

IEL LIMITED



Reg. Off. - Office No: 53, 6th Floor, Sanidhya Complex, Near Devnandan Mall,
Opp. Sanyas Ashram, Nehru Bridge, Ashram Road, Ahmedabad – 380006,
Gujarat, INDIA

Phone: +91 7801937978

Website: www.ielindia.in, E-mail: ielimitedamd@gmail.com

CIN - L15140GJ1956PLC124644

28th May 2025

To
The Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street, Mumbai – 400 001

Sub: **OUTCOME OF BOARD MEETING, DISCLOSURE UNDER REGULATION 30 AND SUBMISSION OF AUDITED STANDALONE FINANCIAL RESULTS OF THE COMPANY FOR THE FOURTH QUARTER AND THE FINANCIAL YEAR ENDED 31ST MARCH 2025.**

Ref: **IEL LIMITED**

BSE SCRIP CODE: **524614**

SYMBOL: **INDXTRA**

Dear Sir,

In continuation of our letter dated 19th May 2025 read with letter dated 24th May 2025 and Pursuant to the Regulation 30 and 33 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time, we wish to inform that the Board of Directors of the Company at their meeting held today i.e., **Wednesday, 28th May 2025** have inter alia considered and approved the following matters:

1. Audited Annual Financial Results:

Approved the Audited Standalone Financial Results of the Company for the Fourth Quarter and the Financial Year ended 31st March 2025 along with Auditors' Report issued by the Statutory Auditors M/s Maark & Associates, Chartered Accountants (FRN: 145153W) which have been duly reviewed and recommended by the Audit Committee. In this regard, we are enclosing herewith:

- (a) Auditors' Report on the Audited Standalone Financial Results of the Company for the Fourth Quarter and the Financial Year ended 31st March 2025 issued by the Statutory Auditors, M/s Maark & Associates, Chartered Accountants (FRN: 145153W).
- (b) A copy of Audited Standalone Financial Results of the Company for the Fourth Quarter and the Financial Year ended 31st March 2025.
- (c) Declaration in respect of Unmodified Opinion on the aforesaid Audited Standalone Financial Results and Statutory Auditors' Report.

We hereby declare that the Company's Statutory Auditors M/s Maark & Associates, Chartered Accountants (FRN: 145153W) have issued Audit Report with an Un-modified opinion on the Audited Standalone Financials Results of the Company for the Fourth Quarter and the Financial Year ended 31st March 2025.

The results will be available on the website of the Stock Exchange on the link www.bseindia.com and also on the website of the Company www.ielindia.in.

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2. 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 will be available on the website of the Company www.ielindia.in.

The Board meeting commenced at 07:00 PM IST and concluded at 08:00 PM IST.

Kindly consider this and take on record as a requisite disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from to time.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

**For and on behalf of
IEL LIMITED**

**AJAYKUMAR
BHOLANATH
GUPTA
Ajay E. Gupta
Managing Director
DIN - 07542693**



Enclosed: A/a



MAARK & ASSOCIATES

CHARTERED ACCOUNTANTS

Independent Auditor's Report on the Quarterly and Year to Date Audited Financial Results of the Company Pursuant to the Regulations 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To,
The Board of Directors,
IEL Limited

Report on the audit of the Financial Results

Opinion

We have audited the accompanying statement of financial results of IEL Limited ("the Company") for the Quarterly ended 31st March 2025 and the year-to-date results for the period from 1st April 2024 to 31st March 2025 ("the Statement"), being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Statement:

- are presented in accordance with the requirements of the Listing Regulations in this regard; and
- Give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards ("AS") and other accounting principles generally accepted in India, of the net profit and other financial information for the Quarter ended 31st March 2025 and the year-to-date results for the period from 1st April 2024 to 31st March 2025.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SA") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibilities for the Financial Results

The Statement has been prepared on the basis of the annual financial statements. The Company's Board of Directors are responsible for the preparation and presentation of the Statement that give a true and fair view of the net profit and loss and other financial information in accordance with the recognition and measurement principles laid down in Accounting Standard 25 (AS 25), 'Interim Financial Reporting' prescribed under section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with the Listing Regulations.





This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Statement, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- a. Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.





MAARK & ASSOCIATES

CHARTERED ACCOUNTANTS

- d. Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- e. Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
- f. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- g. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matter

- a. Balances of Loans & Advances, Trade Receivables and Trade Payables are subject to Management Confirmation.
- b. The Financial statements for the year ended 31st March, 2025 includes comparative financial information for the year ended 31st March, 2024. The Financial Statements for the year ended 31st March, 2024 & Quarter ended 30th June, 2024 have been audited by the predecessor auditor, who expressed an unmodified opinion on those statements.

