Company.

You are requested to take the same on your records.

Thanking you,

For, **Prabha Energy Limited**

NIKITA AGARWALLA
Digitally signed by NIKITA AGARWALLA
Date: 2025.04.02 17:49:25 +05'30'

Nikita Agarwalla
Company Secretary & Compliance Officer
M. No: A69933

PRABHA ENERGY LIMITED

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

PRABHA ENERGY LIMITED

1. INTRODUCTION:

This Code has been framed in pursuance to the regulation contained in sub regulation (1) of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the purpose of this code is to ensure timely and adequate disclosure of Unpublished Price Sensitive Information.

2. CODE OF FAIR DISCLOSURE:

Prabha Energy Limited ("PEL") has formulated this Code called "PEL's Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the Company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavours to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

3. DEFINITIONS:

3.1 "**Board of Directors**" or "**Board**" means the Board of Directors of Prabha Energy Limited, as constituted from time to time.

3.2 **"Chief Investor Relations Officer"** means the Compliance Officer of the Company;

3.3 "**Compliance Officer**" for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary, the Board of Directors may authorize such other Senior Officer of the Company to discharge the duties of Compliance Officer under the regulations.

3.4 "**Unpublished Price Sensitive Information**" or **"UPSI"** means any information, relating to a Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

(i) financial results;
(ii) dividends;
(iii) change in capital structure;
(iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
(v) changes in key managerial personnel,and
(vi) Any other matter as may be prescribed by law, from time to time.

Words not defined in this Fair Disclosure Code shall have the meaning ascribed to them in the Regulations.

4. PRINCIPLES OF DISCLOSURE

The Company will adhere to the following principles so as to ensure fair disclosure of events, occurrence and Unpublished Price Sensitive Information that could impact price of its securities in the market:

I. The Company will make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

II. The Company will make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

III. The Chief Investor Relation Officer of the Company shall deal with dissemination of information and disclosure of unpublished price sensitive information.

IV. The Company will make prompt dissemination of unpublished price sensitive that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

V. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulating authorities.

VI. The Company will ensure that information, if shared, with analysts and research personnel are not unpublished price sensitive information.

VII. The Company will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

VIII. The Company will handle all unpublished price sensitive information on a need to know basis.

5. SHARING OF UPSI FOR LEGITIMATE PURPOSE

The unpublished price sensitive information shall be shared by any person(s) authorized by the Board of Directors or Chief Investor Relation Officer of the Company in this behalf, only in furtherance of legitimate purpose(s), on a need-to-know basis, which shall include the following;

(i) Sharing such information in the ordinary course of business by any Insider, Designated Person, or by any Authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.

(ii) Where such communication is in furtherance of performance of duty (ies) or for discharge of legal obligation(s) or for any other genuine or reasonable purpose as may be determined by Chief Investor Relation Officer.

(iii) Sharing of such information for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

Provided that such sharing has not been carried out to evade or circumvent the prohibitions of SEBI (Prohibition of Insider Trading) Regulations, 2015.

6. NOTICE TO RECIPIENT OF UPSI

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons;

(i) To make such person aware that the information shared is or would be UPSI.

(ii) To instruct such person to maintain confidentiality of such UPSI in compliance with these regulations.

(iii) To make such person aware of the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted use of such UPSI.

7. MAINTENANCE OF DIGITAL DATABASE

The Company shall maintain a structured digital database containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Further, wherever required the Compliance Officer shall be authorized to seek such other details as he may deem fit in this regard. Such databases shall be maintained with adequate and effective system of internal controls and checks such as time stamping and audit trials to ensure non-tampering of such database.

8. SILENT PERIOD

The silent period shall commence 15 days prior to the date of Board meeting in which financial results are considered till the time of disclosure of the financial results are made public.

During the silent period the company will completely refrain from the analysts/ investors meets. In case of exigencies or good opportunity if the Investors intend to interact with Company's top executives while avoiding disclosure of UPSI , they can discuss the historical data which is available in public domain and general future prospects of the Company

9. AMENDMENTS

The Board shall have the power to amend any of the provisions of the Code of Fair Disclosure, substitute any of the provisions with a new provision or replace this Fair Disclosure Code entirely with a new Code of Fair Disclosure. Any amendment(s) in the statutory/regulatory requirements shall be binding even if not incorporated in this Code.

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