

19.04.2025

To, The General Manager Listing Compliances BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai—400001 Scrip Code:533644	To, The General Manager Listing Compliances National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai-400051 Symbol: UEL
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Sub: Outcome of the Board Meeting pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015.

Dear Sir / Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Board of Directors of the Company at their Meeting held on Saturday, 19th April, 2025 at the Registered Office of the Company situated at Survey No. 211/1, Opposite Sector-C and Metalman, Sanwer Road Industrial Area, Indore 452015 (MP) have considered and approved the following matters:

- 1. Bonus Issue:** The Board considered and recommended a bonus issue in the ratio of 17:25 i.e. 17 (Seventeen) New Bonus Equity Share for every 25 (Twenty Five) existing fully paid up Equity Shares of Rs 1/- each to public shareholders except promoter and promoter group only subject to approval by the members and any other applicable statutory and regulatory approvals at the Extra-Ordinary General Meeting to be held through physical presence in order to achieve compliance with the MPS requirements mandated under rules 19(2)(b) and 19A of the SCRR read with regulation 38 of the LODR Regulations. The details pursuant to Regulation 30 read with Schedule-III of the Listing Regulations and SEBI Circular No. CIR/ CFD/CMD/4/2015 dated 9th September, 2015 is enclosed herewith as Annexure – “A”;
- 2. Notice of EGM** including Explanatory Statement pursuant to Section 108 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time;
- 3. Appointment of M/s Ashish Karodia & Co., Indore,** as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner for the above mentioned and allied matters thereto.
- 4. Constitution of Risk Management Committee:** The Board of Directors of the Company, in compliance with the provisions Regulation 21 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, hereby constituted a Risk Management Committee, w.e.f. April 19, 2025. The composition of the aforementioned committee is detailed in Annexure – “B”.

UJAAS ENERGY LIMITED

Office: Survey No. 211/1, Opposite Sector-C and Metalman, Sanwer Road Industrial Area, Indore 452015 (MP)
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Furthermore, the Board subsequently approved the draft Risk Management Policy as formulated by the management committee. A copy of the Risk Management Policy will be uploaded and available for review on the Company's official website at www.ujaas.com.

The meeting of the Board of Directors commenced at 02:30 P.M. and concluded at 05:15 P.M.

The aforesaid information will also be hosted on the website of the company at www.ujaas.com.

This is for your information & record.

Thanking you,

For Ujaas Energy Limited

Sarvesh Diwan
(Company Secretary & Compliance Officer)
M.No.: A70139



Annexure A

Details under Regulation 30 of SEBI (LODR) Regulations, 2015 Pertaining to Bonus Issue of Equity Shares:

Type of securities proposed to be issued	Equity shares of face value of Re. 1/- each.	
Type of issuance	Bonus Issue of shares to public shareholders only in order to achieve compliance with the MPS requirements mandated under rules 19(2)(b) and 19A of the SCRR read with regulation 38 of the LODR Regulations as Promoter(s) / promoter group shall forgo their entitlement to equity shares.	
Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	45,06,049/- Equity shares would be issued as Bonus Shares (Approx.)	
Whether bonus is out of free reserves created out of profits or share premium account?	The Bonus Shares will be issued out of Securities Premium Reserve, Free Reserves, Retained Earnings available as at December 31, 2024	
Bonus ratio	17:25 i.e. 17 (Seventeen) new fully paid-up Equity Shares of Re. 1/- each for every 25 (Twenty Five) existing fully paid-up Equity Share of Re. 1/- each	
Details of share capital – pre and post bonus issue	Pre-Bonus Issue	Post-Bonus Issue
	10,66,26,581	11,11,32,630
Free reserves and/ or share premium required for implementing the bonus issue	Free Reserves of Rs. 45,06,049/- is required for implementing the Bonus Issue of 45,06,049 shares to public shareholders.	
Free reserves and/ or share premium available for capitalization and the date as on which such balance is available	Reserves available for capitalization as on December 31, 2024: Free Reserves: Rs. 7453.33 Lakhs	
Whether the aforesaid figures are audited?	No	
Estimated date by which such bonus shares would be credited / dispatched	Within 02 Months from the date of the Board meeting wherein the decision to announce the bonus issue was taken subject to the shareholder's approval.	