For and on behalf of
MAARK & Associates
Chartered Accountants
FRN: 145153W

Manish Agarwal
Partner

Membership No. 612103

Date: 28.05.2025

Place: Mumbai

UDIN: 25612103BMLECW9274



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STATEMENT OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE FOURTH QUARTER AND THE FINANCIAL YEAR ENDED 31st MARCH, 2025

(Rs. in Lakhs, except EPS)

Sr.No.	Particulars	Quarter ended			Year ended	
		31.03.2025 (Audited)	31.12.2024 (Un-Audited)	31.03.2024 (Audited)	31.03.2025 (Audited)	31.03.2024 (Audited)
1.	Income from Operations					
	(a) Revenue from Operations	0.67	40.00	912.32	615.94	1725.93
	(b) Other Income	0.38	1.67	0.05	2.05	0.28
	Total Income	1.05	41.67	912.37	617.98	1726.21
2.	Expenses					
	(a) Cost of Materials Consumed	-	-	-	-	-
	(b) Purchase of Stock-in-Trade	-	-	956.18	388.31	1737.96
	(c) Changes in Inventories of Finished goods, Work-in-Progress and Stock in Trader trade	-	-	(77.89)	101.49	(101.48)
	(d) Employee Benefits Expense	4.26	1.38	3.45	9.98	13.80
	(e) Finance Cost	0.16	-	-	0.16	-
	(f) Depreciation, Depletion and Amortisation Expense	0.92	0.84	0.83	3.42	3.32
	(g) Other Expenses	22.77	11.17	11.28	56.46	37.98
	Total Expenses	28.11	13.39	893.84	559.82	1,691.58
3.	Total Profit/(Loss) before Exceptional items and tax	(27.06)	28.28	18.52	58.17	34.63
4.	Exceptional Items	-	-	-	-	-
5.	Total Profit/(Loss) before Tax	(27.06)	28.28	18.52	58.17	34.63
6.	Tax Expenses					
7.	Current Tax	6.02	(7.33)	(5.05)	(14.69)	(9.05)
8.	Deferred Tax	(0.62)	0.38	0.10	0.13	0.10
9.	Previous Short /Excess of Tax	-	(0.46)	-	(0.46)	-
10.	Total Tax Expenses	5.40	(7.41)	(4.95)	(15.01)	(8.95)
11.	Net movement in Regulatory Deferred Account Balances related to Profit or Loss and other related deferred tax movement	(21.66)	20.87	13.57	43.15	25.68
12.	Net Profit/(Loss) for the period from Continuing Operations	(21.66)	20.87	13.57	43.15	25.68
13.	Profit/(Loss) from discontinued operation before tax	-	-	-	-	-
14.	Tax Expense of discontinued operations	-	-	-	-	-
15.	Net Profit/(Loss) from discontinued operations after tax	-	-	-	-	-
16.	Share of Profit/(Loss) of associates and Joint Ventures Accounted for using Equity Method	-	-	-	-	-
17.	Total Profit/(Loss) for period	(21.66)	20.87	13.57	43.15	25.68
18.	Other Comprehensive Income net of Taxes	-	-	-	-	-
19.	Total Comprehensive Income for the period	-	-	-	-	-
20.	Total Profit or Loss attributable to	(21.66)	20.87	13.57	43.15	25.68
	Profit or Loss attributable to owner of parent	-	-	-	-	-
	Total Profit or Loss, attributable to non controlling interests	-	-	-	-	-
21.	Total Comprehensive Income for the period attributable to	(21.66)	20.87	13.57	43.15	25.68
	Comprehensive Income for the period attributable to owners of parent	-	-	-	-	-
	Total Comprehensive Income for the period attributable to owners of parent non controlling interests	-	-	-	-	-
22.	Details of Equity Share Capital					
	Paid - Up Equity Share Capital	1,303.92	333.76	333.76	1,303.92	333.76
	Face Value of Equity Share Capital (in Rs.)	1.00	1.00	1.00	1.00	1.00
23.	Details of Debt Securities					
	Paid-up Debt Capital	-	-	-	-	-
	Face Value of Debt Securities	-	-	-	-	-
24.	Reserves excluding revaluation reserve	-	-	-	-	(211.41)
25.	Debt Redemption Reserve	-	-	-	-	-
26.	Earning Per Share					
I	Earnings per equity share for continuing operations					
	Basic Earnings (loss) per share from continuing operations	(0.017)	0.063	0.041	0.033	0.077
	Diluted Earnings (Loss) per share from continuing operations	(0.03)	0.063	0.041	0.10	0.077
II	Earnings per equity share for discontinued operations	-	-	-	-	-
	Basic Earnings (loss) per share from discontinued operations	-	-	-	-	-
	Diluted Earnings (Loss) per share from discontinued operations	-	-	-	-	-
III	Earnings per Equity Share					
	Basic Earning (Loss) per share from continuing and discontinued operations	(0.017)	0.063	0.041	0.033	0.077
	Diluted Earnings (Loss) per share from continuing and discontinued operations	(0.017)	0.063	0.041	0.033	0.077
27.	Debt Equity Ratio	-	-	-	-	-
28.	Debt Service Coverage Ratio	-	-	-	-	-
29.	Interest Service Coverage Ratio	-	-	-	-	-
30.	Disclosure of Notes on Financial Results	-	-	-	-	-



