NEIL INDUSTRIES LIMITED

CIN: L51109WB1983PLC036091
Regd. Office: 88B, (Ground Floor), Lake View Road, Kolkata-700029
Corporate Office: 14/113, Civil Lines, 402-403, Kan Chambers, Kanpur-208001
Tel: 8953338815, E-mail: neilil@rediffmail.com
Website: www.neil.co.in

August 13, 2026

To,
Corporate Relationship Department,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai- 400 001

Scrip Code: 539016 (NEIL), ISIN: INE396C01010

Subject: General Announcement for Review of Policy for Procedure of Inquiry in Case of Leak of Unpublished Price Sensitive Information or Suspected Leak of Unpublished Price Sensitive Information ("UPSI")

Dear Sir/ Madam,

Please find enclosed herewith Amended Policy for Procedure of Inquiry in Case of Leak of Unpublished Price Sensitive Information or Suspected Leak of Unpublished Price Sensitive Information ("UPSI").

This is for your information and records.

Thanking You,
For Neil Industries Limited

SURYANSH NIGAM
Digitally signed by SURYANSH NIGAM
Date: 2026.08.13 15:10:49 +05'30'

Suryansh Nigam
(Company Secretary and Compliance Officer)

Place: Kanpur
Encl: as above

NEIL INDUSTRIES LIMITED

POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSTIVE INFORMATION ("UPSI")

Framed pursuant to Regulation 9A(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time

Background

The Committee constituted by SEBI to review the Insider Trading Regulation noted the recent cases of leak of UPSI related to listed entities on Instant Messaging apps. Such information originates from within the company and affects the listed company in terms of its market price as well as loss of reputation and investors' / financers' confidence in the company.

Leakage of UPSI from a company is a matter of serious concern not only for the regulator but for the company as well, and listed companies should take responsibility to find out sources responsible for the leakage and plug loopholes in the internal control systems to prohibit reoccurrence of such leakage of UPSI.

Regulation 9A(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and initiate appropriate action on becoming aware of leak of unpublished price sensitive information or if the Compliance Officer is having suspicion that the UPSI is leaked from a particular connected persons or fiduciaries they the companies Officer is required to inform the Board promptly of such leaks, suspected, inquiries and results of such inquiries.

In this regard, Board of Directors of Neil Industries Limited has laid down this policy for procedure of inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information ('the policy'), for adoption.

Objective

- To strengthen the internal control system to prevent leaks of UPSI.
- To restrict and prohibit the practice of sharing of UPSI, with an unauthorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors'/ financers' confidence in the Company.
- To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee & Designated Persons with any person, firm, Company or Body Corporate.
- To constitute a committee who shall be empowered to make inquiry, call for documents or evidence in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India ("SEBI") or any other competent authority promptly.
- To take disciplinary actions, if deemed fit against any Insider, Employee & Designated Persons, Fiduciaries and other persons who appear to have found guilty of violating this policy, apart from any action that SEBI may initiate/take against the Insider, Employee & Designated Persons.

1) Scope

To lay down procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

2) Applicability

This Policy shall apply to all Directors, Promoters, Promoter Group, Designated Persons, Insiders, Connected Persons, Relatives of Connected Persons, Fiduciaries, Immediate Relatives wherever specifically applicable under the Regulations, and any other person having possession of or access to UPSI.

3) Definitions

a) ***"Audit committee"*** means the committee formed under Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended thereof from time to time.

b) ***"Board of Director"*** means the Board of Directors of Neil Industries Limited.

c) ***"compliance officer"*** means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, 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.

d) **"Connected Person"** shall have the meaning assigned under Regulation 2(1)(d) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

e) ***Designated Persons***: the board of directors or such other analogous authority shall in consultation with the compliance officer specify the designated persons to be covered by the code of conduct on the basis of their role and function in the organization and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation and shall include :

- Employees of such listed company, intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors or analogous body;
- Employees of material subsidiaries of such listed companies designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;
- All promoters of listed companies and promoters who are individuals or investment companies for intermediaries or fiduciaries;
- Chief Executive Officer and employees upto two levels below Chief Executive Officer of such listed company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
- Any support staff of listed company, intermediary or fiduciary such as IT staff or Secretarial staff who have access to unpublished price sensitive information.

f) ***"Fiduciaries"*** Under Regulation 9(2) fiduciaries is collectively referred as "Professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising listed companies."

g) ***"insider"*** means any person who is:

- a connected person; or
- in possession of or having access to unpublished price sensitive information;

h) ***"Leak of UPSI"*** : shall mean communication of information which is / shall be UPSI by any Insider, Employee & Designated Persons or any other known or unknown person to any person other than a person(s) authorized by the Board or Chief Investor Relation Officer (CIO) of the Company after following the due process prescribed in this behalf in the Code of Practices for Fair Disclosure of the Company and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

i) ***"Legitimate Purpose"*** Under Regulation 3(2A) new terminology has been used which shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

j) ***"Promoter"*** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

k) ***"Promoter Group"*** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

l) ***"Specified Persons"*** means all Directors, Employees and Connected Persons of the Company (including all Designated Persons).

m) ***"Unpublished price sensitive information"*** 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:

- financial results;
- dividends;
- in capital structure;
- mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- changes in key managerial personnel.
- change in rating(s), other than ESG rating(s);
- fund raising proposed to be undertaken;
- agreements, by whatever name called, which may impact the management or control of the company;
- 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;
- resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- 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 accorporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- initiation of forensic audit, by whatever name called, by the company or any other entity for detecting misstatement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- 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;
- outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- 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;
- granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Note: Words and expressions used and not defined in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, and the Rules and Regulations made there under shall have the meanings respectively assigned to them in those legislation.