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Annexure B
Details under Regulation 30 of SEBI (LODR) Regulations, 2015 Pertaining to Constitution of
Risk Management Committee:

Composition of Risk Management Committee:

S. No.	Name of Committee Member	Designation	Position in Committee
1.	Anurag Mundra	Executive Director and CFO	Chairman
2.	Shyamsunder Mundra	Managing Director	Member
3.	Nilesh Rathi	Independent Director	Member

For Ujaas Energy Limited

Sarvesh Diwan
(Company Secretary & Compliance Officer)
M.No.: A70139

RISK MANAGEMENT POLICY

UJAAS ENERGY LIMITED

Framed by: Management Committee

Approved by: Board of Directors

Date of Approval: 19th April 2025

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Table of Contents

BACKGROUND:	3
FRAMEWORK:	3
BOARD REPORT:	3
OBJECTIVE:	3
DEFINITIONS:	4
RISK MANAGEMENT SYSTEM:	4
RESPONSIBILITY DISTRIBUTION:	4
RISK MANAGEMENT COMMITTEE:	5
COMPOSITION OF RISK MANAGEMENT COMMITTEE:	5
QUORUM:	5
MEETINGS	5
ROLES AND RESPONSIBILITIES OF RISK MANAGEMENT COMMITTEE	5
KEY BUSINESS RISKS	6
RISK MANAGEMENT PROCESS	6
IMPLEMENTATION OF THE SCHEME:	6
AMENDMENT	6

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BACKGROUND:

Ujaas Energy Limited (hereinafter referred to as “**the Company**”) recognizes that risk is inherent to any business activity and that managing risk effectively is critical to the immediate and future success of the Company.

The Board of Directors of the Company had adopted the Risk Management Policy (“**Policy**”) at its meeting held on April 19th 2025.

The Company’s business is exposed to various risks, arising out of internal and external factors. This document lays down the Risk Management Policy of the company, which identifies and evaluates various risks and mitigating efforts to resolve such risks. This Policy is in compliance with SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, which requires the company to lay down procedure for risk assessment and risk minimization.

The Board of Directors, Senior Management and the Audit committee of the company should periodically review the policy and monitor its implementation to ensure risk minimization and smooth running of the business. This policy will cover all the areas of operations of the Company.

FRAMEWORK:

Risk Management is considered a vital and important function of the Corporate Governance practices. Risk Management policy is formulated to ensure robust internal controls and enable the Company to proactively respond to any changes in the business environment so as to achieve a high degree of business performance, limit any negative impact on its working and capitalize on any business opportunities.

BOARD REPORT:

The report of Board of Directors as required under Section 134 (3) (n) will include details about the development and implementation of Risk Management Policy and this will cover identification of various risks, arising out of internal and external elements, as faced by the Company and the mitigating efforts for tackling the same.

OBJECTIVE:

The business activities of the Company carry various internal and external risks. Progressive organizations need to take new initiatives, which often come along with certain risks. Additionally, the increasingly dynamic external environment presents risks to the existing business. To navigate through the likely business risks, the Company has formulated a structured risk management process. The primary objectives of this Risk Management Policy are:

- Identification and categorization of potential risks
- Assessment and mitigation of risks
- To monitor risks and assure business growth

UJAAS ENERGY LIMITED



DEFINITIONS:

“Audit Committee” means a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 (“Act”) read with the Regulation 18 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

“Board of Directors” or “Board” in relation to the Company, means the collective Body of Directors of the Company constituted in accordance with the provisions of section 2(10) of the Companies Act, 2013 (“Act”) read with the Regulation 2(1)(d) of the Listing Regulations.

“Policy” means a written Risk Management Policy framed by the Board of Directors.

“Risk” is an event or a probability of an event, which can prevent, hinder or otherwise obstruct the Company in value creation and achieving its objectives or erode the existing value of the Company.

“Risk Management Committee” or “Committee” is a committee constituted in accordance with the provisions of Regulation 21 of Listing Regulations and other applicable laws.

“Risk Management System” or “Risk Management” is the process of identification, evaluation, and prioritization of risks followed by coordinated and economical application of resources to minimize, monitor, and control the probability or impact of the Risks.