Notes:	
1. The above Audited Standalone Financial Results for the Fourth Quarter and the Financial Year ended 31st March, 2025 have been reviewed by the Audit Committee & approved by the Board of Directors of the Company at their respective meetings held on Monday, 28th May, 2025.	
2. The above Audited Standalone Financial Results for the Fourth Quarter and the Financial Year ended 31st March 2025 have been prepared in accordance with the Companies (Indian Accounting Standards) Rules 2015 (Ind AS), prescribed under section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable.	
3. The Statutory Auditors of the Company have carried out "Statutory Audit" of the Audited Standalone Financial Results for the Fourth Quarter and the Financial Year ended 31st March 2025. The Statutory Auditors Report is annexed herewith. The Statutory Auditors have expressed an unmodified opinion.	
4. The figures of the previous periods quarter/half year have been regrouped/rearranged/recasted wherever considered necessary.	
5. The Audited Standalone Financial Results for the Fourth Quarter and the Financial Year ended 31st March 2025 are available on the Company's website and also on the website of the BSE Limited where the shares of the Company are listed.	
6. In line with Ind AS - 108 - "Operating Segments", the operations of the Company fall under Chemical Business which is considered to be the only reportable business segment.	
7. The figures of the Quarter ended 31st March 2025 and 31st March 2024 are the balancing figure between Audited figures in respect of the full financial year and the published year to date figures upto the end of third quarter of the financial years.	
8. The Company had issued and allotted 9,70,16,156 Rights Equity Shares fully paid up of face value of Re. 1/- at an issue price of Rs. 4.45 per Rights Equity Share for total consideration of Rs. 43,17,21,894.20/- by way of Rights Issue. The said Allotment was done by the Rights Issue Committee at their meeting held on 05th March 2025.	
Place: Ahmedabad Date : 28.05.2025 By Order of the Board For IEL Limited <i>Ajay B. Gupta</i> Ajay B. Gupta Managing Director DIN : 07542693	

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AUDITED STANDALONE STATEMENT OF ASSETS AND LIABILITIES FOR THE FINANCIAL YEAR ENDED 31st MARCH 2025*(Amount in Lakhs unless otherwise stated)*

Particulars		As At 31.03.2025	As At 31.03.2024
Assets			
1 Non-current assets			
(a) Property, plant and equipment		5.38	17.27
(b) Capital work-in-progress		-	-
(c) Other intangible assets		-	-
(d) Intangible assets under development		-	-
(e) Financial Assets		-	-
(i) Investments		-	-
(ii) Loans		-	-
(iii) Others		-	-
(f) Defferd tax assets (net)		1.53	1.39
(g) Current tax assets (net)		-	-
(h) Other non-current assets		-	-
Total Non-current assets		6.91	18.66
2 Current assets			
(a) Inventories		-	101.49
(b) Financial assets		-	-
(i) Investments		-	-
(ii) Trade receivables		0.78	165.61
(iii) Cash and cash equivalents		2,521.85	40.87
(iv) Other bank balances		-	-
(v) Loans & Advances		2,112.95	3.35
(c) Other current assets		49.70	45.84
Total current assets		4685.28	357.16
Total Assets		4,692.19	375.82
Equity and Liabilities			
1 Equity			
(a) Equity share capital		1,303.92	333.76
(b) Other equity		-	-
(c) Reserves & Surplus		3,178.80	(211.41)
Total Equity		4,482.73	122.35
2 Liabilities			
Non current liabilities			
(a) financial liabilities			
(i) Borrowings		90.00	90.00
(ii) Other financial liabilities		50.00	-
(b) Provisions		-	-
(c) Other non current liabilities		-	-
Total non-current liabilities		140.00	90.00
Current liabilities			
(a) financial liabilities			
(i) Borrowings		-	-
(ii) Trade payables		-	-
Total Outstanding dues of Micro and Small Enterprises		-	140.86
Total Outstanding dues of Creditors other than Micro and Small Enterprises		44.97	13.21
(iii) Other financial liabilities		9.80	-
(b) Provisions		14.69	8.66
(c) Current tax liabilities (net)		-	0.74
Total current liabilities		69.46	163.47
Total equity and liabilities		4,692.19	375.82