4) Duties of Compliance officer:

The Compliance officer shall be responsible to;

- Oversee the Compliance of this policy.
- Report the incident of leak of UPSI to the Audit Committee as formulated under this policy.
- Intimate the incident of leak of UPSI to the Audit Committee as formulated under this policy.
- To co-ordinate with and disclose the relevant facts of the incident of leak of UPSI to the committee.

5) Disclosure of actual of suspected leak of UPSI to Stock Exchanges & SEBI:

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the Compliance officer shall ensure that the same shall be promptly intimated to the committee and if the committee found the leak or suspected leak then intimatethe same to Stock Exchanges on which the securities of the Company are listed in the format as set out in "Annexure **A**" to this policy.

6) Report of actual of suspected leak of UPSI to SEBI:

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the Compliance officer shall ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly informed to SEBI in the format as set out in "**Annexure B**" to this policy.

7) **Duties of Committee:**

The committee shall be responsible;

- To conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;
- To authorize any person, if required, to collect necessary support material;
- To consider the facts and circumstances and decide / direct on the matter;
- To decide disciplinary action thereon;
- To provide copy of the proceedings and details of action taken by the committee to the Board, SE and/or SEBI.

8) **Process of inquiry in case of leak UPSI or suspected leak of UPSI**

The company may suo-moto or shall upon an application on becoming aware or otherwise, of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any Promoter, member of the promoter group, Director, Key Managerial Person, Insider, Employees, Designated Person, specified person, Intermediaries, fiduciaries, Support Staff or any other known or un-know person, except in the case for the information is provided for legitimate purpose the below mentioned procedure be followed in order to enquire and/or otherwise investigate the matter. (*No person shall suffer retaliation, discrimination or adverse employment consequences for reporting a genuine suspected leak of UPSI in good faith).*

9) **To take Cognizance of the matter:**

The Committee shall meet without undue delay after receipt of the information of actual or suspected leak of Unpublished Price Sensitive Information and take cognizance of the matter and decide as follows.

- If it is found that the allegation is frivolous, not maintainable or outside the scope, the same may be dismissed;
- If it is found that the issue requires further investigation, Preliminary Enquiry may be initiated.

10) Preliminary Enquiry:

Preliminary enquiry is a fact-finding exercise which shall be conducted by the compliance officer or any other persons appointed/authorized by the Committee, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

The object of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark any disciplinary action.

11) Report of Preliminary Enquiry to the Committee:

The Compliance officer or person appointed/authorized by the Committee, to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Committee without undue delay from the date of his appointment on this behalf.

12) Report of final Enquiry be placed before the Audit committee and Board of Directors which includes independent Directors having 50 % majority:

After receiving of the Preliminary Enquiry report, the committee will review and discuss the same and prepare the final report without undue delay which shall be forwarded to Board of Directors of the Company for their review and action.

13) Disciplinary Action:

After looking over the report of the committee, the Board of Directors of the Company shall decide the Disciplinary Action(s) which shall include wage freeze, suspension, recovery, claw back, termination or any other disciplinary action as deemed necessary.

14) Amendment

The Board may amend this Policy to ensure compliance with the Companies Act, SEBI Act, SEBI (Prohibition of Insider Trading) Regulations, SEBI (Listing Obligations and Disclosure Requirements) Regulations and other applicable laws as amended from time to time.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

15) Hosting of the Code

This Code shall be hosted on the website of the Company and be revised necessarily as and when amendments in this regard are deemed necessary by the Committee.

By order of the Board
FOR NEIL INDUSTRIES LIMITED

Suryansh Nigam
Company Secretary & Compliance Officer
Place: Kanpur
Date: 12.08.2026

Last Reviewed on: 12.08.2026

NEIL Industries Limited

ANNEXURE-A

Format for Intimation of Actual or Suspected leak of UPSI to the Stock Exchanges Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

To
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

BSE Scrip Code: 508969

Sub: Intimation of actual or suspected leak of UPSI pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Dear Sir / Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows:

Name of Offender, if known	
Name of Organization	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company. If yes, narration of the same	Yes/No
Any other information	

Request you to take the aforementioned on your records.

Thanking you,
Yours faithfully,

For Neil Industries Limited

…………..
Company Secretary

NEIL Industries Limited

ANNEXURE-B

Format for Reporting Actual or Suspected leak of UPSI to the SEBI Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015

To,
Securities and Exchange Board of India
Plot No. C 4-A, G Block,
Near Bank of India, Bandra Kurla Complex,
Bandra East, Mumbai – 400051, Maharashtra

BSE Scrip Code: 508969

Sub: Report of actual or suspected leak of UPSI pursuant to regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015.

Dear Sir / Madam,

Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows:

Name of Offender, if known	
Name of Organization	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company. If yes, narration of the same	Yes/No
Any other information	

Thanking you,
Yours faithfully,

For Neil Industries Limited

…………..
Company Secretary