RISK MANAGEMENT SYSTEM:

The overall Risk Management System of the Company shall broadly comprise of the following activities:

- Risk identification,
- Risk evaluation and assessment,
- Risk treatment and mitigation,
- Risk monitoring and reviewing.

RESPONSIBILITY DISTRIBUTION:

Board of Directors: The Board of Directors shall be responsible for the following:

- framing and implementation of the Risk Management Plan, processes and guidelines and periodic review of the same;
- supervising the overall risk management system of the Company including assessment of the risk management;
- providing suggestions/ comments/ remarks, if any, on the risks to the Risk Management Committee;
- suggesting steps to minimize and mitigate the risks to the Risk Management Committee;

UJAAS ENERGY LIMITED





RISK MANAGEMENT COMMITTEE:

COMPOSITION OF RISK MANAGEMENT COMMITTEE:

The Risk Management Committee (“Committee”) of the Company shall have a minimum of three Members with the majority of them being members of the Board, including at least one Independent Director. The Chairperson of the Committee shall be a member of the Board and senior executives of the Company may be members of the Committee. The Company Secretary shall act as the Secretary to the Committee. The Secretary will be responsible for taking adequate minutes of the proceedings and reporting on actions taken in the subsequent meeting.

The Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

QUORUM:

The quorum necessary for transacting business at a meeting of the Committee shall be either two members or one-third of the members of the Committee, whichever is higher, including at least one member of Board of Director being present. A duly convened meeting of the Committee at which the requisite quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

MEETINGS

The Committee shall meet at least twice annually or as frequently as may be considered necessary by the Chairperson of the Committee. There should not be a gap of more than 210 days between two consecutive meetings.

ROLES AND RESPONSIBILITIES OF RISK MANAGEMENT COMMITTEE

The Risk Management Committee shall be responsible for managing, minimizing and monitoring of all the risks including risk related to cyber security as identified by the Board of Directors. The role of the Committee shall include:

- laying down procedures to inform Board of Directors about the risk assessment and minimization procedures;
- to assist the Board with regard to the identification, evaluation and mitigation of risks and assess management actions to mitigate such risks;
- to evaluate and ensure that the Company has an effective internal control system to enable identifying, mitigating and monitoring of the risks related to the business of the Company;
- to review effectiveness of risk management and control system;
- to evaluate risks related to cyber security and ensure appropriate procedures are placed to mitigate these risks in a timely manner;
- periodic reporting to the Board of non-financial risk management issues and actions taken in such regard;
- to ensure the implementation of the suggestions/remarks/comments, if any, of the Board of Directors on the Risk Management Plan and System;
- performing such other functions as may be assigned by the Board of Directors from time to time.

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KEY BUSINESS RISKS

The Company has identified following business risk associated with business of the Company:

- Strategic Risks
- Financial Risks
- Compliance Risks
- Sectoral Risks Sustainability (Particularly ESG related) Risks
- Information technology Risks including Cyber Security Risks
- Operational Risks
- Business Continuity Plans

RISK MANAGEMENT PROCESS

In order to implement risk strategy, the management shall follow a uniform six-step risk management process:

- Risk Identification
- Risk Assessment
- Risk Prioritization
- Develop & Implement Risk Response
- Develop Portfolio View
- Review & Monitoring

IMPLEMENTATION OF THE SCHEME:

The functional managers at all locations will be responsible for identifying and assessing the risks within their areas of responsibilities and actions agreed beforehand to resolve such risks.

They will report any new risk or changes in the existing risk to the Managing Director. The Board and the senior executives of the Company will oversee the implementation of the policy and review the same periodically; the Board will be updated on key risks faced by the Company and the mitigating actions taken to resolve them.

AMENDMENT

Any change in the Policy shall be approved by the Board of Directors or any of its Committees (as may be authorized by the Board of Directors in this regard). The Board of Directors or any of its authorized Committee(s) shall have the right to withdraw and /or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board or authorized Committee in this respect shall be final and binding. Any subsequent amendment/modification in the Listing Regulations and / or any other laws in this regard shall automatically apply to this Policy.

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