Place: Ahmedabad
Date: 28.05.2025For and on Behalf of the Board of Director
For IEL Ltd.Ajay B. Gupta
Managing Director
DIN : 07542693

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Standalone Statement of Cash Flow for the Financial year ended March 31, 2025

(Amount in Lakhs unless otherwise stated)		
	Year ended 31 March 2025	Year ended 31 March 2024
Cash flow from operating activities		
Net profit after tax	43.15	25.68
Adjustments for :		
Depreciation expense	3.42	3.32
Finance costs	0.16	0.05
Gratuity and leave encashment	-	-
Profit/(Loss) on sale of assets	-	-
Exceptional Items	-	-
Provision for Taxation	14.69	9.05
Deferred Tax Income	0.13	(0.11)
Operating profit before working capital changes	61.56	38.00
Adjustment for change in working capital		
(Increase)/decrease in trade receivable	164.83	62.94
(Increase)/decrease in other current assets	(3.86)	(36.87)
(Increase)/decrease in other non current assets	-	-
Increase/(decrease) in inventories	101.49	(101.49)
Increase/(decrease) long term provisions	-	-
Increase/(decrease) trade payables	(109.10)	(11.13)
Increase/(decrease) short term provisions	(8.66)	(0.77)
Increase/(decrease) other current liabilities	5.02	(0.58)
Cash generated from operations	211.27	(49.89)
Net cash used in operating activities	211.27	(49.89)
Cash flow from investing activities		
Movement in Fixed Assets	(0.27)	(0.26)
Sale proceeds from sale of fixed assets	12.51	-
Movement in long term loans and advances	(2,109.60)	-
Net cash flow from investing activities	(2,097.36)	(0.26)
Cash flow from financing activities		
Finance cost	(0.16)	(0.05)
Borrowings taken/(repaid)	50.00	-
Right Issue	4,317	-
Net cash flow from financing activities	4,367.06	(0.05)
Net increase/(decrease) in cash and cash equivalents	2,480.98	(50.20)
Cash and cash equivalents at the beginning of year	40.87	91.08
Cash and cash equivalents at the end of year	2,521.85	40.87
Components of cash and cash equivalents		
Cash in hand	4.66	3.36
Balance with scheduled banks		
- Current accounts	2,517.19	37.51
	2,521.85	40.87

Notes :

- Figures given in brackets indicate cash outflow
- The above Cash Flow Statement has been prepared under "Indirect Method" set out in Ind AS 7 Statement of Cash Flow.
- The figures of the previous year have been regrouped/reclassified, where necessary, to conform with the classification of the current year.
- Cash flows excludes adjustments/ re-classification against loan and advances, that are non-cash in nature.

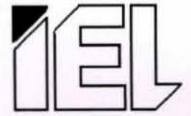
For and on Behalf of the Board of Director
For IEL Limited

Ajay B. Gupta
Managing Director
DIN : 07542693



Place: Ahmedabad
Date: 28.05.2025

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28th May 2025

To
The Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street, Mumbai - 400001

Ref: IEL LIMITED BSE SCRIP CODE: 524614 SYMBOL: INDXTRA

Sub.: DECLARATION OF UN-MODIFIED OPINION WITH AUDIT REPORT ON AUDITED
STANDALONE FINANCIAL RESULTS FOR THE FOURTH QUARTER AND THE
FINANCIAL YEAR ENDED 31ST MARCH 2025.

Dear Sir,

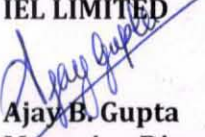
This is in reference to the Regulation 33 (3)(d) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended by the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2016 vide Notification No. SEBI/ LAD-NRO/ GN/ 2016-17/ 001 dated 25/05/2016.

We, hereby confirm and declare that the Company's Statutory Auditors M/s Maark & Associates, Chartered Accountants (FRN: 145153W) have issued Audit Report with an Un-modified opinion on the Audited Standalone Financial Results for the fourth quarter and the financial year ended 31st March 2025.

Kindly take the above on records.

Thank you,

For and on behalf of
IEL LIMITED


Ajay B. Gupta
Managing Director
DIN - 07542693



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

(Modified in the Board Meeting dated 28th May 2025)

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

IEL Limited ("IEL") has formulated this Code called "IEL" 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 IEL 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
- (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 the 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 responses 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 the 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 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 an 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.}

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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 the 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.
