

May 13, 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 Ltd.
Exchange Plaza, Plot No. C/1, G-Block,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051.
SYMBOL: PRABHA

- Sub: 1. Outcome of the Board meeting held today i.e. Tuesday, May 13, 2025**
- 2. Audited Financial Results (Standalone & Consolidated) of the Company for the quarter and financial year ended on March 31, 2025.**

Ref: Regulation 30 read with Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulation).

Dear Sir/ Madam,

With reference to subject matters, we hereby inform you that the Board of Directors of the Company at its meeting held today i.e. Tuesday, May 13, 2025 has approved the following businesses;

- 1. Approved Audited Financial Results (Standalone and Consolidated) for the quarter and financial year ended on March 31, 2025 and took note of the Statutory Auditors' Report issued by M/s Mahendra N. Shah & Co.**

Pursuant to Regulation 30 and 33 of the SEBI (LODR) Regulations, we enclose herewith the following:

- a. Audited Financial Results (Standalone and Consolidated) of the Company for the quarter and financial year ended March 31, 2025 along with the Statutory Auditors' Report issued by M/s Mahendra N. Shah & Co.
 - b. Statement of Assets and Liabilities as at March 31, 2025 and Statement of Cash Flows for the financial year ended on March 31, 2025.
 - c. Declaration in respect of Unmodified Opinion on the aforesaid Audited Financial Result and Statutory Auditors' Report.
- 2. Authorization of Key Managerial Personnel(s) for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) as per regulation 30(5) of SEBI (LODR) Regulation.**

Pursuant to regulation 30(5) of the SEBI LODR Regulations, the following Key Managerial Personnels (“KMP”) of the Company are authorised to determine materiality of an event or information and for making disclosure of an event or information to the stock exchange(s).

A. For determining materiality of an event or information: -

Sr. No.	Name	Designation	Contact Information
1.	Mr. Prem Singh Sawhney	Chairman	<p>Registered Office:</p> <p>12A, Abhishree Corporate Park, Opp Swagat BRTS Bus Stop, Ambli Bopal Road, Ambli, Ahmedabad - 380058</p> <p>Landline : 02717-488611</p> <p>Email id : cs@prabhaenergy.com</p>
2.	Mr. Shail Manoj Savla	Managing Director	
3.	Mr. Vishal Gautambhai Palkhiwala	Director & Chief Financial Officer	

B. For making disclosures of an event or information to stock exchanges: -

Sr. No.	Name	Designation	Contact Information
1.	Mrs. Nikita Agarwalla	Company Secretary and Compliance Officer	<p>Registered Office:</p> <p>12A, Abhishree Corporate Park, Opp Swagat BRTS Bus Stop, Ambli Bopal Road, Ambli, Ahmedabad – 380058</p> <p>Landline : 02717-488611</p> <p>Email id : cs@prabhaenergy.com</p>

3. Re-Appointment of M/s. Manubhai & Shah LLP (Firm Registration No.106041W/W100136) as the Internal Auditors of the Company for the financial year 2025-26.

SN	Disclosure Requirement	Details
1.	Reason for Change viz. appointment, re-appointment, resignation, removal, death or otherwise	Re-Appointment
2.	Date of appointment/re-appointment/cessation Term of appointment/re-appointment	May 13, 2025 M/s. Manubhai & Shah LLP has been appointed as Internal Auditor of the Company for the financial year 2025-26.
3.	Brief Profile	M/s. Manubhai & Shah LLP was established by Manubhai Patel (Founder) in Ahmedabad in 1945. Over the years, M&S has developed into one of the larger firms in India with a client base from across the globe. The Firms' audit services are reviewed by Peer reviewers appointed by The Institute of Chartered Accountants of India. The firm has also been accredited with ISO 9001 certifications for its Quality Management Systems and its knowledge Processing Division is accredited with ISO 27001 certification for Information Security Management systems.
4.	Disclosure of relationships between directors	Not Applicable

4. Adoption of amended Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

This is to inform you that the Board of Directors of the Company has amended the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)". The amended Code is enclosed with this disclosure for your records.

The said Code has also been uploaded on the Company's website, www.prabhaenergy.com.

5. **Subject to approval of shareholders, the Board has decided to sell 3,50,000 (70%) Equity Shares of Deep Natural Resources Limited. Subsequently, post such sale Deep Natural Resources Limited shall cease to be the subsidiary of the Company.**
6. **Appointment of Mr. Narayanan Sadanandan (DIN: 07263104) as an Additional Non Executive, Independent Director of the Company:**

Based on the recommendation of the Nomination and Remuneration Committee and further subject to the approval of Shareholders of the Company, the Board of Directors had appointed Mr. Narayanan Sadanandan (DIN: 07263104) as an Additional Director (Non-Executive and Independent Director) of the Company who shall hold the office upto the date of ensuing Annual General Meeting of the Company and is recommended to be appointed as the Independent Director for a term of 5 (Five) consecutive years commencing from 13th May, 2025 till 12th May, 2030 (both days inclusive), not be liable to retire by rotation.

Mr. Narayanan Sadanandan (DIN: 07263104) is not disqualified from being appointed as an Additional Director (Non-Executive and Independent Director) in terms of Section 164 of the Companies Act 2013 and have given his consent to act as an Additional Director (Non-Executive and Independent Director).

Further, as required by circular no. LIST/COMP/14/2018-19 dated June 20, 2018, issued by BSE Limited, he is not debarred from holding the office of a director by virtue of any SEBI order or any other Authority.

SN	Disclosure Requirement	Details
1.	Reason for Change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment
2.	Date of appointment/ re-appointment / cessation Term of appointment/ re-appointment	May 13, 2025 Mr. Narayanan Sadanandan (DIN: 07263104) has been appointed as an Additional Director (Non-Executive and Independent Director) of the Company who shall hold the office upto the date of ensuing Annual General Meeting of the Company and is recommended to be appointed as the Independent Director for a term of 5 (Five) consecutive years commencing from 13 th May, 2025 till 12 th May, 2030 (both days inclusive), not liable to retire by rotation, subject to approval of the

		Shareholders of the Company.
3.	Brief Profile	<p>Mr. Narayanan Sadanandan is a Graduate in commerce (with two groups cleared in Cost and Works Accounts) and an associate of Indian Institute of Bankers with four decades of experience in all facets of banking, expertise in Fund Management, Investment Banking, Correspondence & International Banking, Corporate, Commercial and Retail (including MSME) banking. Worked in Gujarat, Mumbai and Frankfurt, Germany.</p> <p>His past experience includes serving as an advisor to the Equity Capital Market at SBI Capital Markets Limited, and as a senior advisor to the State Bank of India. He has also previously held the position of Managing Director and CEO at SBI Pension Funds Private Limited.</p>
4.	Disclosure of relationships between directors	Not Applicable
5.	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/ 2018-19 dated 20th June 2018.	Mr. Narayanan Sadanandan (DIN: 07263104) is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

7. Re-Appointment of M/s. RPSS & Co., Practicing Company Secretaries as the Secretarial Auditors of the Company for the first term of 5 years.

SN	Disclosure Requirement	Details
1.	Reason for Change viz. appointment, re-appointment, resignation, removal, death or otherwise	Re-Appointment
2.	Date of appointment/re-appointment/cessation Term of appointment/re-appointment	May 13, 2025 M/s. RPSS & Co, Practicing Company Secretaries, Ahmedabad, a peer reviewed firm has been appointed as

		the Secretarial Auditors of the Company for a period of 5 years to hold office from the conclusion of ensuing 16 th Annual General Meeting till the conclusion of Annual General Meeting to be held in the financial year 2029-2030, subject to approval of the Shareholders of the Company.
3.	Brief Profile	M/s. RPSS & Co. is lead by Mr. Rajesh Parekh. He is the member of Institute of Company Secretaries of India since 1990. He Started his career as Intern with Multinational Company in 1987 and thereafter joined as Management Trainee in 1989 with Listed Company belonging to Lalbhai Group. Absorbed by the said Company after Management Training and also worked as Whole Time Company Secretary and Consultant with various Corporates for eight years and gained hands-on experience in the areas of Secretarial Compliances, Handling of IPOs, Legal, Finance, Import & Export, Insurance, Administration etc. Having more than 35 years of extensive Professional Experience and also served as Chairman, Ahmedabad Chapter of ICSI for the period from 20.01.2011 to 15.08.2012.
4.	Disclosure of relationships between directors	Not Applicable

8. Re-Appointment of Mr. Vishal Gautambhai Palkhiwala (DIN: 09695011) as the Director of the Company.

SN	Disclosure Requirement	Details
1.	Reason for Change viz. appointment, re-appointment, resignation, removal, death or otherwise	Re-Appointment
2.	Date of appointment/re-appointment/cessation Term of appointment/re-appointment	August 01, 2025 Mr. Vishal Gautambhai Palkhiwala has been re-appointed as the Director (Executive) of the Company for a period

		of 3 years with effect from August 01, 2025 to July 31, 2028 (both days inclusive), subject to approval of the Shareholders of the Company at the ensuing Annual General Meeting of the Company.
3.	Brief Profile	Mr. Vishal Gautambhai Palkhiwala has more than 27 years of diverse experience spread across Finance, Accounts & Taxations and Administrations of Hotels, Restaurants, Trading & Manufacturing companies. He is a Law Graduate, having post qualification experience of 27 years of which 8 years of experience as the Chief Financial Officer of the Listed Company and rest with various spheres including Indian Chartered Accountant Firms, Private Assignments with Multinational and International Companies, Hotel Industry as well as Oil & Gas Industry.
4.	Disclosure of relationships between directors	Not Applicable

The meeting of Board of Directors commenced at 12:10 p.m. and concluded at 03.45 p.m.

You are requested to take the same on your records.

Thanking you

For, Prabha Energy Limited

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



PRABHA ENERGY LIMITED

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

(Modified in the Board Meeting dated 13th May, 2025)



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

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 unpublished price sensitive information and to prevent misuse of such information.

3. DEFINITIONS

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

“**Chief Investor Relation Officer**” means the Compliance Officer of the Company, who shall be responsible for dissemination of information and disclosure of unpublished price sensitive information.”

“**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 who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be..

“**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, [award or termination of order/contracts not in the normal course of business] w.e.f. June 10, 2025 and such other transactions; and
- (v) changes in key managerial personnel, [other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor]. w.e.f. June 10, 2025
- (vi) [change in rating(s), other than ESG rating(s).
- (vii) fund raising proposed to be undertaken



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- (viii) agreements, by whatever name called, which may impact the management or control of the company
- (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad
- (x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions
- (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016
- (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company
- (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company
- (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business
- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals] w.e.f. June 10, 2025

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.



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- 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.



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7. MAINTENANCE OF DIGITAL DATABASE

The Company shall maintain a structured digital database containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes which shall contain the following information;

- (i) Name of such recipient of UPSI;
- (ii) Name of the Organization or entity to whom the recipient represents
- (iii) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available

Such databases shall be maintained with adequate and effective system of internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

[Such entry of information, not emanating from within the organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information.] w.e.f.

June 10, 2025

Board of Directors or Chief Investor Relation Officer of the Company who are required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

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.
